By-Laws
of
Medical Association of Metropolitan Atlanta, Inc.
Proposed January~~June 17~~, 2024 ~~2010~~

ARTICLE I – NAME AND LOCATION

Section 1. The Name of this organization shall be THE MEDICAL ASSOCIATION OF METROPOLITAN ATLANTA, a non-profit organization incorporated in Fulton County, Georgia.

Section 2. Offices of the Association shall be located in metropolitan Atlanta, Georgia.

ARTICLE II – MISSION

The Medical Association of Atlanta's Mission is "To champion our community's well-being and safety while advocating a healthy environment in which physicians practice and serve" ~~is a professional association of metropolitan Atlanta area physicians promoting the health and safety of our community through physician leadership. Dedicated to championing our community's well-being and safety while advocating a healthy environment in which physicians practice and serve, the MAA will serve its members with integrity by proactive leadership to influence the profession of medicine.~~

ARTICLE III – MEMBERSHIP

Section 1. Defined: This Association shall be the sole and exclusive judge of the qualifications of its members. Each person who applies for membership thereby approves and agrees to abide by the Bylaws of this Association and by the recommendations or decisions of the board, council, or committee.

Section 2 Qualifications. Each physician who applies for membership must meet the following qualifications:
(a) Be a graduate of an appropriately accredited professional school of medicine. (b) Be licensed to practice medicine or osteopathic medicine in the state of Georgia except as otherwise indicated under Section 5 (f) herein.
(c) Conforms to principles of Medical Ethics of the AMA.
(d) Has demonstrated high moral, ethical, and professional standards.

No person shall be eligible for or continue membership in the Association who has been convicted of any felony or other crime of moral turpitude by any court of competent jurisdiction or whose license to practice medicine or osteopathy in the State of Georgia has been revoked or suspended. Such person, upon completion of a sentence for conviction and/or reinstatement of license, may apply or reapply for membership as set forth in Sections 3 and 4 of this Article.

Section 3. Applications:

(a) Any applicant for membership shall complete an application form approved by the Board of Directors. ~~The application shall be accompanied by an endorsement by one Active member, excepting applications for Student and Resident membership.~~

Section 4. Method of Approval:

(a) All applications for membership shall be submitted to the Secretary of the Association.

(b) The secretary shall inquire into the standing and qualifications of all applicants and ascertain whether they have duly complied with all requirements for membership and, to this end, shall conduct such investigation as in his/her sole discretion shall be deemed appropriate. Upon completion of the investigation, the Secretary shall recommend acceptance or rejection of the application.

Section 5. Classes of Membership: The membership of this Association shall be divided into Active Members, Resident Members, Student Members, Retired Members, and Honorary Members, as follows:

(a) Active Members.

(1) Any person who, at the time of such application, is actively engaged in the practice of medicine or osteopathy or medical teaching or research in the Metropolitan Atlanta area shall be eligible for Active Membership.

(2) An Active member may, upon written application, be excused from the payment of membership dues should the Board of Directors or Executive Committee determine such exemption to be warranted on the grounds of financial hardship or illness.

(3) Active members who attain the age of sixty-five (65) years and who have paid full dues ~~continuously~~ for twenty-five (25) years or more to the Medical Association of Atlanta shall be designated as Life members. They shall be exempt from further payment of dues and retain all the rights and privileges of Active membership.

(b) Resident Members. An intern, resident, or fellow who holds a degree of Doctor of Medicine or Osteopathy and is engaged in an approved training program may be eligible for Resident membership. Resident members shall not be entitled to vote or hold office.

(c) Student Members. Any person who is a student in good standing at an accredited medical or osteopathic school shall be eligible for membership. Student members shall not be entitled to vote or to hold office.

(d) Retired Members**.** Any member who retires from the practice of medicine regardless of age or length of membership in this Association may choose to be classified as a Retired Member. Retired members shall not be entitled to vote or hold office.

(e) Honorary Members. The Board of Directors may nominate persons who have distinguished themselves in medicine or allied fields as Honorary Members of the Association. Honorary

members shall not be required to pay membership dues and shall not be entitled to vote or hold office.

(f) Members under Sections 5(c) through 5(e) herein shall not be required to hold a license to practice medicine in the State of Georgia.

Section 6. Change in Classification. A member may request in writing a change in classification of membership. Such request shall be submitted to the Secretary for investigation and recommendation and further submitted to a vote by the Board of Directors or Executive Committee in the same manner as a new application for membership.

Section 7. Resignation. A member in good standing in this Association may resign from this Association by presenting his written resignation to the Secretary, but such resignation shall not relieve the member of the obligation to pay any dues or other charges theretofore accrued and unpaid.

Article IV. – DISCIPLINE

Section 1. Disciplinary Committee. A Disciplinary Committee of this Association may be appointed by the President. In the event that members of the Committee are not immediately available to perform the functions of the Committee, because of conflicts of interest or other reasons, temporary members may be appointed from the membership at large by the President to perform Committee functions. The Committee may appoint physicians or laypersons as Consultants or Advisers as necessary. Consultants and Advisers shall have no vote.

(a) The function of the Disciplinary Committee shall be to conduct fair and objective hearings on charges against members brought by the Grievance Committee and to make findings of fact based on the evidence presented and to render a decision on the charges presented.

(b) The hearings provided by the Disciplinary Committee shall be conducted pursuant to rules adopted by the Disciplinary Committee and approved by the Board of Directors of the Association.

Section 2. Discipline. All members of this Association are subject to disciplinary action pursuant to the provisions of these Bylaws and any applicable rules or regulations adopted to these Bylaws.

(a) Disciplinary action may be taken against a member for any of the following reasons:

(1) Violation of the Bylaws of this Association.

(2) Violation of the ethical conduct as may be defined by this Association.

(3) Violation of the Principles of the Medical Ethics of the American Medical Association or the Current Opinions of the Council on Ethical and Judicial Affairs of the American Medical Association.

(4) Violation of the Medical Practice Act of the State of Georgia.

5) If the member has been convicted, adjudged or otherwise recorded as guilty by a court of competent jurisdiction of a felony under the laws of any state or of the United States of America.

(6) Unprofessional conduct that tends to bring the medical profession into disrepute.

(7) If a member fails to cooperate with the Grievance Committee, Disciplinary Committee, or any of their subcommittees, provided that appropriate notice has been given.

(b) The disciplinary actions that may be taken against a member under the provisions of these

Bylaws are as follows:

(1) Censure – An entry will be made in the member's membership file to the effect that he/she has been found guilty of the act complained of and has been properly advised of the finding. The entry will remain in the file for five years.

(2) Probation for a period not to exceed one year, during which time the member's conduct shall be monitored and/or evaluated by the Disciplinary Committee. If the member is found not to be in compliance with the terms of the probation, he/she shall be required to appear before the Disciplinary Committee. During the term of probation, the member shall retain all rights and privileges in the Society, except the right to hold office.

(3) Suspension of membership in the Association for a period of up to three years, during which time the member shall be denied the right to hold office, to vote, to serve on committees, or to participate in the deliberations of the Association, but shall retain all other rights and obligations including the payment of dues. A member who has been suspended a second time will automatically be expelled.

(4) Expulsion from membership. A member expelled from the Association shall be denied all rights and privileges of the Association beginning on the date of expulsion. An expelled member shall be eligible to reapply for membership after five years from the date of expulsion, on the same terms and in the same manner as an original applicant. A member who resigns with disciplinary proceedings pending shall be eligible to reapply for membership after five years from the date of resignation, on the same terms and in the same manner as an original applicant.

(c) In addition, the Disciplinary Committee may impose upon the member:

(1) Such corrective action for the member to take as may be warranted by the Disciplinary Committee's findings.

(2) Such remedial action with reference to third parties as may be appropriate under the Disciplinary Committee's findings.

(3) Such additional education or clinical training as may be deemed to be appropriate under the Disciplinary Committee's findings.

Section 3. Grievance Committee. A Grievance Committee of this Association may be appointed by the President. In the event that members of the Committee are not immediately available to perform the functions of the Committee, because of conflicts of interest or other reasons, temporary members may be appointed from the membership at large by the President to perform Committee functions. The Committee may appoint physicians or laypersons as Consultants or Advisers as necessary. Consultants and Advisers shall have no vote.

(a) The function of the Grievance Committee shall be to receive complaints from any source concerning the professional activities of physician members in metropolitan Atlanta, Georgia.

~~Section 4. Judicial Committee. A Judicial Committee of this Association may be appointed by the President. In the event that members of the Committee are not immediately available to perform the~~

~~functions of the Committee, because of conflicts of interest or other reasons, temporary members may be appointed from the membership at large by the President to perform Committee functions.~~

Section ~~4~~5. Structure. No Grievance, or Disciplinary Committee~~, or Judicial Committee~~ member shall be involved at any point in the process of a complaint against a physician when the committee member has a conflict of interest or when there are other factors that could significantly affect the committee member's objectivity. A conflict of interest would arise if the member is in direct economic competition with the physician complained against, if the member has a close relationship with the physician or complainant or otherwise has a personal, financial or professional interest in the outcome of the proceedings. A committee member shall also not be involved in a particular case if the member has been involved in the circumstances that led up to the case or has been involved in other professional review proceedings regarding the case.

ARTICLE V – MEETINGS

Section 1. Regular Meetings. Regular meetings of the membership shall be held each year and scheduled at the discretion of the Board of Directors. A quorum of 25 Active members shall be required at any regular, special, or annual meeting of the Association.

Section 2. Annual Meetings. The Annual meeting will be held on or around~~prior to~~ the end of the fiscal year as designated by the Board of Directors. The meeting shall include a message by the retiring President, the installation of officers and delegates, annual report of the Association, remarks by the incoming President, and such other general business as may be necessary to transact.

Section 3. Special Meeting. Special meetings of the Association may be called by the President, the Board of Directors, or upon written request of 25~~50~~ members. Written notice of a special meeting shall be given to Active members at least 10 days prior to such meeting and shall state the purpose of the meeting. No business other than that specified in the notice shall be transacted at a special meeting.

ARTICLE VI – OFFICERS

The officers of this Association shall consist of a President, a President-Elect, a Secretary, a Treasurer and a Chairman of the Board. They shall have such duties and terms of office as hereafter prescribed.

Section 1. President. The President shall serve for a term of one year and shall be the ~~chief elected~~chief elected officer of the Association. The President shall then accede to the office of Chairman of ~~the Board~~the Board. The President shall serve as Chairman of the Executive Committee and as Chairman of the

Delegation to MAG House of Delegates. The President shall also serve as an ex-officio member on all committees except the Nominating Committee and shall make required appointments to committees as set forth in Article IX of the Bylaws.

At meetings of the Association and at such other times as deemed proper, the President shall communicate to the members such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Association. The President shall perform such other duties as are necessarily incident of the office or as may be prescribed by the Board of Directors.

Section 2. President-Elect. The President-Elect shall serve for a term of one year and shall accede to the office of President at the next Annual Meeting. The President-Elect shall serve as Vice Chairman of the Board of Directors and Executive Committee and perform such other duties as are delegated (or assigned) by the Board. The President-Elect shall perform the duties of the President in the event that individual is unable to serve.

Section 3. Treasurer. The Treasurer shall serve for a term of one year and accede to the office of President-elect at the next annual meeting. The Treasurer, under the direction of the Board of Directors, shall collect from members all monies due, be the custodian of all funds, securities, deeds or other property, disburse funds of the Association in accordance with association policies and conduct other duties as are usual for such office or assigned by the Board of Directors. The Treasurer shall receive statements of all accounts of the association directly from the financial institutions and will review balances against balances presented on the association's balance sheet. At the request of the Treasurer, the Executive Director may assist in the performance of these duties.

Section 4. Secretary. The Secretary shall be elected in the manner prescribed in Article IX hereof for a term of one year and accede to the office of Treasurer. The Secretary shall keep the minutes of all proceedings of the Association and Board of Directors and be official custodian of all records and papers, including all charters granted to the Association, and the corporate seal. The Secretary shall conduct official correspondence, maintain membership records, and conduct other duties as are usual for such office or assigned by the Board of Directors. At the request of the Secretary, the Executive Director may perform the duties of Secretary.

Section 5. Chairman of the Board. The Chairman of the Board shall serve for a period of one year and conduct such duties as are assigned by the Board of Directors.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. Composition. The governing body of this Association shall be the Board of Directors. There shall be no more than 36 and no less than 20 members serving on the Board. The Board shall be composed of the officers of the Association and elected board members. All members of the Board shall be Active or ~~Retired~~ Life members in good standing of the Association.
Past presidents who are not active directors of MAA ~~or MAG~~ shall be ex-officio members of the board without the right to vote.

Section 2. Duties. The Board shall have supervision, control, and direction of the affairs of the Association, its committees and publications, shall determine its policies of changes therein and

actively pursue its objectives. The Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 3. Officers. The officers of the Board of Directors shall be the officers of the Association; the President, the President-Elect, the Secretary, the Treasurer, and the Chairman of the Board. The officers shall perform those duties as are usual for such offices.

Section 4. Terms of Office. Directors shall serve staggered terms of three (3) years to ensure continuity on the Board.

Section 5. Nomination Procedure. Any active or retired member may submit nominees to the Nominating Committee. Members elected to the Board shall represent the Association membership-at-large. To ensure representation equality, special emphasis shall be placed on geographic and

medical specialty diversity.

Section 6. Meetings. The Board shall hold no less than three (3) regular meetings each year at such times and places as the Board may prescribe. Special meetings of the Board may be held on the call of the Chairman or upon the request of three (3) members of the Board. Written or electronic notice of a special meeting shall be given to Board members at least 10 days prior to such meeting and shall state the purpose of the meeting. Such written or electronic notice may be waived by the Executive Committee in extraordinary circumstances involving an organizational emergency. A simple majority of the members of the Board shall constitute a quorum.

Section 7. Board Committees.

(1) ~~(1)~~ Executive Committee. The Executive Committee shall be composed of the officers of the Board of Directors with the President serving as Chairman. The Committee shall meet at such times as the Chairman may deem appropriate and shall make recommendations to the Board and carry out such items of business as are referred to it by the Board. Between meetings of the Board it shall have the authority and power of the Board.

(2) Investment Committee. The President shall recommend nominations to the Board for approval. Committee members will serve a 5 year term and can be reappointed to additional terms by the Board of Directors. The Investment Committee has trading authority over the MAA Investment accounts and will follow the guidelines of the Investment Policy Statement as adopted by the Board of Directors.

(2) Other Committees. The Board of Directors may create such other committees as it may deem appropriate.

Section 8. Vacancies and Removal. Any vacancy occurring among the officers of the Association and among the members of the Board of Directors between annual meetings shall be filled by the Board of Directors upon recommendation of the Executive~~Nominating~~ Committee. Any vacancy occurring among directors resulting from the election of a director as an officer of the Association shall ~~be filled~~be filled immediately by the Board of Directors upon recommendation of the Executive~~Nominating~~ Committee. Any member elected to fill a vacancy on the Board of Directors shall serve the unexpired term of his/her predecessor.

The Board of Directors may remove any Director by an affirmative two-thirds vote of the Board present at any regular or special meeting for any cause including failure to attend two-thirds of the Board meetings.

Section 9. Indemnification. Unless expressly prohibited by law, the corporation shall fully indemnify any person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or

was a director or officer, employee or agent of the corporation or serves or served any other enterprise at the request of the corporation, against all expenses (including attorneys' fees) judgment, fines, and amounts paid or to be paid in settlement incurred in connection with such action, suit, or proceeding.

ARTICLE VIII – MAG REPRESENTATIVE

Section 1. Directors/Alternate Directors to the MAG Board of Directors. The Secretary shall

determine each year the total number of Directors and Alternates to the MAG allotted to the Association in accordance with the Bylaws of the MAG. Any vacancy occurring among MAG Directors and Alternates representing the Association shall be filled by the Board of Directors of the Association after considering the recommendations to the Nominating Committee. Such vacancies for MAG Director shall be filled from among MAG Alternate Directors, and vacancies for MAG Alternate Director shall be filled from among qualified members of the Association. Directors and Alternate Directors shall faithfully attend the meetings of the MAG Board of Directors and represent the best interests of the members of the Association.

2. Delegates/Alternate Delegates to the MAG House of Delegates. The secretary shall determine each year the total number of Delegates and Alternates to the Medical Association of Georgia allotted to the Association in accordance with the Bylaws of the Medical Association of Georgia. All members of the Board of Directors shall serve as Delegates unless otherwise ineligible. Other Delegates and Alternates shall be elected by the Board of Directors. Whenever any Delegate or Alternate position shall be vacated prior to the expiration of its term, the President shall appoint a replacement to serve the unexpired term of such position. The President, or in his absence the President-Elect, shall appoint pro tempore any member in good standing as a Delegate in the absence of any duly elected Delegate or Alternate. Upon the return of the duly elected Delegate or Alternate, the functions of the Delegate, pro tempore, shall cease and the appointment shall be vacated. The Delegates shall faithfully represent the members of the Association.

Section 3. As the above MAG positions are filled by representatives of the Association, the Bylaws of the Association shall prevail in cases where the Bylaws of the MAG are unclear.

ARTICLE IX – ELECTIONS

Section 1. Nominations. All nominations for the offices of Secretary, Board of Directors, MAG Directors, and Alternate Directors shall be submitted to the Nominating Committee, except for write-in nominations as herein provided.

Section 2. Nominating Committee. The Nominating Committee shall be composed of the President-Elect who shall serve as Chairman; two other members of the Board who are not officers; and at least two other Active members-at-large who have participated in one of the last three HOD meetings. The Nominating Committee shall be appointed by the President and approved by the Board. Any vacancy on the Nominating Committee shall be filled by the President.

Section 3. Nominations for MAA Positions. At least thirty (30) days before the Nominating Committee presents its slate of nominees for Officers and Directors of the Association, the Committee shall forward written or electronic notification to all nominators, as described in Article VII, Section 5, to submit their nominations in writing to the Committee within a prescribed

period of time. The Committee shall also notify all Active members of the offices to be filled and encourage their submission of nominations.

After the prescribed time has elapsed, the Committee shall meet to prepare a slate of nominees. The Committee shall propose one nominee for each vacancy occurring among the Officers and Board of Directors. The Nominating Committee's slate shall constitute the names placed on the ballot to be mailed or emailed to the membership.

Section 4. Plurality Vote. Nominees for Officers and Directors of the Association, receiving the highest number of votes shall be declared elected.

Section 5. The Ballot. The Secretary shall prepare and mail or electronically send to Active members immediately following the meeting of the Nominating Committee a ballot containing the titles of the offices to be filled, the names of the candidates for each such office listed in alphabetical order, and appropriate space under each office for one write-in candidate. The ballot shall also specify the day which the ballot must be returned to the Association in order to be counted, which date shall be not less than ten (10) days after the date of mailing of the ballots. Ballots shall be collected until the expiration time specified. Ballots shall be counted and returns of the election shall be recorded and certified by the Secretary. At the Secretary's request, the Executive Director may perform these duties. The results of the election for each office shall be announced and those members elected shall be installed at the Annual Meeting of the Association.

Section 6. Nominations for MAG Positions. The Executive ~~Board~~ Committee will present a slate of nominees to be elected by the Board of Directors for MAG Directors and Alternate Directors and MAG Delegates and Alternate Delegates. The Executive Board shall notify all Active members of the offices to be filled and encourage their submission of nominations.

The Committee shall propose one or more nominees for vacancies occurring among MAG Delegates and Alternate Delegates. MAG Directors and Alternate Directors representing the Association shall hold no other elective office of MAG.

ARTICLE X – COMMITTEES and Task Forces

Section 1. ~~Standing~~ Committees. ~~Standing~~ Committees shall be appointed by the President in consultation with the Executive Committee. ~~Such c~~Committees shall reflect the long-term recurring activities of the Association such as:~~. The following shall be the Standing Committees~~: Community Service, Scholarship, Legislative/Public Relations, Finance, Membership/Recruitment, Nominating, Programs/Activities, By-laws, Communications/Public Policy, ~~Investment,~~ and House of Delegates. The scope of committee work will be defined in the association procedure manual.

Section 2. ~~Other Committees~~Task forces. ~~Special or ad hoc committees~~Task forces may be created and appointed by the President in consultation with the Board of Directors or Executive Committee at any time in response to a specific need or issue. Such task forces ~~committees~~ may dissolve upon completion of their assigned tasks and upon recommendation by the President.

ARTICLE XI – EXECUTIVE DIRECTOR

The Association shall employ a salaried executive who shall have the title of Executive Director and whose terms and conditions of employment shall be specified by the Executive Committee

with the approval of the Board of Directors. As the chief executive officer, the Executive Director shall manage and direct all activities of the Association subject to the policies of the Board and direction of the Executive Committee. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Association and fix their compensation within the approved budget. The Executive Director shall define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management as shall be in the best interest of the Association. The Executive Director shall serve without vote as an ex-officio member of the Executive Committee and Board of Directors.

ARTICLE XII – FINANCE

Section 1. Dues. The dues shall be determined by the Board of Directors upon recommendation of the ExecutiveFinance Committee and shall be levied per capita on the members of the Association. They shall be payable on or before January 1 of the year for which they are levied. Those who become members after June 30 will not be required to pay dues for the first half of that calendar year. Any member who shall fail to pay dues by March 31 is suspended without further action on the part of the Association. A member suspended for non-payment of dues may be restored to full membership at the discretion of the Board of Directors. Members accepted by transfer shall not be required to pay dues to this Association until after the expiration of their paid membership in the Society from which they were transferred.

Section 2. Budget. With recommendations from the Executive Finance Committee, the Board shall adopt an annual operating budget covering all activities of the Association.

Section 3. Financial Review. The Executive Committee shall review the accounts of the Association not less than annually. This review will include verification of account balances, review of deposits and disbursements of funds, and financial controls. A report on this review will be provided to the Board of Directors. The Executive Committee may engage a Certified Public Accountant to provide an Audit or Agreed upon procedures engagement.

ARTICLE XIII – RULES OF ORDER

The deliberations of the Association shall be conducted in accordance with parliamentary usage contained in the latest revised edition of Roberts Rules of Order, unless contrary to these Bylaws.

ARTICLE XIV – AMENDMENTS

Amendments to or a repeal of these Bylaws may be proposed by the Board of Directors on its own initiative or upon written petition of fifty (50) Active members. Amendments may be approved by a two-thirds affirmative vote of Active members present and voting at any Regular meeting of the Association, duly called, provided written or electronic notice of proposed changes have been sent to Active members thirty (30) days before such meeting; or by majority vote of Active members voting by a thirty (30) day mail or electronic ballot.

ARTICLE XV – DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure to the benefit of, or be distributed to, the members of the

Association. In the event of dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations, or the Medical Association of Georgia selected by the Board of Directors.