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SECTION A
MISSION
MAG AND ITS MISSION

THE MEDICAL ASSOCIATION OF GEORGIA

The Medical Association of Georgia is a professional association comprised of physicians licensed to practice medicine in the State of Georgia. MAG is incorporated as a tax exempt, non-profit corporation, under 501 (c) 6 of the Internal Revenue Code. This corporate status offers legal protection to officers and directors from personal liability for conduct associated with the performance of their official duties. Our non-profit status relieves us of certain tax burdens while allowing MAG to engage in lobbying and political activities, including a political action committee.

MAG was founded on March 20, 1849 as a professional association of physicians. Its goals were “The advancement of medical knowledge, the elevation of the professional character, the protection of the interests of its members, the extension of the bounds of medical science and the promotion of all measures adapted to relieve suffering humanity and to protect the lives and improve the health of the community.” Today MAG’s mission, purpose and governing principals serve as a guide for all actions of the Board.

MAG’S MISSION STATEMENT

To enhance patient care and the health of the public by advancing the art and science of medicine and by representing physicians and patients in policy-making processes. [HOD 1991.]

MAG’S PURPOSE

The objectives of the Association are to promote the science and art of medicine and the betterment of public health. [MAG Constitution, Art. II.]

MAG’S GOVERNING PRINCIPLES:

In order to attain these objectives, the Association shall undertake at all times to aspire and adhere to the following governing principles:

(a) Coordination of Georgia physicians of common professional background into a cohesive organization and unification with other such associations in other states to form the American Medical Association;
(b) Service to its membership;

(c) Promotion of the science and art of medicine among its members for the benefits of the citizens of Georgia;

(d) Maintenance and assurance of the highest quality of medical care by its members;

(e) Representation of membership faithfully in dealing with government, other organizations and the public; and

(f) Adherence to the Principles of Medical Ethics set forth by the American Medical Association. [MAG Constitution, Art. II.]
SECTION B
ORGANIZATION
MAG’s GOVERNANCE STRUCTURE

HOUSE OF DELEGATES

The House of Delegates is the primary legislative and policy-making body of the Association which meets annually at the time of the Association’s annual meeting unless convened in special session for extraordinary business. The House of Delegates consists of representatives selected by county medical societies, specialty societies that meet minimum membership requirements and the following sections: the International Medical Graduates Section, the Medical Student Section, the Organized Medical Staff Section, the Resident Physician Section, and the Young Physicians Section.

BOARD OF DIRECTORS

The Board of Directors is the fiduciary of the Association charged by law with the stewardship of Association activities. The Board of Directors is comprised of Directors elected by district or county medical societies and the following officers: the President, the President-elect, the First Vice-President, Second Vice-President, the Secretary, the Treasurer; the Immediate Past President, who shall serve as a full member of the Board of Directors for a period of three years, commencing with the year in which said person becomes the Immediate Past President (such that, at any one time, the Past Presidents from the immediately preceding three years shall be members of the Board of Directors); the Speaker of the House of Delegates, and the Vice-Speaker of the House of Delegates; the Chairman of the AMA Georgia Delegation or in his absence, the Vice-Chairman, and the Chairman of the Council on Legislation.

EXECUTIVE COMMITTEE

Between meetings of the Board of Directors or the House of Delegates, the Executive Committee shall decide Association matters, and such Executive Committee decisions shall be presented at the next meeting of the Board of Directors to be approved, rejected or modified. The Executive Committee is a committee of the Board of Directors. The Executive Committee shall be composed of the President, the President-Elect, The Immediate Past President, the First Vice-President, the Second Vice-President, the Secretary, the Treasurer, the Chairman of the Board of Directors, the Vice-Chairman of the Board of Directors, the Speaker of the House of Delegates and the Vice-Speaker of the House of Delegates, the Chairman of the Georgia Delegation to the American Medical Association House of Delegates, or in his absence, the Vice-Chairman, and the Chairman of the Council on Legislation. The President shall serve as the Chairman of the Executive Committee, and the President-Elect shall serve as the Vice-Chairman of the Executive Committee.
PRESIDENT

Between meetings of the Executive Committee, the President or the President’s duly appointed representative shall decide Association matters, and such Presidential decisions shall be presented at the next meeting of the Executive Committee to be approved, rejected or modified.

EXECUTIVE DIRECTOR

The Executive Director is the Chief Executive Officer of the Association. The Executive Director is responsible for the overall management and direction of the staff activities of the Medical Association of Georgia. He/she is also responsible for assuring that mandates of the House of Delegates, Board of Directors, and Executive Committee are carried out, and organizational objectives and members’ needs are identified and met. The Executive Director is responsible for keeping the officers and Board informed on matters affecting members of the Medical Association of Georgia.
COMPONENT SOCIETIES

DISTRICT MEDICAL SOCIETIES

District Societies were formed by the House of Delegates to provide for the division of the State into director districts and for the organization of all component county societies in the districts into director district medical societies. (MAG Bylaws Chapter III-Component County Societies, Section 7. District Societies) District Societies were organized for the best interests of the medical profession in Georgia and do not necessarily conform to the boundaries of congressional districts. All District Society members shall be members in good standing with MAG. District Societies shall elect a director and alternate director to serve on the MAG Board of Directors.

COUNTY MEDICAL SOCIETIES

County Medical Societies are created by virtue of a charter issued by the Medical Association of Georgia. County societies which have adopted principles of organization in conformity with the Constitution and Bylaws of the Medical Association of Georgia and whose constitution and bylaws have been submitted to and approved by the Board of Directors of the Association are eligible to be chartered by MAG. The House of Delegates shall have authority to revoke the charter of any component county society whose actions are in conflict with the letter or spirit of the Association's Constitution and Bylaws. Any component county society whose dues forwarded to the Association total less than five members for 12 consecutive full calendar months shall have its charter automatically revoked as of the next calendar year. Any society whose charter is thus automatically revoked may apply for a new charter.

AMERICAN MEDICAL ASSOCIATION

The American Medical Association was founded in 1847 by Nathan Smith Davis, MD and others to promote scientific advancement standards for medical education, launching a program of medical ethics, and improvement of public health. The AMA today serves as an advocate for the medical profession, physician and patient and continues to work toward improving America’s healthcare system. The AMA holds two meetings per year that delegations from across the country meet and vote on policy and ethical issues that pertain to the practice of medicine. Georgia sends 5 delegates and 5 alternates twice a year to these meetings. The AMA Delegates are elected by the MAG House of Delegates and serve on the Board of Directors as ex-officio members. The Chairman of the Georgia Delegation to the AMA serves as a voting member of the Board and on the MAG Executive Committee.
# DISTRICT MEDICAL SOCIETIES

<table>
<thead>
<tr>
<th>District 1</th>
<th>District 7</th>
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| *East Georgia*  
*Georgia Medical Society*  
*Laurens*  
*Ogeechee River*  
*Southeast Georgia*  
*St. John's Parish*  | *Bartow*  
*Carroll*  
*Cobb*  
*Floyd-Polk-Chattooga*  
*Gordon*  
*Walker-Catoosa-Dade*  
*Whitfield-Murray*  |

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| *Colquitt*  
*Decatur*  
*Dougherty*  
*Thomas Area*  
*Tift*  | *Ben Hill-Irwin*  
*Coffee*  
*Glynn*  
*Wayne*  
*Ocmulgee*  
*Okefenokee*  
*South Georgia*  |

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<th>District 3</th>
<th>District 9</th>
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| *Flint*  
*Muscogee*  
*Peachbelt*  
*Sumter*  | *Barrow*  
*Blue Ridge*  
*Cherokee-Pickens*  
*Elbert*  
*Gwinnett-Forsyth*  
*Habersham*  
*Hall*  
*Jackson-Banks*  
*Stephens-Rabun*  |

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<tr>
<th>District 4</th>
<th>District 10</th>
</tr>
</thead>
</table>
| *DeKalb*  | *Baldwin*  
*Crawford W. Long*  
*East Metro*  
*Oconee Valley*  
*Richmond*  |
SECTIONS

ORGANIZED MEDICAL STAFF SECTION

The Organized Medical Staff Section is comprised of physicians in large group physician-owned medical practices, physicians employed by any duly licensed hospital in Georgia, who holds a D.O. degree or an M.D. degree or its equivalent and who has an unrestricted license to practice medicine and surgery in Georgia, and is a member in good standing of the Medical Association of Georgia. The Section shall be entitled to one voting delegate and one alternate delegate.

YOUNG PHYSICIAN SECTION

The Young Physician Section was established to encourage increased participation of young physicians in the activities of the MAG, to provide an open forum for discussion of mutual concerns to young physicians, and to suggest ways for MAG to address those concerns. Members of the YPS must be under the age of 40 or within their first eight years of medical practice. YPS members and officers must be active physician members of MAG who are not residents or fellows. The YPS established a set of Bylaws to govern the Section and Officers lead the Section. The Young Physician Section has representation in the MAG House of Delegates with one voting Delegate and Alternate Delegate and a voting seat on the MAG Board of Directors.

INTERNATIONAL MEDICAL GRADUATE SECTION

The International Medical Graduate Section was established in 2003 to encourage increased participation by physicians who graduated from international medical schools. The Bylaws provides that the IMG Section shall be comprised of Active members of the Medical Association of Georgia who are graduates of any medical college that is located in a foreign country and that is acceptable to the Judicial Council of the Association. The Section shall be entitled to one voting delegate and one alternate delegate to the MAG House of Delegates.

RESIDENT AND FELLOW PHYSICIAN SECTION

The Resident Physician Section was established by the Medical Association of Georgia to encourage the support and active participation of interns, resident physicians, and fellows in organized medicine. The Section provides an outlet for the exchange of information and ideas of mutual concern to resident physicians across the state as well as a unified voice in organized medicine in Georgia. The RPS has a voting delegate in both the MAG and American Medical Association House of Delegates. Residents also have the opportunity of serving on MAG committees within MAG. The Resident Physician Section is governed by its Bylaws and elects Officers to lead the Section.
MEDICAL STUDENT SECTION

The Medical Student Section was established to encourage the support and active participation of medical students in organized medicine. The Section provides representation of student opinions and ideas in the House of Medicine and active involvement in shaping the future of organized medicine and medical education. Members of the Section must be members in good standing in the Medical Association of Georgia. The Section is governed by Bylaws and the Section elects officers to lead the Section.

According to the MAG Bylaws, the Medical Student Section shall be comprised of medical students who are student members of the Medical Association of Georgia, enrolled in Georgia medical schools that are accredited by the Liaison Committee on Medical Education, the Committee on Colleagues, Bureau of Professional Education or American Osteopathic Association. The Section shall be entitled to one voting delegate and an alternate from each of the medical schools in Georgia which are accredited by the Liaison Committee on Medical Education. (Chapter V, House of Delegates, Section 2. Composition)

The Medical Student Section of the Association shall be entitled to a Director and an Alternate Director representative on the Board of Directors, said officers to be elected annually by the members of the Medical Student as the Chair and Vice Chair, respectively, of the Medical Student Section. (Chapter VI, Board of Directors, Section 2, Composition)
MAG SUBSIDIARIES -- RELATED ENTITIES

MAG ALLIANCE

The Medical Association of Georgia Alliance is a volunteer network of physician spouses dedicated to improving the health of all Georgians. Through county medical alliances, the Alliance sponsors educational programs, and publishes and distributes informational materials on issues such as domestic violence, AIDS, fire and bicycle safety, and immunization. The MAG Alliance conducts health forums for teens and the elderly.

GEORGIA MEDICAL POLITICAL ACTION COMMITTEE

GAMPAC is the political action committee of the Medical Association of Georgia. GAMPAC becomes directly involved in state elections by making campaign contributions to pro-medicine candidates for office and by engaging in political education of physicians and others. GAMPAC also engages in federal election activities as part of AMPAC, the American Medical Association’s political action committee. The MAG Board of Directors appoints the GAMPAC Board of Directors.

MAG FOUNDATION

Medical Association of Georgia Foundation, Inc. (MAG Foundation) was incorporated in 1967 as a tax exempt, not-for-profit corporation, under section 501(c)3 of the Internal Revenue Code. The MAG Foundation is organized as a supporting organization of MAG to perform the traditional functions associated with public foundations including promoting charitable, educational and scientific activities and projects, providing low cost student loans to medical students, and applying for grants from governmental agencies and other charitable organizations for programs consistent with the objectives of the corporation. Current programs of the MAG Foundation include the Georgia Physicians Leadership Academy, training future physician leaders, the “Think About It” Campaign to combat prescription drug abuse in Georgia, and the W.R. Dancy M.D. Student Loan Fund, providing low cost student loans to medical students attending medical schools in Georgia. MAG Foundation also manages a charitable gift annuity plan. The MAG Board of Directors appoints the MAG Foundation’s Board of Trustees.

PHYSICIANS’ INSTITUTE FOR EXCELLENCE IN MEDICINE

Physicians’ Institute for Excellence in Medicine was incorporated in 2003 as a tax-exempt, not-for-profit corporation under 501 (c) 3 of the Internal Revenue Code. The Institute is wholly owned subsidiary of MAG created for charitable, educational and/or scientific purposes and it relates to the seeking and obtaining grant money to address patient safety and outcome measurement issues. The MAG Board of Directors appoints the Institute’s Board of Directors.
SECTION C
BOARD OF DIRECTORS
YOUR FIDUCIARY AND LEGAL RESPONSIBILITIES
AS A MEMBER OF MAG’S BOARD OF DIRECTORS

Officers and directors of nonprofit associations have certain legal obligations to the association, though they are not required to serve and, in most cases, are not compensated for their services. Volunteer leaders have a fiduciary duty to the association that includes a duty of care, a duty of loyalty, and a duty of obedience. Within these is a duty to avoid conflicts of interest and improper self-dealing, and to maintain the confidentiality of certain association information. Violations of these duties can lead to personal liability for the volunteer leaders, to the association, to members of the association, or to nonmembers who are injured by the failure of officers or directors to honor their obligations.

DUTIES OF CARE, LOYALTY, AND OBEDIENCE

The duty of care means that volunteers are required to exercise ordinary and reasonable care in the performance of their duties, exhibiting honesty and good faith. The duty of care also includes the duty to protect confidential association information. The volunteer’s obligation is triggered if he or she knows or should know that the association considers the information to be confidential. The obligation to maintain confidentiality continues indefinitely, not just until the volunteer’s position expires. Volunteers should be particularly careful not to disclose confidential information from the nonprofit’s legal counsel, as such disclosure could waive the attorney-client privilege and seriously harm the organization’s legal position in litigation or other matters.

The duty of loyalty requires volunteers to pursue the best interests of the Medical Association of Georgia rather than his or her own personal or financial interests or those of some other individual or entity. The duty to act in the best interests of the association requires volunteers to act in good faith and to avoid fraud or misrepresentation. The volunteer’s duty of loyalty also encompasses a duty to avoid and/or disclose conflicts of interest (professional, financial, or personal) and to provide undivided allegiances to the association’s mission. The duty to avoid conflicts of interest includes the duty to avoid expropriating corporate opportunities available to the association and to avoid unjust enrichment.

Subject to compliance with the law generally, the duty of obedience requires the volunteer to act consistently with the organization’s mission and purpose and its articles of incorporation, bylaws, and other policies or procedures.

LIABILITY RISK

Breaches of fiduciary duty can lead to liability for the nonprofit and/or individual liability for volunteer leaders. Nonprofits organizations can be held liable for the acts or omissions of their volunteer leaders even if they were not approved or authorized by the association, as long as the volunteer reasonably appears to be acting with the association’s approval. For instance, public statements by an officer or director that are false and defamatory or that involves the discloser of confidential information could lead to libel, invasion of privacy, negligence, interference with contractual relations, or other claims against the association and the individual officers or board members involved in such a transgression. Likewise, failure to disclose conflicts of interest and
other breaches of fiduciary duties could lead to damage to the association for which the volunteer leader could be held responsible.

Congress passed the Volunteer Protection Act to protect volunteers for nonprofit organizations from liability for their acts or omissions on behalf of the organization if 1) the volunteer was acting within the scope of the volunteer’s responsibilities in the nonprofit organization at the time of the act or omission, and 2) the harm was not caused by willful or criminal misconduct, gross negligence, reckless misconduct, or a conscious, flagrant indifference to the rights or safety of the individual harmed by the volunteer.

Georgia law generally protects directors of nonprofit corporations such as MAG from personal liability. Specifically, directors of nonprofits are not liable to the corporation, its members, or others so long as they discharge their duties in a manner they believe is in the best interest of the organization, and with the care an ordinarily prudent person would exercise in similar circumstances. In discharging their duties, directors are entitled to rely on information, reports, opinions, and statements made by officers, employees, attorneys, accountants, and committees of the board on which they do not serve, so long as the directors reasonably believe such persons are competent in the matters presented. O.C.G.A. § 14-3-830.

In addition, directors who serve as officers without compensation on the board of a nonprofit association are immune from civil liability for acts or omissions arising from such service so long as they act in good faith, within the scope of their official duties, and the damage or injury was not caused by willful or wanton misconduct. O.C.G.A. § 51-1-20. Willful and wanton misconduct is more than negligence or bad judgment. Willful conduct is based on an actual intent to do harm or cause injury. Wanton conduct is that which is so reckless or so indifferent to the consequences as to justify a finding equivalent to actual intent.

Directors and officers who act in good faith are also generally covered under the nonprofit organization’s liability insurance policy. Such policies typically do not cover conduct that is deemed to be fraudulent or dishonest. Similarly, most nonprofit bylaws permit indemnification of directors and officers to the fullest extend of the law. State nonprofit corporation statutes usually require or permit nonprofit organizations to indemnify their officers and directors for actions taken in their official capacity unless the individual acted in bad faith or did not reasonably believe the conduct in question as in the best interests of the organization.

TIPS FOR MINIMIZING RISK

Officers and directors of nonprofit organizations can minimize the risk of breaching their fiduciary obligations to the organization by

- Placing the nonprofit’s interests first in dealings on the association’s behalf;
- Reviewing the association’s articles, bylaws, rules, and regulations;
• Attending all board meetings (including orientation sessions) and carefully reviewing briefing materials and minutes provided in advance of or between meetings;

• Ensuring that statements made about the nonprofit’s activities, members, other volunteer leaders, or staff are truthful and based on a reasonable investigation of the facts;

• Being alert to possible conflicts of interest and circumstances that could create even the appearance of a conflict and by scrupulously disclosing and resolving conflicts in the best interests of the nonprofit;

• Exercising due diligence in making decisions, examining financial reports, and reviewing all major transactions to ensure they are carried out on an arms-length basis at fair market value to the organization, and that the fair market value is documented through comparability analyses, independent appraisals, or the like;

• Preserving the confidentiality of any information that comes into the volunteer’s possession that the volunteer knows or should know is designated or treated as confidential by the association; and

• Reviewing the organization’s directors and officers and general liability insurance to ensure appropriate coverage (and exclusions) for the type of activities that typically confront the officers and directors.

OTHER LEGAL ISSUES

Antitrust Concerns

MAG has a strict policy of compliance with federal and state antitrust laws. The antitrust laws prohibit agreements among competitors that restrain trade, and MAG members can be considered to be competitors for purposes of antitrust challenges even if their businesses are not in the same geographic areas or in the same product lines. The penalties for violations of the antitrust laws are severe for medical societies and their members.

In all MAG activities, each member, as well as MAG staff, shall be responsible for following the MAG’s policy of strict compliance with the antitrust laws. MAG officers, directors, committee chairs, and executive staff shall ensure that this policy is known and adhered to in the course of activities pursued under their leadership. Antitrust compliance is the responsibility of every MAG member and MAG staff.

Discussion topics appropriate for MAG Board of Directors meetings include general economic trends in the profession, medical advances, issues in research and technology, measures to make

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1 Portions of this policy were prepared by Robert Portman of Jenner & Block.
physician practices more profitable through better understanding of costs, the profession’s relations with government entities, and responding to patient issues.

a) General Antitrust Compliance Principles

MAG will not become involved in the competitive business decision of its individual members, nor will it take any action that would tend to restrain competition. MAG is firmly committed to the principle of competition served by the antitrust laws, and good business judgment demands that every effort be made to assure compliance with all applicable federal and state antitrust laws and trade regulations.

MAG members cannot come to understandings, make agreements, or otherwise concur on positions or activities that in any way tend to raise, lower, or stabilize prices or fees, allocate or divide up markets, or encourage or facilitate boycotts. Individual MAG members must make business decisions on their own and without consultation with their competitors or the MAG.

The antitrust laws are complicated and often unclear. If any member is concerned about being in a “gray area,” the member should consult with MAG. If the conversation among competitors at an MAG meeting turns to antitrust-sensitive issues, participants should discontinue the conversation until legal advice is obtained or leave the meeting immediately.

Discussions of pricing or boycotts as part of MAG-scheduled programs or at MAG-sponsored meetings could implicate and involve MAG in extensive and expensive antitrust challenges and litigation. In addition, the U.S. Supreme Court has determined that an association can be held liable for statements or actions in antitrust-sensitive areas by volunteer leaders who claim to speak for the association, even if they are not authorized to speak in that area. Directors and officers of MAG must, therefore, make clear whether they are speaking in their official capacity when they address such issues; by contrast, if they are making personal remarks outside of an MAG setting, the speaker should clearly state that he or she is speaking for him or herself, and not on behalf of the MAG.

Any violation of the antitrust policy will be brought to the attention of the Board of Directors, and the Board will deal with it in a timely and appropriate manner. The Board of Directors will consult with legal counsel when questions arise as to the manner in which the antitrust laws may apply to the activities of MAG.

b) Specific Rules of Antitrust Compliance

1. MAG activities shall not be used for the purpose of bringing about, or attempting to bring about, any understanding or agreement, written or oral, formal or informal, expressed or implied, among competitors with regard to prices or fees, terms or conditions of sale, discounts, territories or customers. For example, any agreement by competitors to “honor,” “protect,” or “avoid invading” one another’s geographic areas, practice specialties, or patient lists would violate the law.
2. MAG activities and communications shall not include discussion or actions, for any purpose or in any fashion, of prices or pricing methods or other limitations on either the timing of services or the allocation of territories or markets or customers in any way. For example, MAG members cannot come to understandings, make agreements, or otherwise concur on positions or activities that are directed at fixing prices, fees, or reimbursement levels. Likewise, MAG members cannot make agreements as to whether they will or will not enter into contracts with certain managed care plans. Even if no formal agreements are reached on such matters, discussions of prices, group boycotts, or market allocations followed by parallel conduct in the marketplace can lead to antitrust scrutiny or challenges. Members may, however, consult with each other and freely discuss the scientific and clinical aspects of the practice of medicine.

3. MAG shall not undertake any activity that involves exchange or collection and dissemination among competitors of any information regarding prices, pricing methods, cost of services or labor, or sales or distribution without first obtaining the advice of legal counsel, when questions arise as to the proper and lawful methods by which these activities may be pursued. For example, caution should be exercised in collecting data on usual and customary fees, managed care reimbursement levels, workforce statistics, and job market opportunities. While the mere collection of data on such matters is permissible if certain conditions are met, antitrust concerns may arise if the data become the basis for collective action.

In general, MAG activities and communications shall not include any discussion or action that may be construed as an attempt to: (1) raise, lower, or stabilize prices; (2) allocate markets or territories; (3) prevent any person or business entity from gaining access to any market or to any customer for goods or services; (4) prevent or boycott any person or business entity, including managed care organizations or other third party payors, from obtaining services freely in the market; (5) foster unfair trade practices; (6) assist in monopolization; or attempts to monopolize; or (7) in any way violate applicable federal or state antitrust laws and trade regulations. The actual purpose and intent of MAG’s policies and programs are important in this regard. They cannot be aimed at accomplishing anti-competitive objectives.

c) Discussion with Governmental Entities

MAG actively advocates for its members before the legislature and regulatory agencies of Georgia. MAG members, particularly those serving in an official capacity, are frequently asked to personally assist in MAG’s advocacy efforts. Because successful advocacy efforts may lead to lessened competition, the question arises whether or not such advocacy is a conspiracy in restraint of trade. Generally, the answer is “no” because the First Amendment provides citizens the right to petition their government. Because this right trumps antitrust law, the First Amendment provides a defense to antitrust actions. However, if the advocacy efforts are merely a “sham” to cover anticompetitive behavior, the First Amendment will not provide a defense.

To avoid losing the protections afforded by the First Amendment, MAG, its Board of Directors and members should not attempt to use advocacy efforts as a pretense to restrain competition. Also, attempts to influence government commercial activities, as opposed to political activities,
should be reviewed by legal counsel. It goes without saying that MAG members should never engage in unethical activities to influence government.

**Sarbanes-Oxley**

The Sarbanes-Oxley Act was passed in the wake of corporate scandals with the purpose of rebuilding public trust in American corporations. Most of the Act’s provisions apply only to publicly traded corporations. However, two criminal provisions governing whistle-blower retaliation and document destruction apply to nonprofit associations.

Under the whistle-blower provision, it is a crime to retaliate against an employee for providing law enforcement officers with truthful information concerning the commission or possible commission of a federal offense. “Law enforcement officer” is broadly defined to include any federal employee charged with the detection, investigation and/or prosecution of a federal offense. This would include investigators from a wide variety of federal agencies including the Equal Employment Opportunity Commission, the Federal Trade Commission, the Security and Exchange Commission and the Internal Revenue Service. Penalties for violating this provision may include up to ten years in prison and a fine.

The Sarbanes-Oxley Act also makes it a crime to alter or destroy documents, including electronic documents, to prevent their use in an official proceeding.

**Unlawful Harassment**

MAG prohibits sexual and other unlawful harassment of its employees as it is against the law and against company policy. As set forth below, MAG’s policy requires that it apply appropriate sanctions to end harassment and offensive behavior, and a violation of this policy by an officer or director will result in the officer or director being subject to the Judicial Council.

1. **Prohibition on Harassment**

The Medical Association of Georgia (“MAG”) does not and will not permit harassment of its employees based on sex, race, religion, national origin, age, disability or any other legally protected class. MAG will not tolerate harassment in any form, whether it is committed by managers, employees, or non-employees. All managers and supervisors are responsible for preventing and eliminating harassment.

Harassment is verbal or physical conduct that denigrates or shows hostility toward an individual or conduct that creates an intimidating, hostile, or offensive working environment for an individual because of his/her sex, race, religion, national origin, age or disability. Harassment may include, but is not necessarily limited to, epithets, slurs, jokes, or other verbal or physical conduct relating to an individual’s sex, race, religion, national origin, age or disability.

Sexual harassment consists of unwelcome physical contact, sexual advances, requests for sexual favors and other inappropriate communications or verbal or physical conduct of a sexual nature.
that creates an offensive or hostile work atmosphere. Sexual harassment includes, but is not limited to:

(a) Unwanted or unwelcome physical contact or conduct of any kind, including, patting, pinching, brushing up against, hugging, cornering, kissing, fondling, or any other similar physical contact;

(b) Verbal abuse of a sexual nature, including sexual flirtations, advances, propositions, sexual innuendoes, sexually suggestive, insulting or graphic comments, noises, or sounds;

(c) Sexually explicit, suggestive or offensive jokes;

(d) Demeaning, insulting, intimidating, or sexually suggestive comments about an individual’s dress, body, appearance, or personal life;

(e) The display or distribution in the workplace of demeaning, insulting, intimidating, or sexually suggestive objects or pictures, including nude photographs, drawings, or magazine pictures; and

(f) Demeaning, insulting, intimidating, or sexually suggestive written, recorded or electronically transmitted messages.

2. Complaint Procedure

Any officer or director having information of harassment of an employee against this policy should bring this information to the attention of the President or the Executive Director. This information should be brought orally, or in writing, stating the specific details of the harassing or discriminatory behavior.

3. Investigation and Confidentiality

MAG will listen to all complaints of harassment or discrimination, promptly investigate such complaints, and quickly apply appropriate sanctions that will end any offensive behavior. Complaints will be kept confidential to the extent possible.

4. Prohibition on Retaliation

MAG will not retaliate against any officer or director who, in good faith, provides information relating to the harassment of any employee. Any officer or director who believes retaliation has resulted from either the reporting of the complaint of harassment or discrimination or from participating in an investigation of such allegations should immediately report this to the President or the Executive Director.
Conflict of Interest Policy and
Guidelines for Disclosure of Affiliation

I. Preamble

The General Officers of the Medical Association of Georgia (MAG) are the President, President-Elect, Immediate Past President, First Vice-President, Second Vice-President, Secretary, Treasurer, Speaker of the House of Delegates, Vice Speaker of the House of Delegates, Directors and Alternate Directors. Officers have certain legal obligations to MAG, though they are not required to serve and, in most cases, are not compensated for their services. Officers have a fiduciary duty to MAG that includes a duty of care, a duty of loyalty, and a duty of obedience. The duties of the Officers also extend to MAG’s Committee Members, and MAG’s Executive Team. For purposes of MAG’s Conflict of Interest Policy, the term “Officers” will include the General Officers, MAG’s Committee Members and Executive Team. Additionally, the term “members of your immediate family” include your spouse, children and other dependents.

II. Duties of Care, Loyalty and Obedience

The duty of care means that officers are required to exercise ordinary and reasonable care in the performance of their duties, exhibiting honesty and good faith. The duty of care also includes the duty to protect confidential association information. The officer’s obligation is triggered if he or she knows or should know that the association considers the information to be confidential. The obligation to maintain confidentiality continues indefinitely, not just until the volunteer’s position expires. Officers should be particularly careful not to disclose confidential information from MAG’s Office of the General Counsel as such disclosure could waive the attorney-client privilege and seriously harm the organization’s legal position in litigation or other matters.

Subject to compliance with the law generally, the duty of obedience requires the officer to act consistently with the organization’s mission and purpose and its articles of incorporation, bylaws, and other policies or procedures.

The duty of loyalty requires officers to pursue the best interests of MAG rather than his or her own personal or financial interests or those of some other individual or entity. The duty to act in the best interests of MAG requires officers to act in good faith and to avoid fraud or misrepresentation. The officer’s duty of loyalty also encompasses a duty to avoid and/or disclose conflicts of interest (professional, financial, or personal) and to provide undivided allegiances to MAG’s mission. The duty to avoid conflicts of interest includes the duty to avoid expropriating corporate opportunities available to the association and to avoid unjust enrichment. A conflict of interest occurs when an individual’s obligations to further an organization’s purpose is at odds with their own financial interest.

III. MAG’s Conflict of Interest Policy

MAG reaffirms this Conflict of Interest Policy and provides guidelines to assist the Officers in resolving conflicts between the interests of MAG and any personal, organizational or other
competing interest. This Conflict of Interest Policy strives to insure the Officers will not act for their own personal benefit or the benefit of other organizations which may have conflicting interests to those of MAG, but instead will serve the best interests of MAG at all times. This Policy is intended to help ensure that when an actual or potential conflict of interest arises, MAG has a process in place under which the affected individual will advise the governing body about all the relevant facts concerning the situation. Depending on the situation, conflict of interest disclosures should be made to the Board of Directors, Executive Committee, Committee the officer is serving, MAG’s Executive Director and MAG’s General Counsel.

IV. MAG’s Conflict of Interest Policy Procedure:

The Officer has a duty to disclose a conflict or potential conflict of interest to the presiding officer or the General Counsel when the conflict becomes known. A general requirement that Officers be excused from discussions on any issue in which he or she has a personal interest may diminish the benefits that MAG receives from full, informed debate. However, if an Officer’s ability to render a fair and independent decision is jeopardized by the conflict between their personal interests and the interest of MAG, the Officer shall excuse himself or herself from discussion and/or vote on the issue. If an Officer does not appropriately excuse himself or herself, but the majority of the remaining Officers or Members believe that the Officer should be excused from either discussion or vote, the Chair shall require the Officer excuse himself or herself from discussion and/or vote.

If an Officer has reasonable cause to believe that another Officer has failed to disclose a personal or outside interest that could constitute a conflict of interest, he or she shall inform the Officer of the basis for that belief, which Officer shall be provided an opportunity to address the governing body to respond to the concerns expressed. The presiding officer may appoint a committee or the General Counsel to investigate and report back its findings and recommendations concerning any claimed conflict of interest. The committee may determine, by majority vote, whether a conflict of interest exists. If a conflict is determined to exist, the conflicted Officer shall leave the room during deliberations on the matter in question and shall not participate in the discussion or vote on such item.

All Officers agree to the following procedure if a conflict of interest arises:

I agree that if a particular circumstance creates or would reasonably appear to create a conflict or impairs my impartiality or my fiduciary duty to the Association in the matter of a singular issue under deliberation by a body of the Association, I will disclose such circumstances to the body prior to participating in any discussion or debate of the issue, and excuse myself from the meeting upon the request of the presiding officer or the association’s legal counsel. I will further abstain from voting on such issue and excuse myself from the meeting during which time a vote is being taken on the issue.

I further agree that if any position or affiliation I may hold with any association, partnership, joint venture, corporation or other business or enterprise is determined to create a conflict or impede my impartiality or my fiduciary duty to the Association, I will remove the conflict or impediment either by severing my position or affiliation with the conflicting business or
enterprise or by agreeing to tender my resignation of my office or position with the Association upon request.

V. Guidelines for Determining a Conflict of Interest.

In order to assist Officers in determining whether a conflict of interest exists, MAG recommends the Officers consider the following guidelines:

a. Ownership of a material financial interest in any company that furnishes goods or services, to MAG.

An Officer shall disclose his or her ownership of a material financial interest in any business which furnishes goods or services, or is seeking to furnish goods or services, to MAG. An Officer shall also disclose material financial interests owned by any members of the Officer’s immediate family.

MAG recognizes that individuals have investments, through stock ownership, mutual funds, and similar vehicles, in companies that provide goods and services to businesses. Only those investments that constitute a significant financial investment raise a concern about a possible conflict of interest. MAG also recognizes that an Officer may be employed by, or have a consulting arrangement with, an organization that does business with MAG. A conflict of interest may arise if the Officer holds a key position in such a company and is responsible for approving the provision of goods or services to MAG.

Accordingly, “ownership of a material financial interest” shall mean holding a financial ownership interest of 5% or more, or holding a financial ownership interest which contributes materially to the Officer’s income, or holding a position as proprietor, director, managing partner or key employee.

b. Participation as an Officer or member of Boards, Councils or Committees of other organizations.

Participation by MAG Officers as officers or members of boards or committees of other organizations is beneficial to MAG, as the Officers gain important expertise and establish business relationships. If the overall goals and objectives of MAG and the other organization do not conflict, participation is permitted. If a conflict exists, the Officer shall disclose this information to the presiding officer or the General Counsel.

However, even when the goals and objectives do not conflict, a conflict of interest may arise when an Officer has fiduciary or other obligations to more than one organization and those obligations conflict. These conflicts may arise when an Officer has a duty of loyalty to MAG and another organization and a matter arises at one organization that could detrimentally affect the interest of the other. In such cases, the Officer shall disclose this information to the presiding officer or the General Counsel.

1 The guidelines are currently used by various medical associations in the United States. These particular guidelines are currently used by the American Medical Association and the Connecticut State Medical Society.
c. Other personal relationships, activities, or interests which may inappropriately influence an Officer’s decisions or actions on MAG matters.

Situations may arise, from time to time, where an Officer is unable to separate his or her personal interest in an issue from his or her obligation to objectively serve the interests of MAG. To insure that the Officer’s fiduciary obligations to MAG are met and that the interests of MAG are paramount, disclosure of any such personal interests is required. However, it is important to keep in mind that Officers will frequently have a personal interest in and opinion on the issues that come before them. The Officer is instructed to follow the procedures enumerated above in Section IV.

Some examples that may pose a conflict of interest include:

1. Being a board member, trustee, director, officer, employee or consultant of any healthcare organization or health related professional society;
2. Having a financial interest in a business that furnishes goods or services to MAG;
3. Any faculty appointments;
4. Public representation and advocacy, including lobbying on behalf of another organization other than MAG;
5. Political activities, including holding or seeking a public office, but excluding voting and political contributions; and
6. Filing a lawsuit, legal complaint, personal claim for damages or formal grievance against MAG.

VI. Disclosure of Confidential or Proprietary Information

In the course of performing services to MAG, the Officers will have access to information that is confidential or proprietary to MAG. This information includes, but is not limited to, financial information, business plans, policy proposals and recommendations, policy development plans, confidential membership plans, and other information which may impede implementation of MAG activities if it were disclosed. An Officer shall maintain the confidentiality of such information and shall not disclose confidential or proprietary information for any purpose. An Officer shall use his or her best efforts to prevent unauthorized disclosure of confidential or proprietary information.

VII. Interpretation

Each Officer shall execute annually a Compliance Statement agreeing to disclose any matters that may be required to be disclosed under the Policy if a conflict of interest arises. Each Officer shall have a continuing responsibility to comply with this Conflict of Interest Policy and to disclose any conflicts that may arise during their tenure.
VIII. Gifts

To avoid any inference that a decision was unduly influenced, an Officer and members of the Officer’s immediate family may not offer, solicit or accept any gift, money, benefit, loan, or other payment of any kind from any entity with whom MAG does business, with whom MAG is seeking to do business, or from any entity seeking to do business with MAG. The term “entity” includes but is not limited to, financial institutions, business and professional firms, and individuals providing goods or services.

This provision is not intended to prohibit the following gifts or benefits:

- Acceptance or offering of nominal gifts, or social amenities and entertainment which are given in normal practice and which would not raise an inference of undue influence.
- Acceptance or offering of gifts for a non-business reason, and which are motivated by a family relationship or personal friendship.
- Benefits or discounts offered under any MAG-sponsored program.
- Benefits or discounts which are offered as a professional courtesy to members of the medical profession, or to members of their immediate family, provided such benefits or discounts are not intended to influence a MAG decision.
- Books, journals, audio or videotapes, computer software or other informational material provided to assist the Officers in performing their duties for MAG.
- Payments received as compensation for services rendered or “ownership of a material financial interest”, which are subject to other provisions of this Policy.

XI. Honoraria

Any honoraria received by an Officer for representing the Medical Association of Georgia shall be given to MAG. Alternative arrangements may be allowed, provided that the Officer notifies the Executive Committee or the Board of Directors and receives the Executive Committee or Board of Director’s prior approval.

XII. Illegal Payments

An officer shall not give any bribe, kickback, or any other illegal or improper payment of any kind to any person with whom the Officer comes in contact in the course of carrying out his or her responsibilities for MAG.

XIII. Use of Position or MAG Name

An Officer shall not use the MAG name or his or her affiliation with MAG in a manner that would incorrectly imply a MAG endorsement of policies or activities of another organization. A former Officer shall not use the MAG name or his of her affiliation with MAG for commercial gain. A former Officer shall not disclose confidential or proprietary information for personal or commercial gain.
A former Officer shall refrain from all conduct, verbal or otherwise, which publicly disparages or damages the reputation, goodwill, or standing in the community of MAG or its Officers.

A former Officer shall also refrain from disparaging MAG. However, the expression of differences or disagreements with MAG policies that is unrelated to his or her official actions as an Officer does not constitute disparagement.

XIV. Acknowledgement

I have carefully read and understand the above, and that I do agree to abide by and observe the policies of MAG so stated therein and to inform the appropriate governing body of any conflict of interest as soon as I become aware of it. I do further agree that I will consult with the Executive Director and with MAG’s General Counsel, as necessary, concerning any questions I may have about conflicts of interest and MAG's established policies relating thereto.

________________________________
NAME

________________________________
TITLE(S)

________________________________
Date
INSURANCE

**Directors & Officers Liability Insurance:** Provides $1 Million in coverage for claims against officers, directors, trustees and committee members acting on behalf of the association.

**Miscellaneous Professional Liability Insurance policy for Standards & Specifications:** Provides $2 Million aggregate in coverage for claims related to libel, breach of privacy, infringement of trademark, multimedia activities and claims arising out of unfair competition.

**Fiduciary Liability:** Provides $1 Million aggregate in coverage for claims related to alleged or actual wrongful acts committed by insured arising out of his or her service as a Fiduciary or Administrator of the employee benefit plan, including a multi-employer plan.

**Stand Alone ERISA Bond:** Provides a $500,000 Penalty Limit (Maximum required). Protects employee 401(k) Profit Sharing plan against loss by acts of fraud or dishonesty.

**Business Owners:** Provides $1 Million per Occurrence with a $2 Million Annual Aggregate for General Liability Coverage. Provides Building Replacement Cost Coverage of $3,344,702 & $345,014 in Business Personal Property Replacement Cost Coverage. This includes $61,890 in Building Improvements & Betterments/Buildout Coverage.

**Commercial Umbrella:** Provides $4 Million in coverage for General Liability Claims in excess of Business Owners Policy, liability limits.

**Crime:** Provides $1 Million in coverage for claims for employee dishonesty, forgery and fraud.

**Group Travel:** Provides up to $100,000 per person and up to $1 Million per event for Accidental Death & Dismemberment Coverage for officers, directors and staff. The benefits & limits are based on the loss and age of the person suffering the loss. Note the policy excludes coverage while flying.

**Employee Health Benefits:** The association offers full time employees major medical insurance through Humana.
YOUR ROLE AS A BOARD MEMBER

Derived from *The Will to Govern Well* by Glenn H. Tecker
who publishes widely for the American Society of Association Executives
and
*Managing the Non-Profit Organization*, by world renowned management expert Peter F. Drucker.

CREATE A VALUE PROPOSITION

Associations are being forced to create or reestablish their reputation for value and relevance. Therefore, associations must have a clearly defined value proposition carefully choosing whom they will serve and in which products and services they will excel. A unique aspect of associations is that they can produce information related to the profession that members find essential to their practice. Collecting relevant information, subjecting that information to analysis and interpretation by the aggregate intellectual capital of the association, and returning it to members in relevant and usable form represents an important value proposition for today’s members.

STRATEGIC GOVERNANCE

We have implemented an innovated change in our governed model which we refer to as “Strategic Governance.” By using this model, we assure that the leadership remains focused on the big (strategic) issues facing the profession and does a better job at assuring that progress is being made on strategic priorities. A strategic governance model also helps the Board of Directors fulfill its governance and oversight duties.

The process begins with the adoption of a long term strategic Plan by the Executive Committee and Board of Directors. In 2015, the Executive Committee approved and the Board ratified the Strategic Plan 2020. With this five-year strategic plan in hand, we develop an annual Strategic Plan of Work. The annual Strategic Plan of Work is designed to achieve a discrete part of our five-year strategic plan. It also includes the major initiatives adopted at our annual HOD meeting. The Executive Director reports on progress on the annual Strategic Plan of Work at each meeting of the Executive Committee and Board of Directors. The Strategic Plan of Work becomes the focal point around which our agendas are developed and our performance is evaluated. We use important face-to-face time for discussion of MEGA Issues at the beginning of Board meetings and defer the more routine matters to later in the meeting. Quality written reports are provided by staff in advance of the meetings making the use of consent calendars productive. These changes ensure that we are working on the things that matter most to our members and the profession. As a result, our meetings are more enjoyable, more productive and more meaningful to volunteer members.

The Executive Committee and the Board of Directors, have been, and continues to be responsible for implementing the strategic plan. In 2007, the House of Delegates assigned the role of strategic planning to the Executive Committee in an effort to make
strategic thinking an ongoing part of the governance of the association. In furtherance of these duties, and in an effort to make strategic thinking a routine part of governance, the Executive Committee follows the following process:

- Develop and submit to the Board of Directors and House Delegates a Long-Term Strategic Plan. (Every 5 years)

- Review progress made on the long-term Strategic Plan. (Annually)

- Develop an Annual Strategic Plan of Work. In the fall of the year, following the annual HOD meeting, the Executive Committee develops and the Board of Directors approves an Annual Strategic Plan of Work. This plan of work is designed to implement a discrete part of the long term Strategic Plan as well as significant items adopted by the HOD.

- Review on an ongoing basis progress made on the Annual Strategic Plan of Work. The Executive Director routinely reports on the status of the Annual Strategic Plan of Work. (Monthly)

- Recommend Priorities to the Board of Directors and House of Delegates. The Executive Committee will routinely conduct an environmental scan of important trends affecting Georgia’s physicians. Using this information, the Executive Committee will make recommendations to the HOD, reviewed and approved by the Board of Directors, on the priorities of the greatest obstacles and challenges to the provision of quality patient care and to the profession that medicine will face in the next five years. (Annually)

THREE BASIC FUNCTIONS OF THE BOARD

- Operational Oversight: The Board provides clarity and consensus on outcomes the association is trying to achieve. Measures of success are made clear. It stays focused on the strategic level of “what” and not “how.” The Board then delegates responsibility for developing and executing strategy so that important work no longer requires politically based permission to proceed to the next logical step. The Board reviews progress on achieving desired outcomes and assuring that adequate resources are devoted to the pursuit of desired outcomes.

- Direction Setting: The Board conducts its work in the context of a strategic plan which should articulate a core purpose or value providing a clear sense of identity and a clear idea of what the organization seeks to become. Strategic plans must be outcome oriented rather than activity oriented.

- Culture: The Board defines the culture of the association. An effective Board will operate in a culture of openness, collaboration, and agreement on principles and
values. What the Board chooses to focus on signals to the rest of the organization what is important.

TRADITIONAL ROLES OF BOARD GOVERNANCE

- **Corporate Role**: Hire chief staff officer, ensure compliance with strategic plan and oversee programs and resources.

- **Legislative Role**: Establish guidelines, parameters and directives within which the operations of the organization must occur.

- **Adjudicator**: Discussion of increasing complex issues which present varied strategic responses.

Today, with the fast pace of fundamental change, many Boards are looking for ways to spend an increasing amount of time on the adjudicatory role: that is discussing complex issues and developing strategic responses.

A KNOWLEDGE BASED APPROACH TO DECISION-MAKING

A knowledge-based operational approach encourages effective integration of knowledge into the decision-making process by seeking answers to the following four questions before making significant decisions:

- What do we know about the needs, wants and expectations of our members, prospective members and key stakeholders that are relevant to the decision?

- What do we know about the capacity and strategic position of the association that is relevant to the decision?

- What do we know about the current realities and evolving dynamics of the profession that is relevant to the decision?

- What are the ethical implications of the choices developed?

THE ROLE OF THE EXECUTIVE COMMITTEE

Traditional governance structures often include an Executive Committee of the Board of Directors. The typical Executive Committee has very few members so that it can review and respond to issues quickly. While the Executive Committee may act in lieu of the Board, between meetings of the Board, operational oversight is its primary function: that is, monitoring progress being made in accomplishing the desired outcomes established by the Board.
THE ROLE OF BOARD / EXECUTIVE COMMITTEE VIS-A-VIS THE CHIEF STAFF OFFICER

<table>
<thead>
<tr>
<th>Board/EC</th>
<th>Executive Director/CEO</th>
</tr>
</thead>
<tbody>
<tr>
<td>• Governs</td>
<td>Administrers</td>
</tr>
<tr>
<td>• Decides What</td>
<td>Decides How</td>
</tr>
<tr>
<td>• Makes Policy</td>
<td>Carries Out Policy</td>
</tr>
<tr>
<td>• Sets Goals</td>
<td>Plans to Achieve Goals</td>
</tr>
<tr>
<td>• Reviews Plans</td>
<td>Implements Plans</td>
</tr>
<tr>
<td>• Monitors Progress</td>
<td>Monitors Progress</td>
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</tbody>
</table>

New Staff Skills: Today’s challenging environments require associations to increase staff competencies and skill sets. Full-time professional staff often has much valuable information that can and should be relayed to the Board. Staff will need to play an active role in the discussion of development and execution of strategy. Staff must be willing to take risks and offer suggestions.

Development of Knowledge Needed for Governance: Without meaningful information, the Board cannot make effective decisions. Staff reports should focus on strategic issues and progress toward goals. Preparing background information that answers the four knowledge-based questions and proposes options for the Board to consider are essential staff and committee functions.

YOUR ROLE AS A BOARD MEMBER IN FUNDRAISING

Not so long ago, many non-profit organizations were pretty self-supporting financially. They generally needed outside money only for extra projects. Now, more and more non-profit organizations need money for operating purposes. One of the things Peter Drucker learned in managing non-profit institutions is that the old-type board, the board that simply was in sympathy with the association, is no longer enough. In today’s world, the board needs to take an active lead in raising money. As a member of MAG’s Board of Directors, you have a leadership obligation to recruit membership in MAG, GAMPAC as well as in specific projects such as tort reform.

When Board members call a prospect for a contribution, he is often met with the question “How much are you giving yourself?” If you have made a contribution, you can answer with assurance and be enthusiastic in your response. “You don’t want naysayers or those who do not enthusiastically support your membership and fundraising campaigns on the board. You want leaders that will not only give of their resources, but will also enthusiastically solicit resources for the organization.”
### BOARD OF DIRECTORS OF THE MEDICAL ASSOCIATION OF GEORGIA

**2015-2016**

**President** ................................................................. JOHN S. HARVEY, ALPHARETTA

**President-Elect** .......................................................... STEVEN M. WALSH, ROSWELL

**Immediate Past President** ............................................. MANOJ H. SHAH, WARNER ROBINS

**First Vice President** .................................................... MADALYN N. DAVIDOFF, WARNER ROBINS

**Second Vice President** .................................................. STEVEN M. HUFFMAN, MARIETTA

**Chairman of the Board** .................................................. RUTLEDGE FORNEY, ATLANTA

**Vice Chairman of the Board** ............................................ FREDERICK C. FLANDRY, COLUMBUS

**Secretary** ........................................................................ ANDREW B. REISMAN, OAKWOOD

**Treasurer** .......................................................................... THOMAS E. EMERSON, MARIETTA

**Speaker, House of Delegates** ........................................... E. FRANK MCDONALD JR., GAINESVILLE

**Vice Speaker, House of Delegates** .................................... EDMUND R. DONOGHUE, SAVANNAH

**Chairman, AMA Delegation** ............................................. S. WILLIAM CLARK III, WAYCROSS

**Chairman, Council on Legislation** ..................................... MICHAEL E. GREENE, MACON

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### DIRECTORS

<table>
<thead>
<tr>
<th>#</th>
<th>Name</th>
<th>Term ends Oct.</th>
<th>Alternate Directors</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Aaron H. Davidson, Statesboro</td>
<td>2018</td>
<td>Michelle R. Zeanah, Statesboro 2018</td>
</tr>
<tr>
<td>2</td>
<td>G. Ashley Register Jr., Cairo</td>
<td>2018</td>
<td>Sandra B. Reed, Thomasville 2018</td>
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<tr>
<td>3</td>
<td>Santanu Das, Warner Robins</td>
<td>2018</td>
<td>W. Steven Wilson, Warner Robins 2018</td>
</tr>
<tr>
<td>6</td>
<td>Leiv M. Takle, Jr., Griffin</td>
<td>2018</td>
<td>William D. Lazenby, Griffin 2018</td>
</tr>
<tr>
<td>7</td>
<td>John S. Antalis, Dalton</td>
<td>2017</td>
<td>David C. Bosshardt, Ringgold 2017</td>
</tr>
<tr>
<td>8</td>
<td>James W. Barber, Douglas</td>
<td>2017</td>
<td>Keith R. Johnson, Waycross 2017</td>
</tr>
<tr>
<td>9</td>
<td>Richard A. Wherry, Dahlonega</td>
<td>2017</td>
<td>Stephen Jarrard, Clayton 2017</td>
</tr>
<tr>
<td>10</td>
<td>Arthur J. Torsiglieri, Conyers</td>
<td>2018</td>
<td>John O. Bowden, Conyers 2018</td>
</tr>
</tbody>
</table>

**Bibb County Medical Society**
- William P. Brooks, Macon 2016

**Clayton-Henry-Fayette Medical Society**
- Entitled to one director and one alternate director (vacant)

**Cobb County Medical Society**
- Jeffrey L. Tharp, Hiram 2018
- Steven Mark Huffman, Marietta 2017

**Crawford W. Long Medical Society**
- Andrew H. Herrin, Athens 2017

**DeKalb Medical Society**
- Stanley W. Sherman, Decatur 2018
- Andrea P. Juliao, Tucker 2018

**Dougherty County Medical Society**
- Timothy S. Trulock, Albany 2018

**Georgia Medical Society**
- David S. Oliver, Savannah 2016

**Gwinnett-Forsyth Medical Society**
- John Y. Shih, Suwanee 2016

**Hall County Medical Society**
- Karl D. Schultz, Jr., Gainesville 2017

**Medical Association of Atlanta**
- Rutledge Forney, Atlanta 2018
- Michael C. Hilton, Atlanta 2018
- Quentin R. Pirkle Jr., Atlanta 2017
- Lisa Perry-Gilkes, Atlanta 2018

Revised 1/8/2016
Muscogee County Medical Society
Frederick C. Flandry, Columbus 2016 W. Frank Willett III, Columbus, 2016

Peachbelt County Medical Society
Karunakar Sripathi, Warner Robins 2018 T. G. Sekhar, Warner Robins, 2018

Richmond County Medical Society
Michael J. Cohen, Augusta 2018 Jill P. Hauenstein, Augusta 2018

Young Physician Section (annual elections)
(vacant)

Medical Student Section (chair and vice chair; annual elections at the HOD)

Editor of the Journal of the Medical Association of Georgia.................... Stanley W. Sherman
Ex-officio member of the Board

LIVING PAST PRESIDENTS – EX-OFFICIO MEMBERS OF THE BOARD
Gwynne T. Brunt, Jr., Atlanta – 1997-98 W. Scott Bohlke, Brooklet – 2012-2013 * voting

MAG DELEGATES TO THE AMA – EX-OFFICIO MEMBERS OF THE BOARD

<table>
<thead>
<tr>
<th>Delegates</th>
<th>Term Ending</th>
<th>Alternates</th>
<th>Term Ending</th>
</tr>
</thead>
<tbody>
<tr>
<td>Michael E. Greene, Macon</td>
<td>2017</td>
<td>Jack M. Chapman, Jr., Gainesville</td>
<td>2016</td>
</tr>
<tr>
<td>Joy A. Maxey, Atlanta</td>
<td>2016</td>
<td>C. Gary Richter, Atlanta</td>
<td>2017</td>
</tr>
<tr>
<td>Sandra B. Reed, Thomasville</td>
<td>2017</td>
<td>John A. Goldman, Atlanta</td>
<td>2017</td>
</tr>
</tbody>
</table>

Note: Chair of AMA Delegation is a voting member of the Board. In the absence of the chair, the vice chairman.
Note: To remain Chairman and Vice Chairman of the Board, members must remain directors.
# 2016 CALENDAR

Executive Committee meetings will be held at MAG Headquarters. Board meetings will be held at locations yet to be determined.

<table>
<thead>
<tr>
<th>[Month]</th>
<th>[Meeting]</th>
<th>[Day/Date]</th>
<th>[Time]</th>
</tr>
</thead>
<tbody>
<tr>
<td>JAN</td>
<td>AMA STATE LEGISLATIVE STRATEGY CONFERENCE</td>
<td>Thursday-Saturday, January 7-9, 2016 Loews Ventana Canyon Tucson, Arizona</td>
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<tr>
<td></td>
<td>PHYSICIANS’ DAY AT CAPITOL</td>
<td>Wednesday, January 27, 2016</td>
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<tr>
<td></td>
<td>EXECUTIVE COMMITTEE BOARD OF DIRECTORS</td>
<td>Friday, January 29, 2016 Saturday, January 30, 2016 MagMutual Insurance Company 3535 Piedmont Road, Atlanta</td>
<td></td>
</tr>
<tr>
<td>MARCH</td>
<td>EXECUTIVE COMMITTEE</td>
<td>Sunday, March 13, 2016</td>
<td></td>
</tr>
<tr>
<td>APRIL</td>
<td>EXECUTIVE COMMITTEE BOARD OF DIRECTORS</td>
<td>Friday, April 15, 2016 Saturday, April 16, 2016 Doubletree by Hilton Atlanta-Marietta 2055 South Park Place, Atlanta</td>
<td></td>
</tr>
<tr>
<td>MAY</td>
<td>EXECUTIVE COMMITTEE LEGISLATIVE SEMINAR</td>
<td>Thursday, July 24, 2016 Friday-Saturday, July 29-30, 2016 Jekyll Island Westin Hotel</td>
<td></td>
</tr>
<tr>
<td>JUNE</td>
<td>AMA ANNUAL MEETING</td>
<td>Saturday-Wednesday, June 11-15, 2016 Hyatt Regency, Chicago, Illinois</td>
<td></td>
</tr>
<tr>
<td>JULY</td>
<td>EXECUTIVE COMMITTEE LEGISLATIVE SEMINAR</td>
<td>Sunday, July 24, 2016 Friday-Saturday, July 29-30, 2016 Jekyll Island Westin Hotel</td>
<td></td>
</tr>
<tr>
<td>AUG</td>
<td>EXECUTIVE COMMITTEE BOARD OF DIRECTORS ANNUAL SESSION</td>
<td>During this week of October by telephone Friday, October 14, 2016</td>
<td></td>
</tr>
<tr>
<td>SEPT</td>
<td>BOARD ORGANIZATIONAL</td>
<td>Saturday-Sunday, October 15-16, 2016 Hyatt Regency Savannah</td>
<td></td>
</tr>
<tr>
<td>OCT</td>
<td>AMA INTERIM MEETING</td>
<td>Sunday, October 16, 2016</td>
<td>End of HOD</td>
</tr>
</tbody>
</table>

Approved by the Executive Committee on January 30, 2015.
Approved by the Board of Directors on January 31, 2015.
SECTION D
COMMITTEES
MAG COMMITTEE STRUCTURE
STANDING COMMITTEES
(DECEMBER 2014-DECEMBER 2016)
(2-year appointment and limit to 3 terms)

ANNUAL SESSION: The Committee on Annual Session shall carry out the approved policies of the Association as they relate to the annual meeting as directed by the Board of Directors. It shall study and make recommendations concerning the Annual Session of the Association.

Speaker of the House: E. Frank McDonald, Jr. Gainesville (Neurology) – CHAIR
Vice Speaker of the House: Edmund Donoghue, M.D., Savannah (Pathology) V. CHAIR
President: John S. Harvey, Alpharetta (Surgery)
President-elect: Steven M. Walsh, Roswell (Anesthesiology)
Immediate Past President: Manoj H. Shah, Warner Robins (OB/GYN)
MAG Alliance: Merrilee Gober, President
MAG Staff: Arianna Afshari

CONSTITUTION & BYLAWS: The Committee on Constitution and Bylaws shall be responsible for the continuing study of the organization of Medical Association of Georgia. It shall recommend to the House of Delegates and the Board of Directors any amendments or revisions which seem necessary or advisable. At least every five years, the Committee on Constitution and Bylaws shall recommend revisions after a complete study of the organization of the Association, and its Constitution and Bylaws. Proposed amendments shall be referred to the Committee on Constitution and Bylaws for recommendation before action thereon is taken by the House of Delegates. (The president-elect will serve on the committee during his terms as president-elect and president and become chairman of the committee during his tenure as immediate past president)

Manoj H. Shah, Warner Robins (OB/GYN) CHAIR
Kevin M. Daus, Atlanta (OB/GYN)
Rutledge Forney, Atlanta (Dermatology)
Patrice A. Harris, Atlanta (Psychiatry)
John S. Harvey, Atlanta (Surgery)
Howard A. McMahan, Ocilla (Family Medicine)
Margaret D. Schauffler, LaGrange (OB/GYN)
Steven M. Walsh, Roswell (Anesthesiology)
MAG Staff: Kate Boyenga
(Suggested number of members: 5-7)

Executive Committee established a chairman rotation
June 27, 2010
FINANCE: The Treasurer shall serve as Chairperson of the Committee on Finance. The Chairman of the Board of Directors shall appoint from among its members a committee of at least seven members to be known as the Committee on Finance, which shall cause to be audited all accounts of the Association. The Committee shall propose an annual budget for the fiscal year beginning January 1 and running through December 31. Such budget shall be subject to modification and approval of the Board of Directors. Each Committee shall submit to the Committee on Finance its budget for the following fiscal year at such time as the Committee on Finance may designate. The proposed budget shall be prepared by the Committee on Finance for the consideration of the Board of Directors at the last meeting in the last quarter of each fiscal year. This budget shall be presented to the Board of Directors for its approval. It shall also submit an annual report to the House of Delegates which shall specify the character of all of its property and shall provide full information concerning the management of all affairs of the association which the Board of Directors is charged to administer.

The Committee of Finance shall authorize in advance all expenditures made by the Local Arrangements Committee in connection with the Annual Session. The Board of Directors shall have control of all commercial exhibits of the Annual Session and any deficit created on account of the Annual Session shall be met by the Board of Directors on recommendation of the Committee on Finance.

Thomas E. Emerson, Marietta (Urology) CHAIR
William P. Brooks, Macon (Family Medicine) 2017
Kelly A. Erola, Savannah (Palliative Medicine) 2017
Rutledge Forney, Atlanta (Dermatology) 2017
Lisa Perry-Gilkes, Atlanta (Otolaryngology) 2016
William E. Silver, Atlanta (Plastic Surgery) 2016
James L. Smith, Lawrenceville (Emergency Medicine) 2017
Arthur J. Torsiglieri, Conyers (Otolaryngology) 2016
Michelle R. Zeanah, Statesboro (Pediatrics) 2016
MAG Staff: Sally Jacobs

Appointments made at the Board Organizational Meeting -- October 18, 2015

COUNCIL ON LEGISLATION: Established to continually review pending legislation, active bills, the need for particular legislation, recommend positions of policy to policy-making bodies to MAG and communicate MAG's position to congressmen and state legislators. MAG's Council on Legislation will meet every other week during the legislative session, and three times following the legislative session before the end of each calendar year.

Members at large:
Michael E. Greene, Macon CHAIR (Family Medicine)
Quentin R. Pirkle, Atlanta (Internal Medicine) VICE CHAIR
William S. Bohlke, Brooklet (Family Medicine)
Benjamin Cheek, Columbus (OB/GYN)
Hasco William Craver III, Suwanee, (Surgery)
Madalyn N. Davidoff, Warner Robins (Cardiovascular Disease)
John R. Gleason, Atlanta (Orthopaedic Surgery)
John B. Neeld, Atlanta (Anesthesiology)
Johnny Sy, Savannah (Emergency Medicine)
Richard A. Wherry, Dahlonega (Family Medicine)

SPECIALTY SOCIETY REPRESENTATION:

Georgia Society of Anesthesiologists
   Steven L. Sween
   Amanda Brown (alternate)

Georgia Chapter, American College of Cardiology
   Joseph S. Wilson Jr.
   Stanley W. Sherman (alternate)

Georgia Society of Dermatologists
   Dirk B. Robertson
   Mark F. Baucom (alternate)

Georgia College of Emergency Physicians
   John J. Rogers

Georgia Academy of Family Physicians
   George W. Shannon
   Harry S. Strothers (alternate)

Georgia Gastroenterologic and Endoscopic Society
   (vacant)

Georgia-South Carolina Society of Nephrology
   Amy M. Sprague

Georgia Neurological Society
   Marvin A. Rachelefsky
   (vacant)

Georgia Neurosurgical Society
    Florence C. Barnett
    (vacant)

Georgia Obstetrical & Gynecological Society
   Andrew A. Toledo
   (vacant)

Georgia Society of Ophthalmology
   Sid Moore Jr.
   (vacant)

Georgia Orthopaedic Society
   James W. Barber

Georgia Society of Otolaryngology
   Art J. Torsiglieri
   (vacant)

Georgia Association of Pathologists
   Michael D. McEachin
   Michael Howard (alternate)

Georgia Chapter, American Academy of Pediatrics
   Michelle R. Zeanah
   (vacant)

Georgia Chapter, American College of Physicians
Jacqueline W. Fincher
(vacant)
Georgia Society of Plastic Surgeons
Cesar A. Gumucio
G. Marc Wetherington
Georgia Psychiatric Physicians Association
Howard M. Maziar
Patrice A. Harris, (alternate)
Georgia Radiological Society
Lee A. Martin Jr.
David J. Frolich (alternate)
Georgia Society of the American College of Surgeons
Thomas E. Reeve III
Christopher C. Smith (alternate)
Georgia Urological Association
(vacant)

Other Associations Representation:
Georgia State Medical Association
(vacant)
Georgia Medical Group Managers Association
(vacant)

MAG Staff: Marcus Downs
JUDICIAL COUNCIL

(1) Charge. The functions of the Judicial Council shall be:

a) to serve as the judicial authority of the Association. The decision of the Judicial Council shall be final.

b) to have original jurisdiction with respect to: (1) all questions involving membership as provided in Chapter II of the Bylaws; (2) all controversies arising under the Association's Constitution and Bylaws and under the Principles of Medical Ethics to which the Medical Association of Georgia is a party; (3) all controversies between two or more component societies or their members; (4) the establishment of principles and interpretation of medical ethics; (5) the interpretation of the Constitution and Bylaws and policies of the Association; (6) referrals from component county medical societies when such societies request that the Association assume original jurisdiction of the matter in behalf of such county societies, provided that the Judicial Council approves acceptance of original jurisdiction of such matters; and (7) direct appeals by complainants when the component county medical societies having original jurisdiction have not commenced investigation within 30 days after receipt of the complaint.

c) to have appellate jurisdiction in question of law and procedure but not of fact in all cases which arise within the Medical Association of Georgia and two or more of its component societies, between a member or members and the component society to which said member or members belong or between members of different component societies of the Association. Notice of appeal shall be filed with the Judicial Council within thirty days of the date of the disputed decision and the appeal shall be perfected within sixty days thereof; provided, however, that the Judicial Council, for what it considers good and sufficient cause may grant an additional thirty days or perfecting the appeal.

d) to receive appeals filed by applicants who allege that they, because of color, creed, race, religion, ethnic origin, national origin, or sex have been unfairly denied membership in a component and/or constituent association, to determine the facts in the case, and to report the findings to the House of Delegates. If the Council determines that the allegations are indeed true, it shall admonish, censure, or, in the event of repeated violations, recommend to the House of Delegates that the component society involved be declared to be no longer a constituent member of the Medical Association of Georgia.

e) to investigate general ethical conditions and all matters pertaining to the relations of physicians to one another or to the public, and make recommendations to the House of Delegates.

f) to request the President to appoint investigating juries to which it may refer complaints or evidences of unethical conduct which in its judgment are of greater than local concern. Such investigating juries, if probable cause for action be shown, shall submit formal charges to the President, who shall appoint a prosecutor to prosecute such charges against the
accused before the Judicial Council in the name and on behalf of the Medical Association of Georgia. The Council may acquit, admonish, suspend or expel the accused.

g) to approve applications and nominate candidates for affiliate membership as otherwise provided for in these bylaws.

(h) To investigate any request from any Delegate or component medical society for an officer's removal from office and to forward its recommendation pertaining to such a request to the Board of Directors for the Board's final decision.

(2) Membership. The Judicial Council shall consist of five active members. The members of the Council shall be elected by the House of Delegates on nomination by the President. No member, while serving on the Judicial Council, shall be a general officer of the Association, or hold any other elected or appointed position whatsoever in the Association. A member of the Judicial Council shall, however, be permitted to serve as a delegate or alternate delegate to the Medical Association of Georgia’s House of Delegates, and as a delegate, alternate delegate, or general officer of the American Medical Association.

(3) Terms of Service. Members of the Judicial Council shall be elected by the House of Delegates for terms of five years, so arranged that, at each Annual Session of the House of Delegates, the term of one member expires.

(4) Tenure. Members of the Judicial Council shall serve for no more than two terms, but a member elected to serve an unexpired term shall not be regarded as having served a term unless a term of three or more years has been served.

(5) Vacancies. Any vacancy occurring on the Judicial Council shall be filled at the next meeting of the House of Delegates. The new members shall be elected by the House of Delegates, on nomination by the President, for the remainder of the unexpired term.

(6) Rules and Regulations. The Judicial Council shall select a chairperson and vice chairperson, and it may adopt such rules and regulations, as it deems necessary and appropriate for the conduct of its affairs. These rules and regulations shall be in conformity with the Constitution and Bylaws of the Medical Association of Georgia.

Barry N. Straus, Canton (Anesthesiology) 2017 (CHAIRMAN)
Donald C. Siegel, Decatur (General Surgery) 2016 (VICE CHAIRMAN)
Willie F. Rainey, Jr., Atlanta (Internal Medicine) 2020
Stanley J. Shin, Statesboro (Cardiology) 2018
Thomas E. Shook, Savannah (Urology) 2019
MAG Staff: Patricia Yeatts

Elected by the MAG House of Delegates
Members elected on recommendation of the President
SPECIAL COMMITTEES
December 2015 - December 2016
(1-year appointments)

CONTINUING MEDICAL EDUCATION COMMITTEE: The Continuing Medical Education Committee shall accredit organizations that desire to offer CME activities to Georgia physicians. The CME Committee shall review and approve applications for accreditation and re-accreditation, establish accreditation policies, provide supervision and guidance to surveyors, hold training sessions for MAG accredited sponsors and keep all sponsors updated concerning, MAG, ACCME, and AMA policies related to CME.

Hillary Newland, Douglas, CHAIR (Pathology)
Darrell L. Dean, Rome (Family Physician) VICE CHAIR
Wayne S. Mathews, Jr., (Anesthesiology), Augusta
Kimberly W. Megow Valdosta (Pediatrics)
James V. Rawson, Augusta (Radiology)
William E. Silver, Atlanta (Plastic Surgery)
MAG Staff: Andrew Baumann
(Suggested number of members: 7-9)

Restructured the CME Committee -- EC February 8, 2002
Charge revised -- EC April 7, 2002

CORRECTIONAL MEDICINE: Study and recommend ways to improve the delivery and promote the availability of adequate professional health care in Georgia's prisons and jails. This Committee shall provide resources to assist physicians and other health care providers within correctional facilities to meet standards of professional health care as determined by the American Medical Association and this Committee, and to provide those who meet such standards with recognition in the form of accreditation. This Committee shall have responsibilities for liaison with appropriate state agencies, organizations and other MAG committees in achieving these objectives and shall serve as a resource for physicians who provide care to inmates.

Patton P. Smith, Forsyth (Family Physician) CHAIR
Marc O. Wall, Cedartown (Family Physician) VICE CHAIR
Jay S. Cochran, Alto (Family Physician)
Bethanne F. Jenks, Atlanta (Pediatrics)
Charles A. Meyer, Jr., Augusta (Psychiatry)
Dilipkumar Patel, Lilburn (Psychiatry)
MAG Staff: Clyde Maxwell
(Suggested number of members:12-15)

ELECTRONIC HEALTH CARE COMMITTEE: The Committee is charged with
ELECTRONIC HEALTH CARE COMMITTEE: The Committee is charged with developing a base of knowledge and expertise within the Medical Association of Georgia to identify, track and positively impact the rapidly changing field in which technology intersects with the delivery of health care. The Committee will use this knowledge and expertise to make recommendations on policy, to participate in and represent the Association on various committees and workgroups related to e-health technology, to develop relationships with vendors of e-health technology and to vet vendors for possible business and partnership relationships.

Jack M. Chapman, Jr., Gainesville, (Ophthalmology) CHAIR
Gary R. Botstein, Decatur (Rheumatology)
Madalyn N. Davidoff, Warner Robins (Cardiology)
Howard M. Maziar, Atlanta (Psychiatry)
James R. Morrow, Cumming (Family Physician)
Lawrence L. Sanders, Atlanta (Internal Medicine)
W. Steven Wilson, Warner Robins (Family Physician)
Staff: Susan Moore

Established by the Executive Committee on October 3, 2008

THIRD PARTY PAYERS: Oversee the relationships of the Association and health insurors -- both private and public. The Committee will help to provide a forum for discussion of issues between and among the Association and the insurors. The Committee will be responsible for investigating the insurers' basis of reimbursement, for methods of claims processing and for the benefits package available. The Committee will review federal and state health programs and make its findings available to the Association members.

John A. Goldman, Atlanta, CHAIR (Rheumatology)
Mohammed Abubaker, Marietta (Rheumatology)
Joel L. Fine, Snellville (Internal Medicine)
Magdi Hanafi, Atlanta (OB/GYN)
Albert F. Johary, Dunwoody (Internal Medicine)
J. Leonard Lichtenfeld, Atlanta (Oncology)
Daniel T. McDevitt, Riverdale (Vascular Surgery)
Steven A. Muller, Jonesboro (Orthopaedic Surgery)
Alvin Sermons, Atlanta (OB/GYN)
Richard Wherry, Dahlonega (Family Physician)
ex-officio: Marilyn Smolenski, Georgia Group Management Association
MAG Staff: Susan Moore

(Suggested number of members: 7-9)
Charge of the Council

COUNCIL ON LEGISLATION: Established to continually review pending legislation, active bills, the need for particular legislation, recommend positions of policy to policy-making bodies to MAG and communicate MAG's position to Congressmen and state legislators.

The Composition of the Committee shall be:

1. That the membership of the Council on Legislation be set at 35 members to be comprised as follows:
   a. Twelve (12) members at large to be appointed by the MAG Executive Committee in accordance with its bylaws, one of which shall be appointed as chairman of the Council.
   b. One (1) member from each of the following specialty societies for the purpose of representing that specialty society:
      Georgia Society of Anesthesiology
      Georgia Chapter, American College of Cardiology
      Georgia Society of Dermatologists
      Georgia College of Emergency Physicians
      Georgia Academy of Family Physicians
      Georgia Chapter, American College of Physicians/Ga. Society of Internal Medicine
      Georgia Neurological Society
      Georgia Neurosurgical Society
      Georgia Obstetrical & Gynecological Society
      Georgia Society of Ophthalmology
      Georgia Society of Otolaryngology
      Georgia Orthopaedic Society
      Georgia Chapter, American Academy of Pediatrics
      Georgia Psychiatric Physicians Association
      Georgia Radiological Society
      Georgia Chapter, American College of Surgeons
      Georgia Urological Society
      Georgia Association of Pathologists
      Georgia Society of Plastic Surgeons
      Georgia Gastroenterologic and Endoscopic Society
      Georgia-South Carolina Society of Nephrology
c. One (1) member representing the Georgia State Medical Association.

d. One (1) member representing the Georgia Medical Group Managers Association. Such representative shall not be required to be a member of the Medical Association of Georgia and shall serve as an ex-officio member without the right to vote.

e. That each specialty society or organization represented on the Council on Legislation designate an alternate representative to attend and participate in Council meetings in the event the designated representative is unable to attend.

f. Any member who fails to attend 50% of the Council meetings in any calendar year without a written excuse acceptable to the chairman shall be deemed to have resigned and shall be removed from the council.

g. Each member who represents a specialty society or organization shall:

1. Be chosen by the specialty society or organization as its formal representative to the Council and shall relay the position of its society or organization to the Council. An alternate representative may be designated and seated to participate in the discussions but may not vote unless the primary specialty society or organization representative is not able to attend or vote. Alternate members shall meet the same MAG membership requirement as the primary representative.

2. Be a member in good standing of the Medical Association of Georgia and approved by the MAG Executive Committee in accordance with MAG bylaws.

3. Hold a leadership position within the designated specialty society or organization (such as Board or Legislative Committee) so as to assure effective and efficient lines of communication between MAG and the specialty society or organization.

4. Be willing to commit to serve on the Council for a period of at least three years so as to develop expertise and provide continuity of communications.

###
SECTION E
FINANCIALS
UNDERSTANDING MAG’s FINANCES

A statement of MAG’s financial activities are reported to the Executive Committee and Board members at each meeting. In addition, the Executive Committee and Board of Directors receive an annual “Report on Audits of Combined Financial Statements.”

The Operating Budget: The Operating Budget consists of all revenues and expenditures that are not “restricted” (either internally or externally) for a particular purpose. Examples of “restricted” activities include the Tort Reform Fund, the PR Media Fund and Educational Grants. The Operating Budget allows management and board members to track operating performance enabling leaders to make strategic financial decisions for the Association. The Operating Budget is what the Board approves each year.

Combined Financial Statement: We refer to these figures as “combined” because, in addition to the operating revenues and expenditures reported in the Operating Budget, they include revenues and expenditures that are “restricted” to specific purposes other than general operations.

There are three financial documents with which Board members need to be familiar: the Statement of Activities, which is known as the income statement in for-profit companies, the Statement of Financial Position known as the balance sheet in for-profit companies, and the Investment Reports.

STATEMENT OF FINANCIAL POSITION

The Statement of Financial Position (Balance Sheet in the for-profit world) is the most important financial document and is an indication of the overall fiscal health of the Association. This financial statement shows all of the assets and liabilities of the Association and the total Net Assets (which would be the equity in a for-profit company).

STATEMENT OF ACTIVITIES

The Statement of Activities is a summary of the revenue and expenses for the Medical Association of Georgia for a certain period of time. The Statement of Activities is divided into three categories:

1. Operating Revenues: are set forth at the top of the summary page and are reported by areas of activity such as Administrative, Education, Communications, Membership and Correctional Medicine.

2. Operating Expenses: are set forth immediately beneath the Operating Revenues. Operating Expenses are reported by Department. (Each Department in MAG has a budget.)
The difference of the operating revenues and operating expenses is stated as “Gross Revenue over Expenses” allowing the reader to determine how we are managing the operations of the Association to the operating budget.

3. Summary of Restricted Funds. This section of the Financial Statement reports income and expenditures for those activities that are restricted for use for a particular purpose. Funds may be externally restricted such as grants for educational activities or may be designated as restricted internally such as the managed care funds.

The Statement of Activities provides information across each of the categories in the following six columns:

- **Approved Annual Budget**: The first column on the Statement of Activities shows the approved budget for the year for each department. Revenue projections and authorized levels of expenditures are set forth by function.

- **Budget to Date**: The second column of information shows how much of the yearly budget has been allocated (or is expected to have been received as revenue or incurred as expenses) as of the date of the statement.

- **Actual Performance**: The third column shows the actual revenue received and expenses incurred as of the date of the statement.

- **Variance Between Budget Projections and Actual Performance**: Column four shows the variance between the allocated portion of the budget and the actual revenue and expenses as of the statement date. This column gives Board members an indication of how well the Association is meeting its budget targets.

- **Actual Prior Year to Date**: Column five shows the actual revenue and expenses as of the same period of time in the previous year for comparative purposes.

- **Comparison Between Current Year and Past Year**: Column six is the difference between current YTD with previous YTD.

**INVESTED FUNDS**

In addition to the financial statements, you will receive information regarding the performance of the investments of the Association. There are two investments accounts -- long-term investments and operating funds. Long-term investments currently represent all Restricted Funds. Investments of operating funds are also detailed.

You will also receive a report that shows all of the investment holdings of the Association (both long-term and operating funds) and the current balance in these funds. Current month gain or loss and year-to-date gain or loss is shown for the portion of the invested funds that are in the equity market.
## Statement of Activities

For the 11 months ended November 30, 2015

### Revenues

<table>
<thead>
<tr>
<th>Category</th>
<th>Budget 2015</th>
<th>Budget to 11/30/2015</th>
<th>YTD Actual 11/30/2015</th>
<th>Bud vs Actual YTD</th>
<th>YTD Actual 11/30/2014</th>
<th>15 vs 14 Favorable</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>General</strong></td>
<td>1,164,225</td>
<td>1,065,622</td>
<td>1,041,758</td>
<td>(23,864)</td>
<td>1,068,638</td>
<td>(56,880)</td>
</tr>
<tr>
<td><strong>Special Meetings</strong></td>
<td>25,000</td>
<td>25,000</td>
<td>43,447</td>
<td>18,447</td>
<td>41,625</td>
<td>1,822</td>
</tr>
<tr>
<td><strong>1845 The Exchange</strong></td>
<td>218,110</td>
<td>199,934</td>
<td>199,934</td>
<td>-</td>
<td>206,393</td>
<td>(6,459)</td>
</tr>
<tr>
<td><strong>Government Relations</strong></td>
<td>-</td>
<td>-</td>
<td>2,000</td>
<td>2,000</td>
<td>-</td>
<td>2,000</td>
</tr>
<tr>
<td><strong>Third Party Payer Advocacy</strong></td>
<td>-</td>
<td>-</td>
<td>2,500</td>
<td>2,500</td>
<td>-</td>
<td>2,500</td>
</tr>
<tr>
<td><strong>Education</strong></td>
<td>156,783</td>
<td>156,783</td>
<td>165,642</td>
<td>8,859</td>
<td>157,329</td>
<td>8,313</td>
</tr>
<tr>
<td><strong>Communications</strong></td>
<td>29,000</td>
<td>26,582</td>
<td>31,188</td>
<td>4,606</td>
<td>30,516</td>
<td>672</td>
</tr>
<tr>
<td><strong>Newsletter</strong></td>
<td>500</td>
<td>458</td>
<td>4,209</td>
<td>(974)</td>
<td>6,131</td>
<td>(1,922)</td>
</tr>
<tr>
<td><strong>Correctional Medicine</strong></td>
<td>161,690</td>
<td>161,690</td>
<td>181,771</td>
<td>20,081</td>
<td>180,478</td>
<td>1,293</td>
</tr>
<tr>
<td><strong>Membership</strong></td>
<td>1,850,000</td>
<td>1,688,000</td>
<td>1,873,343</td>
<td>185,343</td>
<td>1,830,504</td>
<td>42,839</td>
</tr>
<tr>
<td><strong>Other</strong></td>
<td>500</td>
<td>458</td>
<td>1,107</td>
<td>649</td>
<td>2,535</td>
<td>(1,482)</td>
</tr>
<tr>
<td><strong>Total Revenues</strong></td>
<td>3,610,308</td>
<td>3,328,652</td>
<td>3,546,899</td>
<td>218,247</td>
<td>3,556,649</td>
<td>(8,750)</td>
</tr>
</tbody>
</table>

### Expenses

<table>
<thead>
<tr>
<th>Category</th>
<th>Budget 2015</th>
<th>Budget to 11/30/2015</th>
<th>YTD Actual 11/30/2015</th>
<th>Bud vs Actual YTD</th>
<th>YTD Actual 11/30/2014</th>
<th>15 vs 14 Favorable</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Executive Director</strong></td>
<td>39,950</td>
<td>36,621</td>
<td>29,877</td>
<td>6,744</td>
<td>24,889</td>
<td>(4,968)</td>
</tr>
<tr>
<td><strong>Human Resources</strong></td>
<td>2,115,436</td>
<td>1,959,151</td>
<td>1,969,076</td>
<td>(29,925)</td>
<td>1,814,025</td>
<td>(155,151)</td>
</tr>
<tr>
<td><strong>Office Management</strong></td>
<td>196,814</td>
<td>181,239</td>
<td>180,001</td>
<td>1,238</td>
<td>193,980</td>
<td>26,288</td>
</tr>
<tr>
<td><strong>Leadership Support</strong></td>
<td>53,000</td>
<td>48,584</td>
<td>43,130</td>
<td>5,454</td>
<td>41,562</td>
<td>(1,568)</td>
</tr>
<tr>
<td><strong>Information Technology</strong></td>
<td>35,500</td>
<td>32,541</td>
<td>29,417</td>
<td>3,124</td>
<td>26,529</td>
<td>(2,888)</td>
</tr>
<tr>
<td><strong>Annual Session</strong></td>
<td>110,000</td>
<td>110,000</td>
<td>138,350</td>
<td>(28,350)</td>
<td>129,781</td>
<td>(5,419)</td>
</tr>
<tr>
<td><strong>Other Meetings</strong></td>
<td>166,165</td>
<td>140,230</td>
<td>113,943</td>
<td>26,287</td>
<td>99,582</td>
<td>(14,354)</td>
</tr>
<tr>
<td><strong>1845 The Exchange</strong></td>
<td>246,021</td>
<td>225,517</td>
<td>233,886</td>
<td>(8,369)</td>
<td>544,816</td>
<td>310,930</td>
</tr>
<tr>
<td><strong>Total Administration &amp; Operations</strong></td>
<td>2,262,886</td>
<td>2,173,883</td>
<td>2,177,482</td>
<td>(58,750)</td>
<td>2,175,171</td>
<td>102,709</td>
</tr>
<tr>
<td><strong>Legal</strong></td>
<td>3,500</td>
<td>3,208</td>
<td>7,787</td>
<td>(4,670)</td>
<td>6,951</td>
<td>(827)</td>
</tr>
<tr>
<td><strong>Government Relations</strong></td>
<td>136,817</td>
<td>126,205</td>
<td>137,950</td>
<td>(11,745)</td>
<td>132,945</td>
<td>(5,055)</td>
</tr>
<tr>
<td><strong>Third Party Payer Advocacy</strong></td>
<td>12,900</td>
<td>11,821</td>
<td>3,887</td>
<td>7,934</td>
<td>2,425</td>
<td>(1,462)</td>
</tr>
<tr>
<td><strong>Education</strong></td>
<td>30,075</td>
<td>29,475</td>
<td>26,124</td>
<td>3,351</td>
<td>29,844</td>
<td>3,720</td>
</tr>
<tr>
<td><strong>Membership Support</strong></td>
<td>59,850</td>
<td>54,858</td>
<td>48,451</td>
<td>6,407</td>
<td>47,486</td>
<td>(965)</td>
</tr>
<tr>
<td><strong>Recruitment</strong></td>
<td>56,500</td>
<td>51,791</td>
<td>7,796</td>
<td>43,956</td>
<td>18,880</td>
<td>11,064</td>
</tr>
<tr>
<td><strong>Database Management</strong></td>
<td>40,000</td>
<td>38,534</td>
<td>30,372</td>
<td>(838)</td>
<td>38,622</td>
<td>(750)</td>
</tr>
<tr>
<td><strong>Sections Expense</strong></td>
<td>8,530</td>
<td>7,514</td>
<td>7,711</td>
<td>6,743</td>
<td>5,941</td>
<td>4,707</td>
</tr>
<tr>
<td><strong>Total Membership</strong></td>
<td>164,880</td>
<td>152,997</td>
<td>150,390</td>
<td>2,500</td>
<td>152,509</td>
<td>13,389</td>
</tr>
<tr>
<td><strong>Communications</strong></td>
<td>46,900</td>
<td>49,988</td>
<td>53,780</td>
<td>(10,792)</td>
<td>50,682</td>
<td>(3,988)</td>
</tr>
<tr>
<td><strong>Gross Rev over Exp.</strong></td>
<td>200,000</td>
<td>201,421</td>
<td>415,296</td>
<td>213,875</td>
<td>316,308</td>
<td>98,988</td>
</tr>
</tbody>
</table>

### Restricted Funds, Designated & Undesignated Net Assets

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>PR Media Fund</strong></td>
<td>-</td>
<td>-</td>
<td>23,121</td>
<td>2,670</td>
<td>-</td>
<td>2,670</td>
<td>-</td>
<td>-</td>
<td>2,670</td>
</tr>
<tr>
<td><strong>Partnership with Medicine</strong></td>
<td>-</td>
<td>-</td>
<td>15,653</td>
<td>-</td>
<td>(3,240)</td>
<td>(3,240)</td>
<td>-</td>
<td>-</td>
<td>12,414</td>
</tr>
<tr>
<td><strong>Good Medicine</strong></td>
<td>-</td>
<td>-</td>
<td>30,411</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>30,411</td>
</tr>
<tr>
<td><strong>Tort Reform</strong></td>
<td>390,179</td>
<td>18,095</td>
<td>-</td>
<td>18,095</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>408,274</td>
</tr>
<tr>
<td><strong>CMS Revenue</strong></td>
<td>16,454</td>
<td>8,089</td>
<td>-</td>
<td>8,089</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>24,543</td>
</tr>
<tr>
<td><strong>Healthcare Research, Inc.-Physicians Educ Programs</strong></td>
<td>45</td>
<td>31,312</td>
<td>(10,360)</td>
<td>20,952</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>20,997</td>
</tr>
<tr>
<td><strong>GHA - HEN</strong></td>
<td>12,584</td>
<td>-</td>
<td>(7,198)</td>
<td>(7,198)</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>5,387</td>
</tr>
<tr>
<td><strong>MRC</strong></td>
<td>-</td>
<td>3,500</td>
<td>(8,350)</td>
<td>(4,850)</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>(4,850)</td>
</tr>
<tr>
<td><strong>Temporarily Restricted Net Assets</strong></td>
<td>488,449</td>
<td>63,666</td>
<td>(29,148)</td>
<td>34,518</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>522,967</td>
</tr>
<tr>
<td><strong>Undesignated</strong></td>
<td>3,096,077</td>
<td>3,546,899</td>
<td>(3,131,603)</td>
<td>415,296</td>
<td>3,511,373</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Total Internally Restricted</strong></td>
<td>3,096,077</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>-</td>
<td>3,511,373</td>
</tr>
<tr>
<td><strong>Managed Care (007)</strong></td>
<td>218,448</td>
<td>-</td>
<td>218,448</td>
<td>-</td>
<td>218,448</td>
<td>522,967</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>TOTAL NET ASSETS</strong></td>
<td>3,096,077</td>
<td>218,448</td>
<td>488,449</td>
<td>3,610,656</td>
<td>(3,160,751)</td>
<td>449,814</td>
<td>3,511,373</td>
<td>218,448</td>
<td>522,967</td>
</tr>
</tbody>
</table>
## ASSETS

### Current Assets

<table>
<thead>
<tr>
<th>Item</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Petty Cash</td>
<td>500.00</td>
</tr>
<tr>
<td>Cash in Bank</td>
<td>770,130.27</td>
</tr>
<tr>
<td>Money Market</td>
<td>909,803.17</td>
</tr>
<tr>
<td>Fidelity-Money Market-Restricted Funds</td>
<td>719,880.74</td>
</tr>
<tr>
<td>Accounts Receivable</td>
<td>(25,963.55)</td>
</tr>
<tr>
<td>Due from Affiliates</td>
<td>73,312.88</td>
</tr>
<tr>
<td>Prepaid Expenses</td>
<td>116,996.74</td>
</tr>
<tr>
<td>Deposits</td>
<td>200.00</td>
</tr>
</tbody>
</table>

**Total Current Assets** 2,564,860.25

### Property and Equipment

<table>
<thead>
<tr>
<th>Item</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Land &amp; Buildings</td>
<td>3,545,409.92</td>
</tr>
<tr>
<td>Furniture</td>
<td>251,000.25</td>
</tr>
<tr>
<td>Equipment</td>
<td>122,593.59</td>
</tr>
<tr>
<td>Computers</td>
<td>99,890.97</td>
</tr>
<tr>
<td>Software</td>
<td>10,511.08</td>
</tr>
<tr>
<td>Capitalized Phone Equipment</td>
<td>40,170.16</td>
</tr>
<tr>
<td>Capitalized Web Site Costs</td>
<td>37,500.00</td>
</tr>
<tr>
<td>Database</td>
<td>47,957.00</td>
</tr>
</tbody>
</table>

**Less: Accum. Depreciation** (1,199,540.90)

**Total Property and Equipment** 2,955,492.07

**Total Assets** 5,520,352.32
# Medical Association of Georgia, Inc.
## Balance Sheet
### November 30, 2015

## LIABILITIES AND CAPITAL

### Current Liabilities

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Accounts Payable</td>
<td>90,623.49</td>
</tr>
<tr>
<td>Accrued Expenses</td>
<td>133,494.85</td>
</tr>
<tr>
<td>Accrued Vacation</td>
<td>86,791.70</td>
</tr>
<tr>
<td>Deferred Revenue</td>
<td>956,654.75</td>
</tr>
<tr>
<td><strong>Total Current Liabilities</strong></td>
<td><strong>1,267,564.79</strong></td>
</tr>
</tbody>
</table>

### Net Assets

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Designated for Managed Care</td>
<td>218,447.68</td>
</tr>
<tr>
<td>Undesignated Net Assets</td>
<td>3,511,373.00</td>
</tr>
<tr>
<td>Temporarily Restricted</td>
<td>522,966.85</td>
</tr>
<tr>
<td><strong>Net Assets</strong></td>
<td><strong>4,252,787.53</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Description</th>
<th>Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Total Liabilities &amp; Capital</strong></td>
<td><strong>5,520,352.32</strong></td>
</tr>
</tbody>
</table>
The Medical Association of Georgia, Inc.
Current Invested Funds
as of November 30, 2015

Secured Investments

<table>
<thead>
<tr>
<th>Account</th>
<th>Original Amount</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>Operating</td>
<td>302,003.99</td>
<td>Money Market Fund - Suntrust</td>
</tr>
<tr>
<td>Operating</td>
<td>50,917.13</td>
<td>Money Market Fund - Wells Fargo</td>
</tr>
<tr>
<td>Operating</td>
<td>504,869.90</td>
<td>Money Market Fund - Fifth Third</td>
</tr>
<tr>
<td>Operating</td>
<td>52,012.15</td>
<td>Money Market Fund - PNC</td>
</tr>
</tbody>
</table>

Total Operating Reserves  **909,803.17**

Restricted Funds  **719,880.74**  Money Market Fund-Fidelity

Total Restricted Funds  **719,880.74**
<table>
<thead>
<tr>
<th>Date</th>
<th>Managed Care</th>
<th>Partnership With Medicine</th>
<th>PR Media Fund</th>
<th>Good Medicine</th>
<th>Tort Reform</th>
<th>CMS Revenue</th>
<th>Total</th>
<th>Revenues</th>
<th>Expenses</th>
</tr>
</thead>
<tbody>
<tr>
<td>12/31/2014</td>
<td>218,447.68</td>
<td>15,653.47</td>
<td>23,121.42</td>
<td>30,410.59</td>
<td>390,179.13</td>
<td>16,454.37</td>
<td>694,266.66</td>
<td>32%</td>
<td>2%</td>
</tr>
<tr>
<td>1/31/2015</td>
<td>218,447.68</td>
<td>15,653.47</td>
<td>23,921.42</td>
<td>30,410.59</td>
<td>394,934.1</td>
<td>16,454.37</td>
<td>699,821.65</td>
<td>32%</td>
<td>2%</td>
</tr>
<tr>
<td>2/28/2015</td>
<td>218,447.68</td>
<td>15,653.47</td>
<td>24,171.42</td>
<td>30,410.59</td>
<td>396,734.1</td>
<td>16,454.37</td>
<td>701,354.91</td>
<td>31%</td>
<td>2%</td>
</tr>
<tr>
<td>3/31/2015</td>
<td>218,447.68</td>
<td>15,653.47</td>
<td>24,271.42</td>
<td>30,410.59</td>
<td>398,499.13</td>
<td>16,454.37</td>
<td>703,459.91</td>
<td>31%</td>
<td>2%</td>
</tr>
<tr>
<td>4/30/2015</td>
<td>218,447.68</td>
<td>14,472.69</td>
<td>24,671.42</td>
<td>30,410.59</td>
<td>399,499.13</td>
<td>16,454.37</td>
<td>711,517.80</td>
<td>31%</td>
<td>2%</td>
</tr>
<tr>
<td>5/31/2015</td>
<td>218,447.68</td>
<td>14,472.69</td>
<td>24,671.42</td>
<td>30,410.59</td>
<td>399,499.13</td>
<td>16,454.37</td>
<td>711,527.80</td>
<td>31%</td>
<td>2%</td>
</tr>
<tr>
<td>6/30/2015</td>
<td>218,447.68</td>
<td>14,472.69</td>
<td>24,771.42</td>
<td>30,410.59</td>
<td>399,699.13</td>
<td>16,454.37</td>
<td>711,827.80</td>
<td>31%</td>
<td>2%</td>
</tr>
<tr>
<td>7/31/2015</td>
<td>218,447.68</td>
<td>14,472.69</td>
<td>25,021.42</td>
<td>30,410.59</td>
<td>399,999.13</td>
<td>16,454.37</td>
<td>711,867.80</td>
<td>31%</td>
<td>2%</td>
</tr>
<tr>
<td>8/31/2015</td>
<td>218,447.68</td>
<td>14,472.69</td>
<td>25,021.42</td>
<td>30,410.59</td>
<td>400,599.13</td>
<td>16,454.37</td>
<td>712,377.80</td>
<td>31%</td>
<td>2%</td>
</tr>
<tr>
<td>9/30/2015</td>
<td>218,447.68</td>
<td>14,472.69</td>
<td>25,021.42</td>
<td>30,410.59</td>
<td>400,599.13</td>
<td>16,454.37</td>
<td>712,977.80</td>
<td>31%</td>
<td>2%</td>
</tr>
<tr>
<td>10/31/2015</td>
<td>218,447.68</td>
<td>14,472.69</td>
<td>25,371.42</td>
<td>30,410.59</td>
<td>401,149.13</td>
<td>16,454.37</td>
<td>712,335.74</td>
<td>31%</td>
<td>2%</td>
</tr>
<tr>
<td>11/30/2015</td>
<td>218,447.68</td>
<td>14,472.69</td>
<td>25,791.42</td>
<td>30,410.59</td>
<td>408,274.13</td>
<td>16,454.04</td>
<td>719,880.74</td>
<td>30%</td>
<td>2%</td>
</tr>
</tbody>
</table>
MEDICAL ASSOCIATION OF GEORGIA

INVESTMENT POLICY
Adopted October 15, 2010

INTRODUCTION

The finances of the Medical Association of Georgia (MAG) are separated into two categories: “Operating Funds” and “Long Term Investments.” This document represents the Investment Policy for operating funds that are invested and for long-term investments.

Operating Funds: Operating Funds are generated from two sources: Dues Revenue and Non-Dues Revenue. These funds are used to finance the day-to-day operations of the association and are maintained in a “Commercial Paper Account” similar to a money market account so that they are available on a day-to-day basis. A majority, but not all, of the funds in the Commercial Paper Account are “swept” into an investment account at the end of the business day and returned to the Commercial Paper Account before the beginning of the next business day. This allows MAG to earn additional interest on these funds. Funds that are generated early in the membership year that are not needed for the day-to-day operation of the association are often invested in other instruments for use later in the year to meet cash flow needs. When cash on hand exceeds anticipated cash flow needs, the Finance Committee shall assess whether such excess funds should be invested in longer term securities to enhance return on investment.

Long Term Investments: Long Term Investments are those funds that are typically invested for the long-term growth of the association. Funds that comprise MAG’s Long Term Investments were generated by the sale of our PPO known as Georgia Health Network. These funds are maintained in a separate account referred to as managed care funds.

Purpose

The purpose of this Investment Policy is to set forth the investment objectives and investment guidelines for the association’s Invested Operating Funds and Long-Term Investments.

Investment objectives have been formulated with attention to:

- Assuring that the association has sufficient cash flow to allow its uninterrupted operation;
- Maximizing return on investment relative to the risk tolerance of the Medical Association of Georgia;
- The need to achieve prudent diversification of assets; and
- The strategic financial goals of the association.
Duties of the Board of Directors

The Board of Directors has the fiduciary obligation to ensure that the assets of the association are invested in a prudent manner. The Board of Directors will receive a report from the Treasurer at each of its meetings and approve (or disapprove) the financial statements of the association. The Board of Directors approves the budget and submits a report on the budget and management of the association’s finances to the House of Delegates.

Duties of the Treasurer and Finance Committee

The Treasurer is elected by the HOD and serves a term of two years. The Treasurer chairs the Committee on Finance, which is comprised of at least seven (7) members of the Board of Directors appointed by the Chairman of the Board.

The Committee on Finance shall cause to be audited at least annually all accounts of the association. The Committee shall propose an annual budget for the fiscal year beginning on January 1 and submit that budget to the Board of Directors at its last meeting in the last quarter of the fiscal year for Board approval.

Objectives

(a) All investments shall fall within the legal requirements and regulations governing the association’s legal status as a 501 (c) 6 corporation.

(b) Investments of current budget year’s revenue should be structured to conserve principal and earn the highest return available on short-term liquid investments.

(c) Monies in excess of amounts needed for short-term obligations should be invested to earn the highest return available on long-term investments within the risk tolerance as set in allowable ranges for asset categories.

Types of Investment and Quality Ratings

The following is a list of investment type and quality ratings:

Cash Equivalents

- Treasury Bills (T-Bills): That are guaranteed by full faith and credit of the U.S. government.

- Banker’s Acceptances (BAs): May be purchased from banks or trust companies, subject to approved FDIC guaranteed insurance limitations, organized under the laws of Canada or the United States of America or any province or state thereof, which have combined capital and surplus of at least $1,000,000,000 in U.S. dollars.
• **Repurchase Agreement (Repos):** May be purchased from banks for trust companies, organized under the laws of Canada or the United States of or any province or state thereof, which have combined capital and surplus of at least $1,000,000,000 in U.S. dollars.

• **Commercial Paper** rated “prime” or its equivalent by either the National Credit Office, Inc. or Standard & Poor’s Corporations, or their successors, and unrated commercial paper of similar quality in which the bank is also investing funds held by it in a trust or trusts subject to the jurisdiction of the Probate Courts of the State of Georgia (including any investment in pools or mutual funds of such commercial paper owned by the bank).

• **Cash** because of their liquidity and short-term to maturity for purposes of this investment policy, treasury bills, repos, commercial paper, and many money market funds are considered cash equivalents.

**Fixed Income**

• **Certificate of Deposit (CD’s):** May be purchased from banks or trust companies, subject to approved FDIC guaranteed insurance limitations, organized under the laws of Canada or the United States of America or any province or state thereof, which have combined capital and surplus of at least $1,000,000,000 in U.S. dollars.

• **Government Bonds** or other obligations of the United States government the principal and interest of which constitute direct obligations of the United States of America.


• **Corporate Bonds** with a quality rating of no less than A. If downgraded after purchase, then the investment manager and treasurer will monitor until it returns to A.

**Equities**

• **Stocks** or equivalent investments in mutual funds upon the advice of MAG’s investment advisor.
INVESTMENT OF OPERATING FUNDS

Purpose of Operating Funds

Operating funds are used for the day-to-day operations of the association. The primary source of operating funds is Dues Revenue. Because dues are collected in the fall of the year for the next membership year, MAG often has more funds on hand than required for operations early in the year. Surplus membership dues and Non-Dues Revenue should be invested for the primary purpose of assuring that sufficient funds are available later in the year to meet cash flow needs. Operating Funds in excess of those needed for cash flow purposes may be invested for longer terms.

Time Horizon for Investment of Operating Funds

Typically, operating funds are needed for cash flow purposes and are invested for one year or less.

Risk Aversion

Since Operating Funds are used to finance the day-to-day operations of the association and preserve cash flow, the association has a low tolerance for risk of loss in value of invested Operating Funds.

Asset Allocation

The portfolio for the invested Operating Funds should be conservative reflecting the primary need for asset preservation and a low tolerance for risk.

Asset allocation guidelines for investment of operating funds will be as follows:

<table>
<thead>
<tr>
<th>ASSET CATEGORY</th>
<th>ALLOWABLE RANGE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Equities</td>
<td>0% - 30%</td>
</tr>
<tr>
<td>Fixed Income</td>
<td>0% - 50%</td>
</tr>
<tr>
<td>Cash and cash equivalents</td>
<td>50% - 100%</td>
</tr>
</tbody>
</table>

INVESTMENT OF LONG-TERM FUNDS

Purpose of Long-Term Investments

Long-Term Investments are not usually needed to fund the day-to-day operations of the association. Rather, these funds are available to pursue strategic goals of the association such as the purchase of a building or financing a new project. They may also be needed to pay an unexpected debt.
**Time Horizon for Investment of Operating Funds**

Long-term funds are invested for three (3) to five (5) years or longer.

**Risk Aversion**

We are willing to bear some short-term decline in value of Long Term Investments in an effort to achieve higher long-term returns.

**Asset Allocation**

The portfolio for the Long-Term Investments should be consistent with the goal of accumulation of capital and the preservation of its value for the economic betterment of MAG.

Asset allocation guidelines for investment of long-term funds will be as follows:

<table>
<thead>
<tr>
<th>ASSET CATEGORY</th>
<th>ALLOWABLE RANGE</th>
</tr>
</thead>
<tbody>
<tr>
<td>Equity</td>
<td>0% - 25%</td>
</tr>
<tr>
<td>Fixed</td>
<td>0% - 50%</td>
</tr>
<tr>
<td>Cash</td>
<td>10% - 100%</td>
</tr>
</tbody>
</table>

**INVESTMENT GUIDELINES**

**Investment Authority**

The Treasurer shall have authority to make/approve investment decisions based upon the Investment Policy developed by the Finance Committee and approved by Board of Directors. This authority may be delegated to the Executive Director.

**Investment Manager**

MAG expects any investment manager to review the specific investments at a frequency that will ensure the highest available return on its investments reflecting changes in the economy, interest rates and other market factors and recommend changes to the Investment Portfolio if such change is indicated by these factors.

The investment manager shall meet quarterly with the Treasurer and/or Executive Director to discuss strategies and review quarterly performance and assess the overall risk of the portfolio relative to the market as a whole. The investment manager must receive approval from the Treasurer prior to making or changing investments.

The Treasurer shall be responsible for the following activities, but may delegate such authority to the Executive Director:
• Making or changing investments recommended by the investment manager;
• Opening accounts with brokers and dealers;
• Setting up safekeeping for securities;
• Signing specific documents.

The Executive Director shall report to the Treasurer any actions taken on delegated activities within 3 business days of taking such action.

Policy Amendments

Any change to this policy shall be given to the fund/investment managers in writing and such amendments shall be signed by at least two MAG officers. The Finance Committee shall review the investment policy annually.
SECTION F
MEMBERSHIP
CATEGORIES OF MEMBERSHIP

Membership categories of the Association are determined by the House of Delegates and are listed in the MAG Constitution and Bylaws. Actual member dues classes for each category are determined by the Executive Committee and Board of Directors.

**Active Members:** Members engaged in the active practice of medicine who have full privileges of membership, including the right to vote and hold office.

- Active Newly Licensed
- A1 (first year members, not newly licensed)
- A2 (second year members)
- Active (third and subsequent year members)
- Active Dues Exempt
- Intern/Resident

**Retired Members:** Physicians who have retired from the active practice of medicine or are working less than 20 hours per week.

**Out-of-State Members:** Physicians who hold a license to practice medicine in Georgia and are engaged in the active practice of medicine but who practice the majority of their professional time in another state.

**Service Members:** Typically a commissioned medical officer in any of the armed forces.

**Associate Members:** Meet certain criteria established by the Executive Committee and need not have a license to practice medicine in the State of Georgia.

**Affiliate Members:** American physicians located in foreign countries, dentists, pharmacists, veterinarians.

**Honorary Members:** Physicians who have risen to prominence in their professions.

**Life Members:** A member who is 70 years of age who has been an active, dues paying member of any state medical society for at least 25 consecutive years and has been and active, dues paying member of this Association for at least two of those years.

**Student Members:** A student in good standing at a medical school.
2011 MAG DUES STRUCTURE

<table>
<thead>
<tr>
<th>Dues Category</th>
<th>Dues Amount</th>
</tr>
</thead>
<tbody>
<tr>
<td>Active Newly Licensed *excluding interns, residents and fellows</td>
<td>$0.00</td>
</tr>
<tr>
<td>A1 (first year membership, not newly licensed)</td>
<td>$275.00</td>
</tr>
<tr>
<td>A2 (second year members)</td>
<td>$275.00</td>
</tr>
<tr>
<td>Active (third and subsequent year members)</td>
<td>$500.00</td>
</tr>
<tr>
<td>Group (group must have 20 or more active eligible physicians)</td>
<td>20% discount if 100% are, or will be, MAG members 5% discount if at least 80% are, or will be, MAG members For groups in excess of 200 or more active eligible physicians, the Executive Director, in consultation with the President and Treasurer, can negotiate a discount not to exceed 35%.</td>
</tr>
<tr>
<td>Associate</td>
<td>$100.00</td>
</tr>
<tr>
<td>Retired</td>
<td>$100.00</td>
</tr>
<tr>
<td>Out-of-State</td>
<td>(dues to be determined by the Board of Directors)</td>
</tr>
<tr>
<td>Life</td>
<td>Dues Exempt</td>
</tr>
<tr>
<td>Intern/Resident</td>
<td>$75.00 for the duration of internship/residency or fellowship</td>
</tr>
<tr>
<td>Student</td>
<td>$5.00 from join date through graduation date</td>
</tr>
</tbody>
</table>

MAG bills for:
- MAG dues
- District dues
- Any CMS who elects MAG to bill for them

The following contributions are also collected by MAG:
- GAMPAC
- PR Voluntary Fund
- Tort Reform Preservation Fund

MAG DUES BILLING POLICY

The MAG dues billing policy is set by the House of Delegates in the MAG Constitution and Bylaws with the exception of out-of-state members which is set by the Board of Directors. The annual dues and assessments shall be established by the House of Delegates upon recommendation of the Board of Directors and shall be levied per capita on the active members of the Association. They shall be payable on or before the commencement of the fiscal year.
SECTION G
STRATEGIC
PLAN
Strategic Plan 2020

BOARD OF DIRECTORS
Approved – October 16, 2015
Overarching Goals  
(Where do you see the association?)

Goal A
The Medical Association of Georgia (MAG) will be Georgia’s premier physician advocacy organization in advancing a health care system that improves health outcomes and health care delivery at the patient, community and state levels while protecting the patient-physician relationship and ensuring physicians are free and able to exercise their independent medical judgment.

Goal B
MAG will be an indispensable, value-added resource for its members in a number of key areas, including education, networking, information and services.

Goal C
MAG will build a membership that is committed to the profession, is representative of the diversity of physicians in Georgia, and reflects high ethical and professional standards.

Goal D
MAG will secure sufficient financial and other resources that are needed to achieve and sustain its vision and strategic goals.
Strategies

Advocacy (Goal A)

MAG will be Georgia’s premier physician advocacy organization in advancing a health care system that improves health outcomes and health care delivery at the patient, community and state levels while protecting the patient-physician relationship and ensuring physicians are free and able to exercise their independent medical judgment.

To achieve this goal, MAG will be an advocate for:

- Limiting and reducing government regulations that undermine the patient-physician relationship
- Ensuring that physicians are free and able to provide high quality, effective and efficient models of medical care in the setting that they believe is the most appropriate for their individual patients
- Supporting models of care that are physician-led, advance the physician-patient relationship and result in improved health outcomes
- Promoting physicians as the primary resource in guidance in local and statewide quality, patient safety, performance improvement initiatives and population health
- Resolving public and private payer issues (commercial, Medicare, Medicaid, workers’ compensation) to ensure patients receive the care that they need
- Supporting the adoption of physician-led and MAG-approved information technology, e-health and health information exchanges
- Limiting inappropriate scope of practice beyond that safely permitted by non-physician practitioner’s education, training and skills
- Protecting and promoting a fair civil justice system to ensure patients have access to the physicians they need
- Ensuring that there is an adequate physician workforce, including in rural and other underserved areas
- Promoting good health habits that result in a healthier workforce and that saves Georgia tax dollars
- Ensuring that physicians receive fair and adequate payment for the services they provide
- Increasing the number of physicians elected to the General Assembly
Value Proposition/Communication (Goal B)

MAG will be an indispensable, value-added resource for its members in a number of key areas, including education, networking, information and services.

To achieve this goal, MAG will:

- Help and train physicians to obtain leadership positions in the legislature and in health care systems (hospitals, payers, health care teams)
- Enhance MAG/physicians’ brand and reputation with patients and other stakeholders
- Be a trusted resource for practice information (e.g., EHR, ICD-10, Affordable Care Act)
- Expand value-added services for physicians (e.g., health information exchange)
- Enhance the working relationship between MAG and the American Medical Association, specialty medical societies and county medical societies on issues affecting all physicians

Membership (Goal C)

MAG will build a membership that is committed to the profession, is representative of the diversity of physicians in Georgia, and reflects high ethical and professional standards.

To achieve this goal, MAG will:

- Develop a value proposition that will resonate with the next generation of physicians and physician organizations
- Meet the needs of an increasingly diverse membership base

Financial (Goal D)

MAG will secure sufficient financial and other resources that are needed to achieve and sustain its vision and strategic goals.

To achieve this goal, MAG will:

- Achieve at least a $200,000 surplus per year to protect the MAG brand
SECTION H

CONSTITUTION

AND

BYLAWS
CONSTITUTION AND BYLAWS OF THE MEDICAL ASSOCIATION OF GEORGIA

(2015 REVISION)
CONSTITUTION AND BYLAWS

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OF THE MEDICAL ASSOCIATION OF GEORGIA  
AS REVISED BY THE HOUSE OF DELEGATES AT THE  
2015 ANNUAL SESSION  
(Supersedes any MAG C&B prior to October 18, 2015)  

C O N S T I T U T I O N  

ARTICLE I - NAME OF THE ASSOCIATION  
The name of this organization is the Medical Association of Georgia.  

ARTICLE II - OBJECTIVES OF THE ASSOCIATION  
The objectives of the Association are to promote the science and art of medicine and the betterment of public health as provided for in the Bylaws.  

ARTICLE III - MEMBERSHIP  
The Medical Association of Georgia is composed of individual physician members and others as specified in the Bylaws. A member shall retain membership as long as a member complies with the provisions of the Constitution and Bylaws of this Association.  

ARTICLE IV - HOUSE OF DELEGATES  
The House of Delegates is composed of elected representatives from county medical societies, medical specialty societies and others as determined by the Bylaws. All delegates' qualifications and terms of office shall be provided for in the Bylaws.  
The House of Delegates is the legislative body of the Association responsible for determining the policy of the Association, and it shall transact all business of the Association not otherwise specifically provided for in this Constitution and Bylaws.  

ARTICLE V - BOARD OF DIRECTORS  
The Board of Directors is composed of Directors as provided for in the Bylaws. All Directors’ qualifications and terms of office shall be provided for in the Bylaws. The Board of Directors is the Board of Trustees of the Association. It carries out the mandates and policies as determined by the House of Delegates between sessions of that body. The Board of Directors has charge of all property and financial affairs of the Association and performs such duties as are
prescribed by law governing directors of corporations and as may be prescribed in the Bylaws.

ARTICLE VI - GENERAL OFFICERS

The general officers of the Association shall be a President, President-Elect, Immediate Past President, First Vice President, Second Vice President, Secretary, Treasurer, Speaker of the House of Delegates, Vice Speaker of the House of Delegates, Directors and Alternate Directors. Their qualifications and terms of office shall be provided for in the Bylaws.

ARTICLE VII - MEETINGS

The House of Delegates shall meet annually and at such other times as provided in the Bylaws.

ARTICLE VIII - FUNDS AND EXPENDITURES

Funds for the Operation of the Association shall be raised as provided in the Bylaws. The amount of any member dues or assessment shall be set by the House of Delegates upon recommendation of the Board of Directors. Funds may also be raised by voluntary contributions, from the Association's publications, and in any other manner approved by the Board of Directors. The Board of Directors shall approve the annual budget, manage finances of the Association, and submit a report on the budget and the management of the Association’s finances to the House of Delegates.

ARTICLE IX - OFFICIAL PUBLICATION

There shall be an official publication of the Association as determined by the House of Delegates.

ARTICLE X - SEAL

The Association shall have a common seal. The power to change or renew the seal shall rest with the House of Delegates.

ARTICLE XI - AMENDMENTS

The House of Delegates may amend this Constitution at any session by a two-thirds vote of the delegates present, provided that the proposed amendment shall have been introduced in the preceding annual session and provided that the proposed amendment shall have been published during the year in the official publication of the Association.
CHAPTER I - GOVERNING PRINCIPLES AND ETHICS OF THE ASSOCIATION

SECTION 1. GOVERNING PRINCIPLES. The objectives of the Association are specified in Article II of the Constitution. In order to attain these objectives, the Association shall undertake at all times to aspire and adhere to the following governing principles:

(a) Coordination of physicians of Georgia of common professional background into a cohesive organization, and unification with other such associations in other states to form the American Medical Association;

(b) Service to its membership;

(c) Promotion of the art and science of medicine among its members for the benefit of the citizens of Georgia;

(d) Maintenance and assurance of the highest quality of medical care by its members;

(e) Representation of its membership faithfully in dealing with government, other organizations and the public;

(f) Adherence to the Principles of Medical Ethics set forth by the American Medical Association.

SECTION 2. ETHICS

(a) Ethics. The principles and ethics of the American Medical Association, the Association's Constitution and Bylaws (as now set forth or as may be hereafter amended) and the standards of the profession in Georgia shall govern the conduct of the members of the Association, unless otherwise rejected, modified or changed by the Board of Directors or the House of Delegates which shall then become the official position of the Association. As specific questions of principles and ethics develop, pronouncements from the Medical Association of Georgia (“MAG”) would be paramount.

CHAPTER II - MEMBERSHIP

SECTION 1. ACTIVE MEMBERS.

(a) A physician may become an Active Member in the Association by submitting a completed membership application and application fee to the Association and having that application approved by the Association. In addition a physician applying for membership as an
Active Member must hold the degree of Doctor of Medicine, Doctor of Osteopathy or Bachelor of Medicine or an equivalent degree issued in a foreign country from a medical college acceptable to the Judicial Council of the Association and must meet the requirements of subparagraphs (i), (ii), or (iii) below:

(i) Be licensed to practice medicine in the State of Georgia; or

(ii) Be employed as an intern, resident or fellow in a hospital or institution whose internship, residency or fellowship program is approved by the Composite State Board of Medical Examiners of Georgia or any predecessor or successor body authorized to license Doctors of Medicine; or

(iii) Be employed as a commissioned medical officer in any of the armed forces of the United States or in the United States Public Health Service, Veterans Administration or Indian Service.

(b) Those members classified under subparagraphs (i) and (iii) above shall pay full annual dues and assessments to the Association; and those members classified under subparagraph (ii) above shall pay dues and assessments, as determined by the House of Delegates. All members described in this Section 1 shall have full privileges of membership, including the right to vote, to hold office and to receive the official publication of the Medical Association of Georgia, except as expressly set forth in these Bylaws.

(c) An Active Member may be excused from the payment of dues or assessments for financial hardship or illness. Such dues or assessments exemption may be granted or denied by the Judicial Council after recommendation of the member's component local society or, in the case of a Direct Member, by the Executive Committee of the Medical Association of Georgia. Within 30 days after each anniversary of the date that such an exemption is granted, the Judicial Council shall review such member's exemption status and determine if it is still warranted based on the member's financial or medical condition. Upon such review, including consulting with the member's component local society, the Judicial Council may grant an extension of the member's dues exempt status or terminate that status. Members excused from the payment of dues or assessments pursuant to the above shall continue to receive all rights and benefits of membership as enjoyed by active dues paying members.

(d) A physician who holds a degree of Doctor of Medicine, Doctor of Osteopathy or an equivalent degree issued in a foreign country by a medical college acceptable to the Judicial Council of the Association, who is licensed to practice medicine in the State of Georgia, and who pays the dues and assessments appropriate to his or her category of membership as set by the House of Delegates may elect to become a Direct Member. Direct Members are not members of the county medical societies.

SECTION 2. RETIRED MEMBERS. A member who elects to retire from the practice of medicine regardless of age or length of membership in this Association may do so and be
classified as a retired member. Retired members shall not be entitled to vote, hold office or receive any publication of the Association except by personal subscription. Retired physicians shall be defined as those who have indicated their retirement in writing to the MAG Secretary and practice less than 20 hours per week. All members classified as Retired Members prior to December 31, 2002 shall be excused from payment of Association dues and assessments. All members who are eligible for Retired Membership after December 31, 2002 will be assessed dues to be determined by the House of Delegates.

SECTION 3. OUT-OF-STATE MEMBERS. Out of State Members are defined as those physicians who are licensed in Georgia, who meet the membership criteria of Chapter II, Section 1(a)(i), but who practice the majority of their professional time in another State. The Board will set the amount of dues for Out of State Members. Out of State Members of MAG may be solicited by GAMPAC for contributions but will not have the right to vote, hold office or receive the Journal of the MAG or other benefits, unless accorded by the House of Delegates or the MAG Board of Directors. Out of State Members of MAG will have the right to join county medical societies but not count towards their delegate allotment to the MAG House of Delegates.

SECTION 4. SERVICE MEMBERS. A physician may become a Service Member by being a commissioned medical officer in any of the armed forces of the United States or by having retired from gainful employment as a medical officer of the United States Public Health Service, Veterans Administration, Indian Service, or Armed Forces. Service Members need not be licensed to practice medicine in the State of Georgia provided they hold the degree of Doctor of Medicine, Doctor of Osteopathy or Bachelor of Medicine or an equivalent degree issued in a foreign country from a medical college acceptable to the Judicial Council. Such members shall not be required to pay any dues to the Association. They shall not be entitled to vote or hold office in the Association, nor shall they receive any publications of the Association except by personal subscription.

SECTION 5. ASSOCIATE MEMBERS. Physicians may become Associate Members of MAG when they are recommended by their component medical societies or by the Executive Committee of the Medical Association of Georgia and they have met the criteria for Associate Members as established by the MAG Executive Committee. Associate Members need not be licensed to practice medicine in the State of Georgia. Associate Members may not vote nor hold office except that they may vote when serving as members of MAG committees on issues submitted to a vote of such committees.

SECTION 6. AFFILIATE MEMBERS. Persons in the following classes may become Affiliate Members:

(a) American physicians located in foreign countries or possessions of the United States, and engaged in medical missionary and similar education and philanthropic labors;

(b) Dentists, who hold the degree of D.D.S. or D.M.D., who are members of their state and local dental societies;
(c) Pharmacists who are active members of the Georgia Pharmacy Association;

(d) Veterinarians who hold the degree of D.V.M. and are members of the Georgia Veterinary Medical Association;

(e) Teachers of medicine who are not eligible for active membership.

All nominations must be made by the component county medical societies or the Executive Committee of the Medical Association of Georgia and approved by the Judicial Council of MAG.

Affiliate Members shall not be required to pay membership dues, and shall enjoy the privileges of the scientific meetings. Affiliate Members shall not have the right to vote or hold office, and shall not be entitled to receive any publication of the Association, except by personal subscription.

SECTION 7. HONORARY MEMBERS. Physicians and other persons who have risen to prominence in their professions may be elected to honorary membership by the House of Delegates. Nominations for honorary membership may be submitted to the House of Delegates by component county societies or the Judicial Council. These members shall enjoy the privileges of the Association but shall not vote or hold office; nor shall they receive any publication of the Association except by personal subscription.

SECTION 8. LIFE MEMBERS. A member in good standing who is 70 years of age (on or by January 1 of the current dues year) may be classified as a Life Member if the physician has been an active, dues paying member of any state medical society for at least 25 consecutive years and has been an active, dues paying member of this Association for at least two of those years and has notified the secretary of the Association his/her desire to be reclassified as such. Service in the Armed Forces during a national emergency or compulsory service under the Selective Service System or temporary service as a full-time commissioned medical officer in the Reserve Armed Forces shall count as part of the period of continuous years of dues-paying membership. All members classified as Life Members shall be excused from payment of Association dues and assessments. These members shall continue to receive the official publication of the Medical Association of Georgia without cost. All Life Members will be polled on an annual basis to determine whether they wish to continue to receive publications and make a contribution.

SECTION 9. STUDENT MEMBERS. Any person may become a Student Member of this Association upon proof that such person is a student in good standing at a medical school approved by the Liaison Committee on Medical Education or the Committee on Colleges, the Commission on Osteopathic College Accreditation (COCA) of the American Osteopathic Association. Student Members may not vote nor hold office except that they may vote when serving as members of MAG committees on issues submitted to a vote of such committees, and when serving as a voting Delegate representing the Medical Student Section in the House of
Delegates and when serving as a voting Director representing the Medical Student Section on the Board of Directors.

SECTION 10. EXPULSION AND REINSTATEMENT

(a) Expulsion. Any applicant to or present member of MAG judged guilty of a crime involving moral turpitude, or convicted of a felony, or whose license has been suspended or revoked by the Composite State Board of Medical Examiners shall immediately referred to the Judicial Council who will recommend whether that physician should be expelled from MAG or denied admission to MAG.

Upon MAG’s receipt of official written notice from the component society or from the Executive Committee of the Medical Association of Georgia that a member has been judged guilty of a crime involving moral turpitude, or convicted of a felony, or upon notice from the Composite State Board of Medical Examiners that a member's license to practice has been suspended or revoked, that physician's name shall be referred to the Judicial Council to determine if that physician should remain a member of MAG.

(b) Reinstatement. Any physician interested in being reinstated as a member of MAG shall be reinstated at the discretion of the MAG Judicial Council. Documents that may be considered by the Judicial Council, include, but are not limited to, a recommendation for membership or reinstatement from that person's component county medical society or, in the case of a Direct Member, from the Executive Committee of the Medical Association of Georgia, and upon satisfaction of all other MAG membership requirements.

A member expelled from membership in the Association shall have none of its privileges during the period or after expulsion.

SECTION 11. JURISDICTION

(a) It shall be the policy of this Association and its component county medical societies that its members who belong to a component county medical society shall belong to the component society that is based in the county where the physician resides or has his or her practice of the county contiguous to his or her residence or practice location.

(b) If physicians reside and/or practice in other states, they may belong to county medical societies in Georgia, as long as they are members of and in good standing in the state medical associations in their states of dominant practice. Such membership shall be applied for through the county medical society in Georgia with which they wish to affiliate and all business shall be conducted through that county society and not MAG.

(c) If a member of MAG maintains multiple active component county medical society memberships, it is the duty and responsibility of the physician member to notify the Secretary of the Association via regular or electronic mail 45 days prior to the opening of the annual MAG
House of Delegates meeting as to which component county medical society the MAG member should be counted for MAG Delegate entitlement and Director entitlement purposes. Failure to comply with this notification requirement will result in the MAG member being automatically assigned to the component society of his or her residence.

(d) If a member of MAG temporarily moves to another state for continuing education, fellowship, additional residency, military service, or other reasons approved by the member's county medical society, the member may continue membership in MAG as long as the physician remains a member in good standing.

CHAPTER III - COMPONENT COUNTY SOCIETIES

SECTION 1. COUNTY SOCIETIES. A component county society shall consist of five or more active members and shall be chartered by the Association. Only one component county society shall be chartered in each county. In sparsely populated areas the House of Delegates shall have authority to organize the physicians of two or more counties into societies to be designated so as to distinguish them from district societies. These multi-county societies when chartered shall be entitled to all the rights and privileges provided for component county societies.

SECTION 2. NAMES OF SOCIETIES. The names and titles of each component county society shall read exactly as found in its charter. No change in such names shall be made without the approval of the House of Delegates of the Medical Association of Georgia.

SECTION 3. CHARTER. All county societies which have adopted principles of organization in conformity with the Constitution and Bylaws of the Medical Association of Georgia and whose constitution and bylaws have been submitted to and approved by the Board of Directors of the Association may receive charters. Such charters shall be provided and issued by the House of Delegates and signed by the President and Secretary. The House of Delegates shall have authority to revoke the charter of any component county society whose actions are in conflict with the letter or spirit of the Association's Constitution and Bylaws. Any component county society whose dues forwarded to the Association total less than five members for 12 consecutive full calendar months shall have its charter automatically revoked as of the next calendar year. Any society whose charter is thus automatically revoked may apply for a new charter by following the procedures established above.

SECTION 4. CUSTODY OF CHARTER. The charter of each component county society as issued by the Medical Association of Georgia shall be preserved in the custody of the secretary of such society at all times.

SECTION 5. PURPOSES. Each component county society shall promote the science and art of medicine and the betterment of public health in the county, constantly exerting its influence for bettering the scientific, moral, and material conditions of its members. Systematic efforts shall be made by each member, and by the society as a whole, to increase the membership until it includes every acceptable and eligible physician in the county or counties in its jurisdiction.
SECTION 6. DUTIES. Each component county society shall meet the minimum standards set forth in this Section. Each society shall: (a) meet one or more times a year, elect officers and select its delegates annually and report these officers to the headquarters office; (b) maintain an up-to-date constitution and bylaws in conformity with the Constitution and Bylaws of the Medical Association of Georgia and submit a copy of its constitution and bylaws, along with any amendments thereto, to the headquarters office for the Association's records; (c) maintain a Board of Censors and/or a Mediation Committee; (d) maintain minutes of each meeting in a permanent record book that will be available for inspection at all times; (e) maintain an accurate and up-to-date roster of its members and promptly notify the Association of any additions to or deletions from its membership; and (f) notify the Association of any action taken by the society or action known to the society taken by any other body which affects any member's eligibility for membership in the Association.

SECTION 7. DISTRICT SOCIETIES. In order to promote the best interests of the profession, the House of Delegates shall provide for the division of the State into districts and for the organization of all component county societies in the districts into district medical societies.

District societies shall have one or more meetings during the year and shall elect a Director and an Alternate Director as provided in these Bylaws. These district societies shall be organized for the best interests of the medical profession in Georgia and shall not necessarily conform with the boundaries of congressional districts. District Societies shall elect officers, adopt a constitution and bylaws in conformity with the Constitution and Bylaws of the Medical Association of Georgia and levy dues for the government of its own affairs. All district society members shall be members in good standing with their county medical society and MAG.

In cases where a component county medical society substantially covers the same territory as a district society, no district society need be organized and all references in these Bylaws to district societies shall be deemed to refer in such instances to the appropriate component county medical societies.

CHAPTER IV - GENERAL MEETINGS.

General meetings shall be held for the presentation and discussion of subjects pertaining to the science and art of medicine and the economic, regulatory and legislative issues that affect the practice of medicine. The general meetings shall be open to all members and guests who have complied with the applicable registration requirements.

CHAPTER V - HOUSE OF DELEGATES

SECTION 1. PURPOSE AND MEETINGS. The purpose of the House of Delegates is to be the chief policymaking and legislative body of the Association. The House of Delegates shall meet during the Annual Session at a time and place fixed by the Executive Committee. The House of Delegates may also meet in interim sessions and at such other times as may be necessary for the
transaction of the business of the Association. The time and place of these interim sessions will be determined by the Board of Directors. All sessions of the House of Delegates may be attended by all members of the association; provided, however, that members of the association that are not delegates may attend executive sessions of the House of Delegates only with the prior approval of the Speaker.

Special meetings of either the Association or the House of Delegates may be called by a two-thirds vote of the Board of Directors or upon written petition of one-third of the delegates of the House of Delegates, or upon written petition of one-fourth of the members of the Association.

SECTION 2. COMPOSITION. The House of Delegates is composed of members selected by component county societies and other members as defined in subsections (b) and (c) of this section.

(a) Component County Societies. For each 25 members, or fraction thereof, whose dues have been paid to the Association by December 31 of the preceding year, each component county society shall select, in accordance with their respective bylaws, one delegate and one alternate delegate, each of whom shall be a member in good standing of the Association, provided, however, that each component county society shall be entitled to at least one delegate and one alternate delegate. Life members shall be counted the same as dues paying members and included in the total for purposes of delegate apportionment. The secretary of each component society shall send a list of such delegates to be received by the Secretary of the Association not later than 45 days prior to the opening of the annual House of Delegates meeting.

(b) Sections: Each of the following sections are eligible to select delegates and alternate delegates who are not simultaneously serving as delegates or alternate delegates from any component county medical society or specialty society as provided in subsections (i-v):

(i) The Organized Medical Staff Section shall be comprised of physicians in large group physician-owned medical practices, physicians employed by any duly licensed hospital in Georgia, who holds a D.O. degree or an M.D. degree or its equivalent and who has an unrestricted license to practice medicine and surgery in Georgia, and is a member in good standing of the Medical Association of Georgia. The Section shall be entitled to one voting delegate and one alternate delegate.

(ii) The Resident Physician and Fellows Section shall be comprised of physicians who are serving in Georgia Residency or Fellowship Training programs approved by the Accreditation Council for Graduate Medical Education, or by the American Osteopathic Association, and who are members in good standing of the Medical Association of Georgia. The Section shall be entitled to one voting delegate and one alternate delegate.

(iii) The Medical Student Section shall be comprised of medical students who are student members of the Medical Association of Georgia, enrolled in Georgia medical schools that
are accredited by the Liaison Committee on Medical Education, the Committee on Colleges, Bureau of Professional Education or American Osteopathic Association. The Section shall be entitled to one voting delegate and an alternate from each of the medical schools in Georgia which are accredited by the Liaison Committee on Medical Education.

(iv) The Young Physician Section shall be comprised of those active members of the Medical Association of Georgia who are under 40 years of age or within the first eight years of medical practice and are not residents or fellows. The Section shall be entitled to one voting delegate and one alternate delegate.

(v) The International Medical Graduate Section shall be comprised of Active members of the Medical Association of Georgia who are graduates of any medical college that is located in a foreign country and that is acceptable to the Judicial Council of the Association. The Section shall be entitled to one voting delegate and one alternate delegate.

(c) Specialty Societies. Each statewide specialty society representing a medical specialty recognized by the MAG Board of Directors, upon recommendation from the Executive Committee, and recognized by the American Board of Medical Specialties, shall be eligible for representation in the MAG House of Delegates if it contains at least 51 Active MAG members. Each such recognized specialty society shall be entitled to representation in the MAG House of Delegates in the following manner:

(i) Any such recognized specialty society having 51 to 200 Active MAG members shall be entitled to one delegate;

(ii) Any such recognized specialty society having 201 to 400 Active MAG members shall be entitled to two delegates; and

(iii) Any such recognized specialty society having more than 400 Active MAG members shall be entitled to three delegates.

If a recognized specialty society does not have 50 dues-paying specialty society members, it shall be entitled to one delegate if at least 60% of its members are Active MAG members. Any delegate representing a recognized specialty society must be a member in good standing of the Medical Association of Georgia, and not simultaneously a delegate or alternate delegate from any component county medical society or Section.

(d) The officers, the past presidents of the Association, the Editor of the Journal, delegates to the AMA and chairpersons of standing committees shall be ex-officio members of the House of Delegates without the right to vote.

(e) Vacancies: In the absence of, or the disability or disqualification of a Delegate from a county medical society, section or specialty society, the vacancy may be filled by the
President or Secretary of the respective county medical society, section or specialty society from among the members of the same county medical society, section or specialty society who are members in good standing of the Medical Association of Georgia, and not simultaneously a delegate or alternate delegate from any component county medical society or section.

SECTION 3. QUORUM. Forty of the registered members of the House of Delegates shall constitute a quorum.

SECTION 4. SELECTION & TERMS OF DELEGATES.

(a) Component County Societies. Delegates to the House of Delegates shall serve for a term of one to three years as set forth in each component county medical society’s respective bylaws.

(b) Sections. The Organized Medical Staff Section, Resident Physician and Fellows Section, Young Physician Section and International Medical Graduates Section shall select, in accordance with their respective policies and procedures, delegates annually from their membership. Medical Student Section delegates shall be selected by the section from the student representatives to the House of Delegates.

(c) Specialty Societies. Delegates shall be selected by their respective specialty societies in accordance with their specialty society’s bylaws.

SECTION 5. ORGANIZATION

(a) Speaker of the House of Delegates and Vice Speaker of the House of Delegates. The House of Delegates shall be presided over by the Speaker, or in the absence of the Speaker, by the Vice Speaker. In the absence of the Vice Speaker, the Speaker may designate a delegate to serve in that capacity for the duration of the meeting. In the absence of both, the President shall nominate two delegates to serve as Speaker and Vice Speaker who the House of Delegates will confirm. The Speaker and Vice Speaker shall be elected every second year at the second session of the House of Delegates during the Annual Session, and their terms of office shall commence immediately upon the adjournment of the House of Delegates.

The duties of the Speaker of the House of Delegates shall be to: (1) preside over all meetings of the House of Delegates; (2) serve as a member of the Board of Directors and the Executive Committee; (3) preserve order at all meetings of the House of Delegates and follow proper parliamentary procedure; (4) validate the representation of each component society by the Credentials Committee at the time of each meeting and to fill such vacancies as may occur as set forth in Chapter V, Section 2 of these Bylaws. Such temporary appointees shall be Medical Association of Georgia members of the component society having the vacancy; (5) appoint the House of Delegates Reference Committees, Credential Committee, Late Resolution Committee, Tellers, Parliamentarians, and any other committees considered necessary; (6) coordinate with the Executive Director regarding all aspects of the Annual Session such as times of events, staff
allocation, and location of events; (7) chair the Annual Session Committee.

The Vice Speaker of the House shall: (1) assist the Speaker and preside over the House of Delegates in the absence of the Speaker. In the event of the Speaker’s death, resignation, or inability to serve, the Vice Speaker shall succeed the Speaker for the unexpired term; (2) serve as a member of the Board of Directors and Executive Committee concurrent with that term of office.

(b) Secretary. The Secretary of the Association shall be the Secretary of the House of Delegates or, in the absence of the Secretary, a delegate appointed by the Speaker of the House of Delegates shall serve as Secretary of the House of Delegates.

(c) Committees. The Speaker of the House of Delegates shall appoint, from delegates and alternate delegates of the House of Delegates, the Reference Committees, the Credentials Committee, and other committees considered necessary for the proceedings of the House of Delegates. Any members of the Association may speak in a reference committee and attend open sessions of the House of Delegates as an observer. Any guests or non-members may attend and/or speak at reference committee meetings only with the permission of the Speaker. Any member of the Association may be appointed to serve on a committee created for a special purpose. Such members who are not delegates of the House of Delegates shall have the right to present their reports in person and to participate in debate, but shall not have the right to vote.

SECTION 6. PROCEDURE. The deliberations of the Association shall be conducted in accordance with the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure unless contrary to the Association’s Constitution and Bylaws or procedures of the House of Delegates.

(a) Order of Business. The general order of business at all meetings of the House of Delegates shall be: (1) call to order by the Speaker; (2) invocation and welcome; (3) introduction of guests; (4) Credentials Committee Report (5) adoption of the minutes; (6) nominations and elections of officers; (7) unfinished business; (8) new business. At any meeting, the House by majority vote may change the order of business. New business may be introduced at the final session of the House of Delegates only when such business is of an emergency nature or introduced by unanimous consent.

(b) Reports and Resolutions. All reports and resolutions received prior to the first session of the House of Delegates shall be referred by the Speaker to the appropriate reference committee before action is taken by the House of Delegates. Reports that contain no recommendations shall be referred at the discretion of the Speaker or upon a formal request for referral made by a Delegate from the floor of the House of Delegates. Reports that are not referred shall be filed and received for information only; provided, however, that the report of the annual budget and the management of the Association’s finances shall be referred by the Speaker to the appropriate reference committee notwithstanding the absence of a recommendation.
(i) Resolutions from Sections. Notwithstanding any deadline established for the introduction of resolutions to the House of Delegates, the sections authorized in the Constitution shall have the right to adopt resolutions at their meetings immediately preceding the House of Delegates and to have their resolutions introduced at the opening session of the House.

(ii) Resolutions Not Requiring Constitution or Bylaws Changes. Any resolutions not requiring Constitution or Bylaws changes may be submitted by any member of the Medical Association of Georgia through their delegates to the House of Delegates, no less than 48 hours prior to the first session of the House of Delegates.

(iii) Resolution Requiring Constitution and Bylaws Changes. Amendments to these Bylaws or to the Constitution shall be made in accordance with Chapter XIII of these Bylaws.

CHAPTER VI - BOARD OF DIRECTORS

SECTION 1. PURPOSE AND MEETINGS

(a) General Duties. The Board of Directors shall be the fiduciary and the executive body of the association, and between sessions of the House of Delegates, shall exercise the power conferred on the House of Delegates by the Constitution and Bylaws. The Board of Directors shall provide such headquarters for the Association as may be required to conduct its affairs. The Board of Directors shall by appointment fill any vacancy in office, not otherwise provided for, which may occur during the interval between Annual Sessions of the Association. The appointee shall serve until a successor has been elected and installed. The Board of Directors shall authorize the payment of all necessary expenses incurred by the officers of the Association in the performance of their duties, except those incurred during the Annual Session. The Board of Directors, also, may authorize a special fund to be made available to the President of the Association, who may expend all or any part of it, without restriction, for the good of the Association.

(b) Specific Duties. The Board of Directors shall control and direct all Association publications.

(c) Meetings. The Board of Directors shall meet at the close of the Annual Session to organize. Between the organizational meeting of the Board of Directors and the following Annual Session, the Board of Directors shall meet a minimum of three times, the time and place of such meetings to be determined by the Board of Directors. Special meetings of the Board of Directors may be held on the call of the President, or of the Secretary upon request of eight or more members of the Board of Directors.

SECTION 2. COMPOSITION.
(a) The Board of Directors is composed of: (i) the President, the President-elect, the First
Vice President, Second Vice President, the Secretary and the Treasurer; (ii) the Immediate Past
President, who shall serve as a full member of the Board of Directors for a period of three years,
commencing with the year in which said person becomes the Immediate Past President (such
that, at any one time, the Past Presidents from the immediately preceding three years shall be
members of the Board of Directors); (iii) the Speaker of the House of Delegates, and the Vice
Speaker of the House of Delegates; and (iv) Directors and/or Alternate Directors, who shall be
selected in accordance with this Section 2, and (v) Chairman of the Council on Legislation and
Chairman of the Georgia Delegation to the AMA, or in his absence, the Vice Chairman. With the
exception of the Chairman of the Georgia Delegation to the AMA, delegates and alternate
delegates to the AMA, association members who are past presidents of the AMA, Editor of the
Journal, and past presidents other than the three immediate past presidents shall be ex-officio
members of the Board of Directors without the right to vote.

(b) Directors and Alternate Directors are selected as follows:

(i) Subject to the provisions of subsequent subparagraphs of this Section, each
component county medical society having the requisite number of active members (who
are not in arrears in the payment of dues or assessments to the Association) and Life
Members, as indicated in the following table, shall be entitled to have the indicated
numbers of Directors and Alternate Directors directly representing each such society:

<table>
<thead>
<tr>
<th>Number of Active and Life Members</th>
<th>Number of Directors and Alternate Directors</th>
</tr>
</thead>
<tbody>
<tr>
<td>100-399</td>
<td>1</td>
</tr>
<tr>
<td>400-999</td>
<td>2</td>
</tr>
<tr>
<td>1,000-1,499</td>
<td>3</td>
</tr>
<tr>
<td>1,500-1,999</td>
<td>4</td>
</tr>
<tr>
<td>2,000 or more</td>
<td>5</td>
</tr>
</tbody>
</table>

(ii) If a district society has no component county medical society which has separate
representation, then it is entitled to one Director and one Alternate Director to be elected
by the members of the district society.

(iii) If a district society has one component county medical society which has separate
representation with more than 50 active members who are not members of the component
county medical society entitled to separate representation, then the district society is
entitled to one Director and one Alternate Director to be elected by all of the members of
the district society who are not members of the component county medical society which
has separate representation if these members number more than five (5).

(iv) If a district society has one component county medical society entitled to separate
representation with less than 50 active members who are not also members of the
component county medical society entitled to separate representation, then the component
county medical society is entitled to one less Director and one less Alternate Director than the number provided above and the district society is entitled to one Director and one Alternate Director to be elected by all members of the district society including the members of the component county medical society which has separate representation. The Director and Alternate Director elected to represent the district society must be persons not affiliated with the component county medical societies entitled to separate representation. The component county medical society entitled to separate representation shall maintain at least one Director and one Alternate Director.

(v) If a district society has two or more component county medical societies entitled to separate representation with more than 50 active members who are not also members of component county medical societies entitled to separate representation, then the component county medical societies are entitled to the number of Director and Alternate Directors as provided above and the district society is entitled to one Director and one Alternate Director to be elected by the members of the district society who are not also members of any one of the component county medical societies which has separate representation if these members number more than five (5).

(vi) If a district society has two or more component county medical societies entitled to separate representation with less than 50 active members who are not also members of a component county medical society entitled to separate representation, then each component county medical society with the exception of the smallest component county medical society entitled to separate representation shall be entitled to the number of Directors and Alternate Directors provided above. The smallest component county medical society entitled to separate representation is entitled to one less Director and one less Alternate Director than the number provided above and the district society is entitled to one Director and one Alternate Director to be elected by all members of the district society. The Director and Alternate Director elected to represent the district society must be persons not affiliated with the component county medical societies entitled to separate representation. All component county medical societies entitled to separate representation shall maintain at least one Director and one Alternate Director.

(vii) In the event of a membership surge that provides for an increase in representation on the Board of Directors by a component medical society, the component medical society may seat the added representative immediately prior to the election cycle and notification of such election results shall be forwarded to the House of Delegates at the next annual session.

(viii) The Young Physician Section of the Association shall be entitled to a Director and an Alternate Director representative on the Board of Directors, said officers to be elected annually by the members of the Young Physician Section.

(ix) The Medical Student Section of the Association shall be entitled to a Director and an Alternate Director representative on the Board of Directors, said officers to be elected
annually by the members of the Medical Student as the Chair and Vice Chair, respectively, of the Medical Student Section.

(c) Non Voting Members of the Board of Directors. Alternate Directors shall be members of the Board of Directors without the right to vote except in the absence of the Director from their respective Districts. In the case of a District with multiple Directors, any Alternate from that District may vote in the absence of any Director from the same District. Delegates and Alternate Delegates to the American Medical Association, Association members who are past presidents of the American Medical Association, the Editor of the official publication of the Medical Association of Georgia, Past Presidents other than the three Immediate Past Presidents shall be ex-officio members of the Board of Directors without the right to vote.

SECTION 3. QUORUM. A majority of members of the Board of Directors entitled to vote shall constitute a quorum.

SECTION 4. ELECTIONS AND TERMS OF DIRECTORS.

(a) Terms. The terms of Directors and Alternate Directors shall be three years and shall be staggered in accordance with arrangements approved by the Board of Directors so that as nearly as possible one-third of the Directors and Alternate Directors shall be elected each year. Directors and Alternate Directors serving on the Board of Directors shall be active dues paying members.

(b) Election. In accordance with the provisions of Chapter VI, Section 2(b), district societies and component county medical societies entitled to director representation by one or more directors and alternate directors shall, in appropriate years according to the terms of their respective directors and alternate directors, elect directors and alternate directors prior to the Association’s Annual Session and in accordance with the district society’s and component county medical society’s constitution and bylaws. The Secretary of such societies shall forward to the secretary of the Association, not later than fifteen (15) days before the Annual Session, written notice of the results of such elections. In the absence of timely notice of election of a particular director or alternate director, nominations and elections of such directors or alternate directors shall be made by the members of the House of Delegates at the Annual Session, provided that the persons nominated and elected to such offices shall be members of the society which otherwise would have elected such directors and alternate directors.

(c) Vacancies. If a director dies, resigns, or is unable, either temporarily or permanently, to fill effectively the office of director as determined by the Judicial Council and confirmed by a four-fifths vote of those voting members of the Board of Directors present at the Board’s subsequent meeting, he shall be succeeded in such office until the next Annual Session by the alternate director of the district society or the component county medical society which he represents, or until the Judicial Council determines that he or she is once more able to effectively fill the office of director. If an alternate director dies, resigns or is unable to fill effectively the office of alternate director, or is serving as director pursuant to the provisions of the immediately preceding sentence of this section, until the next Annual Session, the person to fill the vacancy so
created shall be elected from among qualified members of the district society or the component county medical society which the Alternate Director whose office is being filled represented. In lieu of the foregoing provision, the district medical society or the component county medical society may elect at its discretion, a successor or successors from among the qualified members of the district or component county medical society. Both the new director and alternate director shall only serve until the next Annual Session at which time notice of election from the district society or the component county medical society will be presented to fill out the balance of the terms for which the original director or alternate Director was elected. Such interim notices of election shall be forwarded in like manner as regular notices of election for director and alternate director. In the absence of such timely notices of election, such interim elections for the balance of such terms shall be filled by the members of the House of Delegates at the Annual Session.

(d) Duties of Directors and Alternate Directors. Each director shall be organizer, and peacemaker for the district represented by the respective director. The director shall visit each county in the respective district at least once a year for the purpose of organizing component societies where none exist, for inquiring into the conditions of the profession, and to keep in touch with the activities of, and to aid in the betterment of the component societies in that district. The director shall submit an annual report at the Annual Session of the House of Delegates, listing membership data of each component society within the respective district and describing the work and the condition of the profession of each county in that district. The alternate director shall assist the director in the performance of duties.

SECTION 5. ORGANIZATION OF BOARD.

(a) Officers

(i) Chairman & Vice Chairman. A Chairman and a Vice-Chairman of the Board of Directors shall be elected annually by the Board of Directors and shall be chosen from among the Directors. Their election shall take place at the organizational meeting of the Board of Directors immediately following the annual session of the House of Delegates. They shall serve for one year, but may not serve more than three terms. The Chairman or, in his absence, the Vice-Chairman, shall preside over meetings of the Board of Directors and shall appoint all necessary committees of the Board of Directors.

(ii) Secretary. The Secretary of the Association shall serve as Secretary of the Board of Directors, or, at the Secretary's request, the Board of Directors may designate the Executive Director to serve in this capacity.

(b) Executive Committee. The Board of Directors shall have an Executive Committee as provided for in Chapter VII of these Bylaws.

SECTION 6. PROCEDURES. The deliberations of the Board shall be conducted in accordance with the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure unless contrary to the Association’s Constitution and Bylaws or
procedures of the House of Delegates.

CHAPTER VII - EXECUTIVE COMMITTEE

SECTION 1. PURPOSE AND MEETINGS. The purpose of the Executive Committee is to be the fiduciary of the House of Delegates and the Board of Directors in between meetings of the Board of Directors and House of Delegates.

(a) Duties. The Executive Committee shall: (1) make recommendations to the Board of Directors; (2) carry out such items of business as are referred to it; (3) appoint all Association committees, including chairman; (4) nominate members of all boards required by the law of the State of Georgia all such recommendations being subject to confirmation by the Board of Directors; (5) have the authority and power of the Board of Directors between meetings of the Board of Directors; (6) be empowered to select an executive director who shall be responsible to the Executive Committee for the operations of the headquarters office, subject to the approval of the Board of Directors; (7) direct the Executive Director in carrying out the mandates and policies of the Board of Directors and the House of Delegates; (8) develop and evaluate the strategic directions of the Association on an annual basis, including a meeting during the first half of the MAG fiscal year with committee chairs to gather input, make recommendations to the Board of Directors as appropriate, and submit an annual report to the House of Delegates; (9) determine the terms of employment and salary of the Executive Director. The Compensation Subcommittee shall recommend compensation to the Executive Committee after a review of the performance of the Executive Director. Such review will be based upon the job description and objectives performance criteria developed by the Compensation Subcommittee; and (10) except as otherwise provided in these Constitution and Bylaws, provide oversight of all MAG communications, whether printed, electronic or otherwise.

(b) Meetings. The Executive Committee shall meet as frequently as necessary to conduct Association business between meetings of the Board of Directors. The Executive Committee may meet by teleconference, provided that adequate notice is given and a quorum is met.

SECTION 2. COMPOSITION. The Executive Committee is a committee of the Board of Directors. The Executive Committee shall be composed of the President, the President-Elect, The Immediate Past President, the First Vice President, the Second Vice President, the Secretary, the Treasurer, the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, the Speaker of the House of Delegates and the Vice Speaker of the House of Delegates, the Chairman of the Georgia Delegation to the American Medical Association House of Delegates, or in his absence, the Vice Chairman, and the Chairman of the Council on Legislation. The President shall serve as the Chairman of the Executive Committee, and the President-Elect shall serve as the Vice-Chairman of the Executive Committee. In the event that neither the President nor the President-Elect can preside over an Executive Committee meeting, the meeting shall be chaired by the next available officer in the following order: Speaker of the House of Delegates, Chairman of the Board of Directors, First Vice President, Second Vice President, Vice Chairman of the Board of Directors, Vice Speaker of the House of Delegates. The Executive Committee
shall have a Compensation Subcommittee which shall be chaired by the MAG President, and shall be composed of the President, President-Elect, Immediate Past President, Speaker of the House of Delegates, Treasurer, and Chairman of the Board.

SECTION 3. QUORUM. At any duly called meeting of this Committee for which proper notice has been given, any six (6) members of the Committee shall constitute a quorum.

SECTION 4. ORGANIZATION

(a) President. The President shall (1) preside at all general meetings of the Association; (2) report to a general session of the Annual Session; (3) assist the Directors in improving the county and district societies as far as practicable; (4) serve as a member of the Board of Directors and as Chairman of the Executive Committee; (5) serve as a member of all committees of the Association with the authority to call a meeting of any committee when necessity demands it or after failure of the Chairman to do so. With the approval of the Board of Directors, the President may terminate any committee whose function has been fulfilled or replace any member of any committee who fails to show interest in performing the duties assigned; and (6) serve as an ex-officio member of the House of Delegates without the right to vote. The President, with the authorization of the Executive Committee, Board of Directors or House of Delegates, shall have the right to contract on behalf of the Association.

(b) President Elect. The President Elect shall be a member of the Board of Directors, shall serve as the Vice-Chairman of its Executive Committee, and shall be a member, ex-officio without the right to vote, of all standing committees. In order to become familiar with all the activities of the Association, it shall be the duty of the President Elect to attend all meetings of the Board of Directors and, when possible, the standing committees. The President Elect shall be an ex-officio member of the House of Delegates without the right to vote.

(c) Immediate Past President. The Immediate Past President shall serve as Immediate Past President for a term of one-year following the term of office as President and as such shall serve on the Board of Directors and its Executive Committee. The following two years the Immediate Past President shall continue to serve as a member of the Board of Directors.

(d) The Vice Presidents. The First Vice President and the Second Vice President shall be members of the Board of Directors. The Vice Presidents shall assist the President in the discharge of duties. The Vice Presidents shall be members of the Executive Committee, and shall attend all meetings. Upon request or in the absence of the President, the Vice-Presidents will preside over the general meetings of the Association in rotation with the exception of Executive Committee meetings. The Vice Presidents shall be ex-officio members of the House of Delegates without the right to vote.

(e) Secretary.

(i) The Secretary and the Executive Director shall attend the general meetings of the
Association and the meetings of the House of Delegates. The Secretary will keep the minutes of their respective proceedings. The Secretary shall be Secretary of the Board of Directors and its Executive Committee. The Secretary shall be an ex-officio member, without the right to vote, of the House of Delegates and all committees of the Association.

(ii) The Secretary, under the direction of the Executive Committee of the Board of Directors, shall be custodian of all Association record books and papers, conduct the official correspondence of the Association, maintain membership records, and provide for the registration of members at Annual Sessions. The Secretary shall collect the regular per capita assessment from the Association's members or the component societies in accordance with the provisions of Chapter X, Section 1 of these Bylaws, and shall make all required reports to the American Medical Association.

(f) Treasurer. Except as otherwise provided in these Bylaws, the Treasurer shall receive all funds of the Association together with bequests and donations. The Treasurer shall pay money out of the treasury only on authorization of the Board of Directors and shall furnish the audited financial statements to the Board of Directors at its last meeting of the calendar year. The fiscal year includes the period of time from January 1 to December 31 inclusive. A financial report shall be published in the official publication of MAG as soon as practicable after the end of each fiscal year. All checks for Association expenditures shall be signed by the Treasurer, Executive Director or his designee. Not less than quarterly, the Treasurer shall review all checks written in excess of $5,000.00. The Treasurer shall serve as the Chairman of the Committee on Finance.

The Treasurer shall be an officer of the Association and a voting member of the Board of Directors and of the Executive Committee of the Board of Directors. The Treasurer shall serve as Chairman of the Committee on Finance. The Treasurer shall be an ex-officio member without the right to vote of the House of Delegates. The Treasurer shall give bond in such sum as may be fixed by the Board of Directors, the premium on such bond to be paid by the Association. No person shall serve contemporaneously as both the Treasurer and the Secretary of the Association.

(g) Speaker of the House of Delegates. (See Chapter V, Section 5, Organization (a), Speaker of the House of Delegates and Vice Speaker of the House of Delegates.)

(h) Vice Speaker of the House of Delegates. (See Chapter V, Section 5, Organization (a), Speaker of the House of Delegates and Vice Speaker of the House of Delegates.)

SECTION 5. PROCEDURE. The deliberations of the Executive Committee shall be conducted in accordance with the most current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure unless contrary to the Association’s Constitution and Bylaws.

CHAPTER VIII -- ELECTION AND TERMS OF OFFICERS
SECTION 1. CRITERIA

(a) Officers must have been an active member of the Medical Association of Georgia for two years immediately prior to election. The Speaker and Vice Speaker of the House of Delegates shall be elected from among the members of the House of Delegates.

(b) An individual running for an office elected by a given constituency must divest himself or herself of any other office within the same organization that would be left vacant if he or she were successful in his or her candidacy for the new office. Such an individual must agree, at the time of announcing for candidacy, to resign from the currently held position at the earliest time at which another individual may fill the seat in a duly held regular election by the constituency, and regardless of the outcome of the election.

SECTION 2. PROCEDURE

(a) Procedure for nominations and election of officers. Nominations for President-Elect, Second Vice-President, Secretary, Treasurer, Delegates and Alternate Delegates to the American Medical Association, Speaker and Vice-Speaker of the House of Delegates in years when the predecessors' term of office are expiring, as well as of Directors and Alternate Directors with respect to whom notice of election has not been forwarded by the Secretary of the electing society to the Secretary of the Association not later than fifteen (15) days before the Annual Session and as required in Chapter VI, Section 4 of these Bylaws, shall be made by members of the House of Delegates orally from the floor at the first meeting thereof occurring in the Annual Session and no nominating or seconding speech shall exceed two minutes.

(b) The officers of the Association, with the exception of the Directors and Alternate Directors, shall be elected during the annual session. Elections of such officers shall be made by the official voting members of the House of Delegates. Such election shall occur as provided in the House of Delegates’ order of business at either session of the House of Delegates of the Annual Session. When the Executive Committee schedules the House of Delegates meeting, the Executive Committee shall indicate at which session the election will be conducted. Election of Directors and Alternate Directors shall occur in accordance with Chapter VI, Section 4 of these Bylaws.

(c) Terms of Office

(i) President. The President shall be elected annually and shall become President upon installation at the inaugural ceremony at the Annual Session, serving thereafter as President until the installation of a successor. The inauguration of the President may be held at any time during the Annual Session.

(ii) President Elect. The President Elect shall be elected annually and shall become President at the time of the next Annual Session. If the President-elect shall be unable to
serve, both a President and President-elect shall be elected at the appropriate annual session.

(iii) First Vice President. The First Vice President shall serve for one year.

(iv) Second Vice President. The Second Vice President shall be elected annually and shall become First Vice President at the time of the next Annual Session.

(v) Speaker and Vice Speaker. The Speaker of the House of Delegates and the Vice Speaker of the House of Delegates shall be elected from among the members of the House of Delegates and shall serve for terms of two years, provided each shall remain a duly elected delegate. No member shall hold the office of Speaker and Vice Speaker more than three consecutive terms.

(vi) Secretary. The Secretary shall serve a term of two years. No member shall hold the office of Secretary more than three consecutive terms.

(vii) Treasurer. The Treasurer shall serve a term of two years. No member shall hold the office of Treasurer more than three consecutive terms.

(d) Delegates and Alternate Delegates to the AMA. Delegates and Alternate Delegates to the American Medical Association shall be elected in accordance with the Constitution and Bylaws of the American Medical Association and shall be elected in accordance with the provisions of these Bylaws consistent therewith and the policies and procedures of the AMA delegation consistent therewith.

(e) If the President dies, resigns, becomes incapacitated or is removed from office, the President-elect shall immediately become President and shall serve for the remainder of the unexpired term and for the next full year thereafter. If the President-elect is unable to serve, then the Speaker of the House of Delegates shall fill the office for the remainder of the unexpired term.

In the event a catastrophic occurrence shall exhaust the aforementioned line of succession to the Presidency, the Vice Speaker of the House of Delegates shall be authorized to convene an emergency meeting of the House of Delegates for the purpose of naming an Acting President to serve until the next annual session. The Acting President, so named, shall have the powers and duties of the President during the term for which the Acting President is elected to serve. Should the Vice Speaker be unable to act, then five directors or any 10 delegates shall be authorized to convene the House of Delegates in emergency meeting.

(f) Vacancies.

(i) An officer of the Association may voluntarily resign his or her office, either permanently or temporarily, upon his or her incapacity to serve by serving notice to the
Chairman of the Board of Directors, and the Executive Director. Upon such resignation or temporary withdrawal from office, the officer shall be succeeded as set out in these Bylaws. If no provision is made in these Bylaws for the succession of such officer, the President may nominate, and the Board of Directors, by simple majority vote of those present, may select a replacement to serve until the next regular election or until the original officer resumes his or her office.

(ii) An officer of the Association may be removed from office, either permanently or temporarily, on the recommendation of the Judicial Council, confirmed by a simple majority vote of those present at the subsequent meeting of the Board of Directors. Specific notice to the Board of Directors as to the subject of removal to be addressed at a meeting must be issued as part of the meeting notice. Upon such removal, the officer shall be succeeded as set out in these Bylaws. If no provision is made in these Bylaws for the succession of such officer, the President may nominate, and the Board of Directors, by simple majority vote of those present, may select a replacement to serve until the next regular election.

CHAPTER IX - COMMITTEES

SECTION 1. STANDING COMMITTEES. The standing committees of the Association shall be as follows:

(A) Executive Committee of the Board of Directors
(B) Committee on Finance
(C) Judicial Council
(D) Committee on Constitution and Bylaws
(E) Committee on Annual Session
(F) Council on Legislation

(a) Committee on Finance

(i) Charge. The Committee on Finance shall cause to be audited all accounts of the Association. The Committee may designate a time that all committees shall submit their budgets for the following fiscal year. The Committee shall propose an annual budget for the fiscal year beginning January 1, and running through December 31. Such budget shall be subject to modification and approval of the Board of Directors.

(ii) Membership. The Chairman of the Board of Directors shall appoint from among its members a committee of at least seven members to be known as the Committee on Finance. The Treasurer shall serve as Chairman of the Committee on Finance.

(b) Committee on Constitution and Bylaws. The Committee on Constitution and Bylaws shall be responsible for the continuing study of the organization of the Medical Association of Georgia. It shall recommend to the House of Delegates and the Board of Directors, any
amendments or revisions which seem necessary or advisable. At least every five years the Committee on Constitution and Bylaws shall recommend revisions after a complete study of the organization of the Association and its Constitution and Bylaws. Proposed amendments shall be referred to the Committee on Constitution and Bylaws for recommendation before action thereon is taken by the House of Delegates.

(c) Committee on Annual Session. The Committee on Annual Session shall carry out the approved policies of the Association as they relate to the annual meeting as directed by the Board of Directors. It shall study and make recommendations concerning the Annual Session of the Association.

(d) Council on Legislation. The Council on Legislation shall continually review pending legislation, active bills, the need for particular legislation, recommend positions of policy to policy-making bodies of MAG and communicate the Medical Association of Georgia's position to the Georgia Congressional delegation and to State legislators.

(e) Judicial Council

(1) Charge. The functions of the Judicial Council shall be:

(a) To serve as the judicial authority of the Association. The decision of the Judicial Council shall be final, except as set forth in Chapter VI, Section 4, paragraph (c) and Chapter VII, Section 4, paragraph (g) (ii) of these Bylaws.

(b) To have original jurisdiction with respect to: (i) all questions involving membership as provided in Chapter II of the Bylaws; (ii) all controversies arising under the Association's Constitution and Bylaws and under the Principles of Medical Ethics to which the Medical Association of Georgia is a party; (iii) all controversies between two or more component societies or their members; (iv) the establishment of principles and interpretation of medical ethics; (v) the interpretation of the Constitution and Bylaws and policies of the Association; (vi) referrals from component county medical societies when such societies request that the Association assume original jurisdiction of the matter in behalf of such county societies, provided that the Judicial Council approves acceptance of original jurisdiction of such matters; (vii) direct appeals by complainants when the component county medical societies having original jurisdiction have not commenced investigation within thirty (30) days after receipt of a complaint; and (viii) interpretation and final judgment on all matters pertaining to the MAG Statement of Conflicts of Interest.

(c) To have appellate jurisdiction in questions of law and procedure but not of fact in all cases which arise within the Medical Association of Georgia and two or more of its component societies, between a member or members and the component society to which said member or members belong or between members of different component societies of the Association. Notice of appeal shall be filed with the Judicial Council within thirty (30) days of the date of the disputed decision and the appeal shall be perfected within sixty (60) days thereof; provided
however, that the Judicial Council, for what it considers good and sufficient cause may grant an additional thirty (30) days for perfecting the appeal.

(d) To receive appeals filed by applicants who allege that they, because of color, creed, race, religion, ethnic origin, national origin, or sex, have been unfairly denied membership in a component and/or constituent association, to determine the facts in the case, and to report the findings to the House of Delegates. If the Council determines that the allegations are indeed true, it shall admonish, censure, or, in the event of repeated violations, recommend to the House of Delegates that the component society involved be declared to be no longer a constituent member of the Medical Association of Georgia.

(e) To investigate general ethical conditions and all matters pertaining to the relations of physicians to one another or to the public, and make recommendations to the House of Delegates.

(f) To request the President to appoint investigating juries to which it may refer complaints or evidence of unethical conduct which in its judgment are of greater than local concern. Such investigating juries, if probable cause for action be shown, shall submit formal charges to the President, who shall appoint a prosecutor to prosecute such charges against the accused before the Judicial Council in the name and on behalf of the Medical Association of Georgia. The Council may acquit, admonish, suspend or expel the accused.

(g) To approve applications and nominate candidates for affiliate membership as otherwise provided for in these Bylaws.

(h) To investigate any request from any Delegate or component medical society for an officer's removal from office and to forward its recommendation pertaining to such a request to the Board of Directors for the Board's final decision.

(2) Membership. The Judicial Council shall consist of five active members. The members of the Council shall be elected by the House of Delegates on nomination by the President. No member, while serving on the Judicial Council, shall be a general officer of the Association, or hold any other elected or appointed position whatsoever in the Association. A member of the Judicial Council shall, however, be permitted to serve as a delegate or alternate delegate to the Medical Association of Georgia’s House of Delegates, and as a delegate, alternate delegate, or general officer of the American Medical Association.

(3) Terms of Service. Members of the Judicial Council shall be elected by the House of Delegates for terms of five years, so arranged that, at each Annual Session of the House of Delegates, the term of one member expires.

(4) Tenure. Members of the Judicial Council shall serve for no more than two terms, but a member elected to serve an unexpired term shall not be regarded as having served a term unless a term of three or more years has been served.
(5) Vacancies. Any vacancy occurring on the Judicial Council shall be filled at the next meeting of the House of Delegates. The new members shall be elected by the House of Delegates, on nomination by the President, for the remainder of the unexpired term.

(6) Rules and Regulations. The Judicial Council shall select a chairperson and vice chairperson, and it may adopt such rules and regulations, as it deems necessary and appropriate for the conduct of its affairs. These rules and regulations shall be in conformity with the Constitution and Bylaws of the Medical Association of Georgia.

SECTION 2. SPECIAL COMMITTEES. Special committees as required for the conduct of the business of the Association shall be instituted by the Executive Committee, and members thereof appointed only in the event that existing committees are not qualified or able to address a specific issue. All special committee appointments shall be made on an annual basis. Reports of committees requiring action by the House of Delegates shall be submitted prior to the Annual Session to assist in the coordination of all committee activities. Recommendations requiring action prior to the House of Delegates shall be submitted to the Executive Committee or the Board of Directors.

(a) Sunset. Each special committee shall be established for a period of one year from inception, after which time it will cease to exist unless re-established by action of the Executive Committee. The appointing authority shall conduct reviews of the committees, according to a regular schedule, in order to ascertain the need for their re-establishment.

SECTION 3. APPOINTMENTS AND TERMS OF COMMITTEE MEMBERS. All standing committee members will be recommended by the Executive Committee unless otherwise specified in the Bylaws. Standing committee members will be appointed for terms of 2 years and may not serve more than three terms, unless directed by specific action of the Executive Committee, or as otherwise specified by these Bylaws. Committee chairmen will not be subject to term limits, except the Council on Legislation chair, who shall be elected annually for no more than eight (8) consecutive years.

(a) Vacancies. If any committee member is unable, for any reason, to complete the term of service on a committee, a replacement shall be appointed for the remainder of the member's term, unless otherwise specified in the Bylaws. Replacements may be recommended by the committee chairmen and shall be appointed by the MAG President for the remainder of the un-expired term of office, unless otherwise provided in the Bylaws.

SECTION 4. REPORTS. All MAG committees have a continuing duty to provide information and submit reports to the Chairman of the Board of Directors, on matters relating to the areas of responsibility assigned to them under the provisions of these Bylaws.

CHAPTER X - FUNDS AND EXPENDITURES

SECTION 1. DUES AND ASSESSMENTS. The annual dues and assessments shall be
established by the House of Delegates upon recommendation of the Board of Directors and shall be levied per capita on the active members of the Association. They shall be payable on or before the commencement of the fiscal year for which they are established by the House of Delegates and in accordance with the next fiscal year's budget, unless a different due date is specified in the resolution adopted by the House of Delegates. Dues shall be paid in concert with the following procedures:

(a) All active members of the Association who are also members of component societies shall pay such dues and assessments in accordance with the following procedures: The secretary of each component society shall certify each year, on the date specified by the Secretary of the Association, its correct mailing addresses, and the amount of dues and assessments for the next fiscal year to be levied on its members pursuant to the constitution and bylaws of the component county society. The Secretary of the Association shall bill and collect from such members for dues and assessments due the Association and at the request of the secretary of any component society the dues and assessments due the particular component society. Within 60 days of receipt of such dues or assessments, the Secretary of the Association shall remit to the secretary of the particular component society all component society dues and assessments collected by such date from its members.

(b) Any physician qualified for membership under the provisions of Chapter II of these Bylaws as a Direct Member shall be billed by the Secretary of the Association for dues and assessments due to the Association set by the House of Delegates. The Secretary shall collect all such dues and assessments.

(c) Any member whose dues and assessments to the Association have not been paid for the annual membership dues year on or before thirty days after the commencement of that fiscal year shall stand suspended. Such members may be automatically reinstated provided all dues and assessments are paid no later than the end of that fiscal year. An active member who fails to pay dues and assessments for two or more consecutive years may be reinstated upon reapplication and payment of the current year's dues and assessments plus the payment of any mandatory assessment levied during his or her last year of membership.

(d) Any physician transferring to the Medical Association of Georgia from another state medical association shall be excused from paying current dues and assessments provided all dues and assessments to the state association from which the physician transferred have been paid. The record of payment of dues and assessments on file in the office of the Association shall be final as to the fact of payment by a member and as to that member's right to participate in the business and proceedings of the Association and of the House of Delegates.

(e) Any county society which fails to make the required report before the Annual Session of the Association shall be held suspended, and none of its members or delegates shall be permitted to participate in any of the proceedings of the Association or of the House of Delegates.
CHAPTER XI - EXECUTIVE DIRECTOR

The Executive Director shall be the administrative agent of the Association, of its Board of Directors, and of all its committees. The Executive Director shall be the executive agent of the Association transacting its business under the direction of the Executive Committee of the Board of Directors and shall be the directing manager of the headquarters office. When authorized by the Executive Committee, the Board of Directors, and/or the House of Delegates, the Executive Director shall have the right to contract on behalf of the Association. The Executive Director shall discharge the administrative functions of the Association not within the duties of the officers of the Association or its committees. The Executive Director shall keep the Association informed in regards to these non-professional matters affecting the medical profession. The Executive Director shall be responsible to the Executive Committee of the Board of Directors for the execution and carrying out of the policies of the Association and in that connection shall perform all specific tasks assigned by the Committees, the Board of Directors, the Officers of the Association, and/or, the House of Delegates.

The Executive Director shall be responsible to the Executive Committee of the Board of Directors and the Executive Director shall prepare a report on the activity and status of the headquarters office for the Executive Committee of the Board of Directors at each of their meetings to keep the Committee informed at all times.

CHAPTER XII - OFFICIAL PUBLICATION.

SECTION 1. OFFICIAL PUBLICATION. The Journal shall be the official publication of the Association.

SECTION 2. JOURNAL. The Board of Directors shall appoint an editor of the Journal and define the powers and duties of the Editor and Editorial Board, and shall appoint an Editorial Board annually. The Executive Committee shall provide oversight for the Journal of the Medical Association of Georgia.

SECTION 3. PUBLICATION OF PAPERS AND RECORD. All papers presented before the Annual Session shall be submitted to the Editor for consideration for publication in the Journal. Abstracts of transactions of the House of Delegates shall be published as early as practicable. Records and notices of component county and district society meetings may also be published, and consideration given to the publication of papers presented before such meetings.

CHAPTER XIII - AMENDMENTS

These Bylaws may be amended at any Annual Session by a majority vote of the House of Delegates provided an amendment shall be acted on not sooner than the day following that on which it was introduced.

Amendments to these Bylaws or to the Constitution may be proposed by action of the
House of Delegates, or by the Board of Directors, or the Executive Committee of the Board of Directors, or by the Committee on Constitution and Bylaws, or by any group of active members numbering five or more. Proposed amendments must be submitted to and received by the Constitution and Bylaws Committee not less than forty-five (45) days prior to the Annual Session at which they are to be acted upon. In an emergency situation and upon the affirmative vote of two-thirds of the Board of Directors, a meeting of the Constitution and Bylaws Committee shall be called to consider additional amendments to the Constitution and Bylaws following the expiration of the normal amendment introduction period ending forty-five (45) days prior to the Annual Session.

CHAPTER XIV - REPEALER

On the adoption of this Constitution and these Bylaws, all rules and regulations in conflict herewith are hereby repealed, provided that all officers, delegates, and committee persons now in office shall continue their incumbency until their successors are duly elected and installed or chosen as herein provided.
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<tr>
<th>Term</th>
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<tbody>
<tr>
<td>17</td>
<td>William Clark, M.D., Chairman</td>
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<td></td>
<td>Clark Eye Clinic</td>
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<td>Jill Clark</td>
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<td>Leonard Lichtenfeld, MD</td>
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<tr>
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<td>John S. Antalis, M.D.</td>
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<td>1114 Professional Boulevard</td>
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<td>Cathy Antalis</td>
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<td>Gainesville Eye Associates</td>
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Deborah
## 2016 MAG District Medical Society Officers

### District 1

<table>
<thead>
<tr>
<th>Name</th>
<th>Position</th>
<th>Address</th>
<th>Phone</th>
<th>Email</th>
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<tbody>
<tr>
<td>Aaron H. Davidson, M.D.</td>
<td>SECRETARY</td>
<td>911 E. Inman Street, Statesboro, GA 30458-5124</td>
<td>912.489.3678</td>
<td><a href="mailto:davidsoneye@frontiernet.net">davidsoneye@frontiernet.net</a></td>
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### District 2

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<tbody>
<tr>
<td>Sandra B. Reed, M.D.</td>
<td>PRESIDENT</td>
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### District 3

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<tbody>
<tr>
<td>Manoj H. Shah, MD</td>
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### District 6

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# 2016 Resident and Fellow Physician Section

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