

Approved May 22, 2013

**GEORGIA MEDICAL POLITICAL ACTION COMMITTEE
BYLAWS**

ARTICLE I

NAME AND DEFINITION

The name of this Committee is the Georgia Medical Political Action Committee (hereinafter referred to as the "Committee" or "GAMPAC"). It is a voluntary, non-profit, unincorporated Committee of individual physicians and others and is not affiliated with any political party. The Committee is an independent, autonomous organization, and is not a branch or subsidiary of any national or other political action committee. GAMPAC is the political action committee of the Medical Association of Georgia (hereinafter referred to as "MAG").

ARTICLE II

PURPOSES

- (1) To promote the involvement of physicians and others to take a more active and effective part in governmental affairs;
- (2) To educate physicians and others as to the understanding of how the three branches of government operate;
- (3) To advise physicians and others as to the evaluation of support of public office holders and candidates for election to public office;
- (4) To organize, promote, encourage and assist actions desirable for the purpose of effective political action;
- (5) To receive and accept contributions from individuals and corporations to the extent authorized by law;
- (6) To make contributions to candidates for public office as authorized by law; and
- (7) To do any and all things necessary or desirable for the attainment of the purposes stated above.

ARTICLE III

POLITICAL PHILOSOPHY

GAMPAC is a non-partisan committee of MAG created to support the physicians of the State of Georgia and the policies of MAG. GAMPAC will support the nomination and election of candidates to Georgia state and federal offices and current elected policy makers who seek, through responsible means, to further the mission, goals, and objectives of MAG.

ARTICLE IV

MEMBERSHIP, DUES, CONTRIBUTIONS AND ALLOCATIONS

Section 1. Members.

The GAMPAC Board of Directors, hereinafter referred to as “Board” or “GAMPAC Board of Directors”, shall establish membership categories and the eligibility requirements, rights and privileges and dues for each category of membership

Section 2. Fiscal Year.

The Board shall set the Fiscal Year.

Section 3. Contributions.

Contributions to GAMPAC shall be subject to the approval of the Board.

Section 4. Allocations of Funds.

The Board shall have supervision and control over the monies of GAMPAC. Such supervision and control may be delegated in accordance with written policies approved by the Board. Disbursement of funds shall only be upon approval of the Board pursuant to policies established by the Board.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Composition and Duties of the Board of Directors.

(a) Composition of the Board of Directors.

(1) The GAMPAC Board of Directors shall be comprised of as follows:

Appointed Members

(a) There shall be fourteen (14) members appointed by the MAG Executive Committee subject to the approval of the MAG Board of Directors. Appointees to the Board shall be made so that the Board is comprised of fourteen (14) physician members. In making these appointments, the MAG Executive Committee shall consider geographic representation, specialty and other considerations to assure the GAMPAC Board is representative of physicians across the state;

Ex-officio Members

- (b) the following ex-officio members with the right to vote regardless of the number of terms or years of service on the Board: MAG Chairman of the Council on Legislation, President of MAG, President of the MAG Alliance, any current or past Chairs of the AMPAC Board of Directors residing in Georgia who are active members of MAG, any current members of the AMPAC Board of Directors residing in Georgia who are active members of MAG, and the MAG Executive Director. The MAG Director of Government Relations shall serve as an ex-officio member of the Board without the right to vote.
- (2) At no time shall the Board have a majority of its members also serving on the MAG Executive Committee.
- (3) Members of the GAMPAC Board of Directors may make recommendations to the MAG Executive Committee of potential appointments to the GAMPAC Board of Directors, but the MAG Executive Committee shall not be bound by such recommendations. To be eligible as an appointed member of the Board, a candidate must have been a member of MAG and GAMPAC for the previous three consecutive years and meet any other requirements as set out in the GAMPAC Operating Policies and Guidelines.

(b) Duties of the Board of Directors.

- (1) Members of the GAMPAC Board of Directors shall serve without compensation.
- (2) The GAMPAC Board of Directors shall have general supervision and control over the policies and activities of GAMPAC. The Board shall establish and carry out all policies and programs of GAMPAC and shall make use and disbursement of GAMPAC funds only for the purposes defined herein.
- (3) Any appointed member of the Board who fails to attend at least 50% of the Board meetings in any one calendar year without an excuse acceptable to the Board shall be deemed to have resigned and shall be removed from the Board. A request for an excused absence shall be submitted to the Board in writing within thirty (30) days of the meeting in question.
- (4) Any member of the Board may be removed from office by a majority vote of the members present at a meeting of the MAG Board of Directors.

(c) Terms of Office.

Except for the initial adjustments of shorter terms needed to create staggered terms, appointed members of the Board shall serve a two (2) year term of office staggered so that one-half of the

Directors are appointed each year. Terms of office shall begin June 1 immediately following an appointment to the Board. An individual may serve no more than three (3) consecutive terms as a Director. After a two-year lapse, a former Director may be reappointed by the MAG Executive Committee subject to the approval of the MAG Board of Directors.

(d) Vacancies.

Any vacancy occurring on the Board shall be filled by the appointment of the MAG Executive Committee subject to the approval of the MAG Board of Directors. The term of office shall be for the unexpired portion of the term of the person replaced.

Section 2. Composition and Duties of Executive Committee.

(a) Composition of the Executive Committee.

There shall be an Executive Committee of the Board composed of the Board's Chairman, Vice-Chairman, Secretary-Treasurer, the President of MAG, Chairman of the Council on Legislation, President of the MAG Alliance, and the MAG Executive Director for a one year term which coincides with the term of Board members. Current officers shall continue to serve until their successors are duly selected by the GAMPAC Board. Vacancies shall be filled by the GAMPAC Board, unless otherwise provided (i.e., ex-officio members, MAG President, Executive Director).

(b) Duties of the Executive Committee.

The Executive Committee shall consider matters referred to it by the GAMPAC Board of Directors and shall report its findings and recommendations to the Board. The Executive Committee shall have all of the authority and powers of the GAMPAC Board of Directors between Board meetings. The Executive Committee shall study the needs and requirements of GAMPAC, and should engage in long-range planning. The Executive Committee shall also serve as a finance and audit committee and may authorize distribution of funds in accordance with these bylaws and policies subject to the authority of the GAMPAC Board of Directors.

Section 3: Quorums.

Eleven (11) members of the Board present and voting shall constitute a quorum of the Board of Directors. A quorum for the Executive Committee shall be four (4) members of the Executive Committee members present and voting. A majority of the members of any other committee present and voting shall constitute a quorum of that committee unless otherwise established by the Board, Executive Committee or committee. Members may attend meetings of the Board of Directors via teleconference. Meetings of the Executive Committee may be held by teleconference.

ARTICLE VI

OFFICERS OF THE BOARD OF DIRECTORS

Section 1. Designations, Elections and Terms of Office.

(a) In General.

The general officers of GAMPAC shall be a Chairman, Vice-Chairman, Secretary-Treasurer and such other officers as determined by the GAMPAC Board of Directors. They shall be elected by the members of the Board and shall serve for a term of one year beginning on June 1. No person may serve in any one office for more than three (3) terms. Vacancies shall be filled by the GAMPAC Board unless otherwise provided (i.e. ex-officio members, MAG President, Executive Director).

(b) The Chairman.

The Chairman shall be a physician and shall be an ex-officio member of all committees created by the Board or the Executive Committee. The Chairman shall preside at meetings of the Executive Committee and the Board of Directors. Unless otherwise stated in these Bylaws, the Chairman shall appoint all chairmen and members of committees, subject to the approval by the Board. In the absence of the Chairman or in the event the Chairman is unable to perform designated duties then the responsibilities and authority as conferred upon the Chairman by these Bylaws shall be vested with the Vice-Chairman. The Chairman, in addition to the Board and Executive Committee, may establish committees composed of any GAMPAC member of any category who is in good standing.

(c) The Vice-Chairman.

The Vice-Chairman shall assume all duties, responsibilities and authority of the Chairman in the absence of the Chairman or upon request of the Chairman and shall perform such other functions designated by the Chairman.

(d) The Secretary-Treasurer.

The Secretary-Treasurer shall maintain correct and complete records of the activities of GAMPAC. Such records shall include minutes of the meetings of the Board and of the Executive Committee. The Secretary-Treasurer shall also perform such other duties as are dictated by custom, parliamentary procedure and/or presented by the Board or Executive Committee. The Secretary-Treasurer shall also keep full and accurate accounts of all finances of GAMPAC; shall be responsible for preparing or having prepared all necessary reports required by law and for filing such reports in a timely manner. The Secretary-Treasurer shall provide an annual audit to the Board. The Secretary-Treasurer shall also disburse or cause to be disbursed all expenditures authorized by the Board or the Executive Committee and all necessary operating expenditures. The books shall be kept in such a manner that an audit could be obtained at any time. The Secretary-Treasurer shall make available to any Board member a copy of the GAMPAC annual financial report. In the absence of the Chairman and the Vice-Chairman, the

Secretary-Treasurer shall preside at the meetings.

ARTICLE VII

MEETINGS

Section 1. Annual Meeting.

There shall be an annual meeting of the Board which shall be held at a time and place to be selected by the Executive Committee. Ample notice of such meeting shall be provided to all members of the Board at least fifteen (15) days prior to such meeting.

Section 2. Other Meetings.

Other meetings of the Board shall be called by the Chairman on his/her own initiative or upon the written request of one-third of the members of the Board. The Executive Committee shall meet as necessary. Executive Committee meetings shall be called by the Chairman of the Board or upon the request of three (3) members of the Executive Committee.

Section 3. Conduct of Meetings.

The conduct of all meetings shall be in accordance with the procedures for such meetings provided in the then current edition of Sturgis' Standard Code of Parliamentary Procedure.

ARTICLE VIII

AMENDMENTS

These Bylaws may be altered, amended or repealed and a new Bylaws may be adopted by two-thirds of the members of the Board present and voting, provided that at least thirty (30) days written notice is provided to the members of the Board of the intention to alter, amend, repeal or adopt new Bylaws at such meeting.

ARTICLE IX

DISSOLUTION

GAMPAC may be dissolved by a two-thirds majority vote of the MAG Board of Directors. In the event of dissolution, the assets of GAMPAC shall be distributed, after payment of just debts and liabilities, in a manner as determined by the MAG Board of Directors.