

CONSTITUTION AND BYLAWS
OF THE MEDICAL ASSOCIATION OF GEORGIA

AS REVISED BY THE HOUSE OF DELEGATES AT THE
2020 ANNUAL SESSION

(Supersedes any MAG C&B prior to October 17, 2020)

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.

B Y L A W S

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/or 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. BENEFIT MEMBERS. Affiliate Members and the staffs of Independent Physician Associations, specialty societies, component medical societies, and state physician societies that work closely with MAG may become a Benefit Member, thereby granting them the ability to participate in insurance, financial services, and other benefits offered by MAG. Benefit Members shall not vote, have representation on MAG's Board of Directors, nor hold any office within the organization. Benefit Members will be required to pay annual dues as established by the Board of Directors and must sign a membership agreement barring use of MAG's name or their membership status in any unapproved communications or for advocacy purposes.

SECTION 11. 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 be 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 12. 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.

SECTION 8. FAILURE TO MEET CHARTER REQUIREMENTS. Where a county or district medical society fails to meet the requirements outlined in Section 6 under this chapter, MAG will operate the society as a subsidiary.

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) State Physician Associations. Georgia State Medical Association, the Georgia Association of Physicians of Indian Heritage, the Georgia Chapter of the Association of Nigerian Physicians in America, and the Association of Physicians of Pakistani Descent, shall be eligible for representation in the MAG House of Delegates if it contains at least 51 Active MAG members. Each above listed state physician association shall be entitled to representation in the MAG House of Delegates in the following manner:

(i) Any listed state physician association having 51 to 200 Active MAG members shall be entitled to one delegate;

(ii) Any listed state physician specialty association having 201 to 400 Active MAG members shall be entitled to two delegates; and

(iii) Any listed state physician association having more than 400 Active MAG members shall be entitled to three delegates.

If a listed state physician association does not have 50 dues-paying state physician association members, it shall be entitled to one delegate if at least 60% of its members are Active MAG members. Any delegate representing a listed state physician association 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, specialty society, or Section.

(d) 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.

(e) 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.

(f) 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.

(c) Majority Needed to Change MAG Policy. In order to be adopted, a policy change must obtain at least 60 percent of the eligible voting members. A proposed policy change receiving more than 50 percent but less than 60 percent shall be referred to the Board of Directors for further policy determination.

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:

| Number of Active and Life Members | Number of Directors and Alternate Directors |
|--------------------------------------|--|
| 100-399 | 1 |
| 400-999 | 2 |
| 1,000-1,499 | 3 |
| 1,500-1,999 | 4 |
| 2,000 or more | 5 |

(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.

(x) The Resident Physician and Fellow 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 Resident Physician and Fellow Section.

(xi) The Organized Medical Staff Section of the Association shall be entitled to eight (8) Directors and eight (8) Alternate Directors on the Board of Directors, said officers to be elected annually by the members of the Organized Medical Staff Section. Those groups from which said directors and alternate directors are chosen must be: (a) group members of MAG, (b) group members of the county medical society (CMS) if a CMS is functioning in their geographic area of the state, and (c) represent diversity in size and geography.

(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 chairmen; (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 unexpired 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.