

**Constitution and Bylaws
of the Academy of Medicine of Cleveland & Northern Ohio**

CONSTITUTION

**Article I
Name**

The official name of this organization is The Academy of Medicine of Cleveland & Northern Ohio, hereinafter referred to as the “AMCNO.”

**Article II
Purpose**

The purpose of the AMCNO shall be to aid in the acquisition of medical knowledge; foster medical research; cultivate fraternal feeling among the members of the medical profession; secure harmonious relations among all interests making for the advancement of medical care in the city, county, state, and nation; promote public health; represent and advocate the interests of physicians and their patients; and further measures which promote the legitimate interests of the medical profession.

Mission Statement

“The mission of the AMCNO is to support physicians in being strong advocates for all patients and to promote the practice of the highest quality of medicine.”

**Article III
Membership**

Section 1. Eligibility. Any legally qualified and reputable Doctor of Medicine or Doctor of Osteopathy licensed to practice medicine in the State of Ohio, hereinafter referred to as a “Physician,” or an individual who has given notable service to medicine or who has been long active in the interests of the AMCNO, shall be eligible for membership in the AMCNO subject to any further provisions by this Constitution and Bylaws and to such rules and regulations as may be adopted by the Board of Directors. Members of the AMCNO shall abide by the principles of Medical Ethics of the American Medical Association and the Constitution and Bylaws of the AMCNO.

Section 2. Election. The manner of election of members and classification of members, including classes of nonvoting members and the qualifications thereof, shall be as hereinafter provided in the Bylaws.

**Article IV
Officers and Directors**

Section 1. Officers. The officers of the AMCNO shall be the President, the President-Elect, the Secretary-Treasurer, and the Chief Executive Officer.

Section 2. The Board of Directors. The management and control of the AMCNO shall be vested in the Board of Directors. There shall be not less than thirteen (13) nor more than twenty-four (24) in number (except as noted below in the Bylaws), one half of whom are elected each year to serve for a two (2) year term.

Section 3. Qualification. Candidates for all offices must be active members in good standing.

Section 4. Election. The election of officers and succession shall be as prescribed in the Bylaws.

Section 5. Vacancies. Vacancies in office shall be filled as prescribed in the Bylaws.

Article V Sections

The Board of Directors may sanction the formation of sections of the AMCNO representing the various special fields of medicine.

Article VI Meetings

Section 1. Call to Meeting. Meetings of the AMCNO members shall be held as called by the Board of Directors by action at a meeting or by a majority acting without a meeting. Any meetings of the AMCNO members can be held within or without the State of Ohio by authorized communications equipments if such equipment is available and when authorized in advance of the meeting by the President. Board members cannot participate in the voting process for election of officers via communications equipment.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall occur at least quarterly at a date, time and location determined by the President. Any meeting can be held by authorized communications equipment if such equipment is available and when authorized in advance of the meeting by the President.

Section 3. Annual Meetings of Members. The Annual Meeting of the AMCNO members may be held in May at a time and place fixed by the Board of Directors.

Section 4. Annual Meetings of Directors. The Annual Meeting of the Board of Directors may be held in March, April or May preceding the Annual Meeting of the AMCNO.

Section 5. Special Meetings. Special meetings of the AMCNO or of the Board of Directors may be called or the date of any regular or Annual Meeting may be changed by a majority vote of the Board of Directors, providing adequate notice of such meeting or change in date is given. In addition, a special meeting of the AMCNO or of the Board shall be called by the President or other officer upon filing with the Chief Executive Officer of a petition signed by at least ten percent (10%) of the voting members of the AMCNO which clearly specifies the purpose(s) of such meetings. Within fourteen (14) days of the receipt of such petition, the Chief Executive Officer shall give written notice to the Board of Directors or to the AMCNO members as specified in the petition, setting forth the purpose or purposes of such meeting and specifying

the time and place thereof, which time shall be not less than twenty-one (21) days nor more than sixty (60) days after the mailing of such written notice.

Section 6. Notice of Meetings. Notice giving the place, time and means by which voting members can be present and vote at the meeting can be made by means of authorized communications equipment or by mail, not less than ten (10) nor more than sixty (60) days before the meeting. Notice may be waived in writing before or after the meeting.

Section 7. Quorum. A quorum shall exist when:

- (a) Ten percent (10%) of Voting Members of the AMCNO are present at a regular or special meeting of the AMCNO.
- (b) A quorum for the Board of Directors shall consist of those present.

Article VII Amendments

Section 1. Recommendations. Amendments to this Constitution and/or the Bylaws must be recommended by:

- (a) a special Committee on Constitution and Bylaws,
- (b) the Executive Committee,
- (c) the Board of Directors, or
- (d) not less than ten percent (10%) of the total "Voting Membership" of the AMCNO and each proposed amendment must be sent in writing to the Secretary-Treasurer.

Section 2. Board Approval. At the first meeting of the Board of Directors following the receipt by the Secretary-Treasurer of each proposed amendment, the Secretary-Treasurer shall submit such proposed amendment to the Board of Directors for the Board's review and recommendations. The Board shall return such proposed amendment to the Secretary-Treasurer within sixty (60) days after the Board shall have received the same, together with any recommendations the Board may wish to make with respect to the adoption, rejection, or amendment of any such proposed amendment.

Section 3. Member Notice. Within sixty (60) days after the receipt from the Board of Directors of any such proposed amendment, the Secretary-Treasurer shall send to each member of the AMCNO by direct mail or any other publication, a copy of the proposed amendment and a copy of the recommendations, if any, of the Board of Directors with respect to the proposed amendment and also a notice stating the date on which final action will be taken by the AMCNO on such proposed amendment, which date must be at least thirty (30) days subsequent to the date of such notice.

Section 4. Final Amendment. The Constitution and/or the Bylaws may be amended by a majority vote of the Board of Directors, provided that the proposed amendment shall have been publicized to the membership at least thirty (30) days subsequent to the date of such notice.

BYLAWS

Article I Membership

Section 1. Determination of Qualification. The Academy of Medicine of Cleveland & Northern Ohio (the “AMCNO”) shall be the sole judge of the qualifications of its members. For the purpose of these Bylaws, the term “Physician” shall be deemed to refer to any legally qualified, reputable Doctor of Medicine or Doctor of Osteopathy licensed to practice medicine in the State of Ohio.

Section 2. Classification. The membership shall consist of the following classes:

(A) Voting Membership: All members of the AMCNO shall have the right to attend meetings of the AMCNO but only “Voting members” shall have the right to vote and hold office. Voting members may be active, corporate/group, active-limited, or non-active. Physician-in-training members shall constitute active members with limited vote as outlined in these Bylaws.

(1) Active membership: Active members shall consist of those Physicians who, at the time of the adoption of these Bylaws, are Active Members in good standing of the AMCNO; and those physicians who shall thereafter be elected to Active Membership in the manner hereinafter provided. Physicians in training shall be considered active members with voting privileges limited to committees and the Board of Directors as stated in Section 2.(B)(4) and their membership shall be approved and reviewed by the membership committee as outlined in these Bylaws.

Any physician who resides or has the major portion of his/her practice in northern Ohio (i) who meets the requirements of Section I of Article III of the Constitution of this AMCNO and (ii) who would not be in violation of the disciplinary rules of Article I, Section 5 of these Bylaws, shall be eligible for Active Membership. Interns and Residents shall also be eligible for this class of membership. Election to Active membership shall be conducted in the manner provided by Article 1, Section 3, of these Bylaws.

(2) Corporate/Group Membership: A medical partnership, group, corporation, specialty society, medical staff and other physician groups as approved by the Board are eligible for corporate/group membership in the AMCNO. Such corporate/group membership shall be at the discretion of the Board of Directors of the AMCNO.

(3) Active Limited Members: Active limited members shall be physicians who: (a) are full-time employees of any government agency and who receive no significant compensation from the private practice of medicine; (b) are engaged in full-time scientific research in connection with an accredited institution of learning and receive no significant compensation from the private practice of medicine; or (c) are engaged in post-graduate training in an institution approved for such training by the accreditation council for graduate medical

education, and who provide no direct patient care. Active limited members shall have the right to vote, hold office and all other privileges of membership.

(4) Non-Active Membership: Voting Members may be so classified as Non-Active for the following reasons:

(a) Prolonged illness.

(b) Absence from practice for post-graduate work.

(c) Retirement from practice. Non-Active classification may be granted by the Board for any of the above reasons; provided that when the conditions for which such a classification has been granted shall cease, the member shall be automatically returned to Active Membership. Non-Active Members residing outside of Northeastern Ohio shall not be entitled to a vote in elections of members of the Board.

(B) Non-Voting Membership. Non-voting members may be honorary, non-resident, allied, medical student, or associate, and physician-in-training, as follows:

(1) Honorary Membership: A person whom the AMCNO deems worthy of special honor. Honorary Membership may be granted to eligible persons by majority vote of the Board.

(2) Non-Resident Membership: Any physician who has the major portion of his/her practice in an area of the State of Ohio outside of Northern Ohio and who is of good professional standing and meets the criteria as outlined in Article I, Section 1, of these Bylaws may qualify as a non-resident member. Non-resident members may serve on committees as determined by the President and approved by the Board of Directors.

(3) Allied Membership; Qualifications: An Allied Member shall be one of the following: (A) A physician who resides or is employed in Northern Ohio who may or may not be licensed in Ohio and who is not actively practicing medicine; or, upon invitation, a person holding a Ph.D. degree or its equivalent working in the field allied to medicine, (B) a full-time teacher of medicine of the arts and sciences allied to medicine who is not a holder of a degree of Doctor of Medicine or Bachelor of Medicine, (C) a Doctor of Medicine not fully licensed to practice medicine in Ohio who is engaged in Ohio in research, public health, or administrative medicine; or (D) a podiatrist/dentist that is not part of a corporate/group membership category of the AMCNO. These individuals are eligible to become members of the AMCNO upon application and approval by the Membership Committee of the AMCNO.

(4) Physician-in-Training: A graduate in medicine or osteopathic medicine serving on a full-time basis in an American Medical Association-approved internship, residency, or fellowship in a hospital in Northern Ohio. Physicians-in-training may sit on the Board with vote or AMCNO committees with vote at the discretion of the President.

(5) Medical Student Membership: Student Members shall consist of those students in good standing who are pursuing the diploma of Doctor of Medicine or Doctor of Osteopathy in an approved medical or osteopathic college or institution in Ohio. Medical students may sit on the Board with vote or AMCNO committees with vote at the discretion of the President.

(6) Associate Membership: Those individuals who are employees of physician members of the AMCNO are eligible to become Associate Members upon application and approval by the Membership Committee of the AMCNO. Associate members of the AMCNO may attend all meetings of the association with the sponsoring physician representative but do not have the right to make a motion, vote or hold office in this association.

Section 3. Manner of Application and Election of Members.

(A) Application for Membership:

(1) Application Form Process - an individual seeking Active membership in this society shall be asked to complete an application form which may include, but not be limited to, (a) information necessary to prove employment status, physician group affiliation, professional training and experience, current licensure, and hospitals at which the applicant is a current member of the medical staff. If the applicant is part of a group application or does not complete the individual application form as requested the AMCNO may, at its discretion, obtain the information necessary to compile the key elements of an AMCNO application form from the group or other source.

(B) Verification of Information:

(1) Once an individual or group application is compiled the Board of Directors, the Membership Committee or an appointed employee of the society, at the Board's direction shall seek to collect and verify licensure status, medical staff status, and other information necessary to complete the application. If an application or group applicant is a member in good standing of the medical staff of a hospital within this county or another county, and/or has a valid Ohio medical license with no disciplinary actions pending and/or taken by the Ohio State Medical Board, the Board of Directors or the Membership Committee may terminate the investigation and verification of the applicant's credentials and qualifications and approve the application for membership.

The applicant shall be notified of any problems in obtaining the information required, and it shall be the applicant's obligation to obtain the required information if necessary.

(C) Action on Application and Election of Member:

(1) When collection and verification of all necessary information is accomplished, the information shall be submitted to the Membership Committee. The committee shall review the information and refer the applicant/group applicants to the Board of Directors with a recommendation. At its next regular meeting after receipt of the information, or as soon thereafter as is practicable, the Board of Directors shall consider the information, and (a) approve the application/group applicants for membership; (b) deny the application/group application for membership; or (c) return the application/group application for further investigation.

(2) If the application/group application is denied, the member shall have the right to notice and hearing as set forth in this Article I, Section 5, of these Bylaws. Whenever an applicant has been denied membership, no further application from the applicant may be considered for a year from the date of denial.

(3) If the application/group application is approved, the Board shall direct the Secretary to send notice of the approval to the applicant/group applicants and enter the applicant's name on the membership roll. A majority vote of the Directors present shall prevail in all actions pertaining to membership, except as provided in Article 1, Section 5, of these Bylaws.

Section 4. Application for Non-Voting Membership. Applications for non-voting membership shall include information necessary to prove employment status, physician group affiliation and licensure status as appropriate and such other information that the membership committee may reasonably request, based upon the non-voting membership category applied for by the applicant. The membership committee of the AMCNO will review all applicants for non-voting membership.

Section 5. Discipline of Members.

(A) Any Member of the AMCNO shall be subject to disciplinary measures provided for in Section 5(e) for violations including, but not limited to the following:

(1) Misrepresentation of any material fact in an application for membership or in any other information provided to the AMCNO;

(2) A plea of guilty to, or a judicial finding of guilt of, a felony;

(3) Commission of an act that constitutes a felony in Ohio regardless of the jurisdiction in which the act was committed;

(4) A plea of guilty to, or a judicial finding of guilt of, a misdemeanor committed in the course of medical practice;

(5) Commission of an act that constitutes a misdemeanor in Ohio regardless of the jurisdiction in which the act was committed, if the act was committed in the course of medical practice;

(6) A plea of guilty to, or a judicial finding of guilt of, a misdemeanor involving moral turpitude;

(7) Commission of an act that constitutes a misdemeanor in Ohio regardless of the jurisdiction in which the act was committed, if the act involves moral turpitude;

(8) Gross misconduct as a physician or as a citizen;

(9) Any violation of any of the provisions of the Constitution and Bylaws of the AMCNO, or Principles of Medical Ethics of the AMA, as amended from time to time;

(10) Failure to respond in writing, or in person, if requested, to any inquiry or summons from any duly constituted peer review committee of the AMCNO or failure to abide by or comply with a disciplinary measure;

(11) Any violation of the Medical Practice Act of the State of Ohio; or

(12) Such other unprofessional conduct or wrongdoing, which tends to bring the medical profession into disrepute.

If a physician is convicted of a felony in the course of the practice of medicine, the physician's AMCNO membership will be suspended subject to subsequent review by the Ethics Committee, or other adequate procedures as required by applicable Ohio and federal law. If an appeal of this conviction is successful, the member shall be reinstated in the AMCNO without dues penalty. For all purposes of this section, "conviction" shall include the entry of a plea of guilty or no contest.

(B) Any complaint, accusation or information regarding an action described in Article 1, Section 5(a) or similar wrongdoing by a member shall be referred to the Ethics Committee (as defined herein) of the AMCNO for review. Receipt of all complaints shall be promptly acknowledged and include a description of the procedures the AMCNO will follow in response to the complaint. The Ethics Committee may make a reasonable investigation, including requesting a written response from any involved physicians, and request additional information from the complainant before making any preliminary determination and recommendation, or obtain additional information from any other available sources. The Ethics Committee shall review the complaint, accusation or information to determine whether to (1) dismiss the complaint, accusation or information as unworthy of further investigation, (2) refer the complaint, accusation or information to the Board for disciplinary action, or (3) take other appropriate action as it may determine. The Ethics Committee may also refer issues directly to the Ohio State Medical Board or other outside agency in compliance with applicable Ohio and federal law. Such referral shall be reported to the Board.

(C) If the nature of the complaint, accusation or information regarding a member is deemed sufficient and the evidence is regarded as supporting the complaint, accusation, or information, the Ethics Committee shall prepare written charges and a recommended disciplinary measure. Such action shall be signed by one or more members of the Ethics Committee and filed with the Secretary-Treasurer. A majority vote of the entire membership of the Ethics Committee shall be required for presentation of formal charges to the Board. As soon as possible, and not later than ten (10) business days after such filing, the Secretary-Treasurer shall transmit by certified mail to the accused a written notice specifying:

- (1) that a professional review action has been proposed to be taken against the member;
- (2) the reasons for the proposed action and a copy of the charges;
- (3) the right of the member to request a hearing within thirty (30) days of the date of the notice by written request addressed to the Secretary-Treasurer; and
- (4) a summary of the rights and procedures to be followed during a hearing.

If a member requests a hearing in the time and manner described, a hearing shall be scheduled to commence not less than thirty (30) days nor more than ninety (90) days following the date of receipt by the Secretary-Treasurer of the request for a hearing. For good cause shown, a continuance of the hearing for such other period of time as the Board in its discretion may determine, may be granted to a complainant or accused. The Secretary-Treasurer shall send the

accused a notice stating the place, time and date of the hearing and a list of witnesses (if any) expected to testify at the hearing on behalf of the Ethics Committee; provided, however, that any such list of witnesses shall be preliminary in nature and may be supplemented or changed based on the facts and circumstances of a particular complaint, accusation or information by providing reasonable notice of such changes to the accused. If a member does not request a hearing in the time and manner described, the member shall be deemed to have waived any right to a hearing, and to have accepted the recommendation involved. The written charges and recommendation shall be forwarded to the Board for a determination of the appropriate action to be taken. The member shall have no further rights to a hearing or appeal unless the action of the Board differs from the recommendation of the Ethics Committee. If the action of the Board differs from the recommendation of the Ethics Committee, the Secretary-Treasurer shall notify the member of the Board's decision in accordance with the notice procedures set forth in this subsection (C) and the member shall be entitled to request a hearing on the Board's action in the manner described in this subsection (C).

(D) Upon receipt of a request for a hearing, the Board shall appoint a panel of individuals (the "Panel") to conduct the hearing who may be one or more members of the Board, provided such Panel members shall not be in direct economic competition nor have any other direct conflicts of interest with the accused and shall not be members of the Ethics Committee. The accused shall have the right to challenge a Panel member's right to serve on the Panel within ten (10) days of receipt of a notice of hearing. The Board, in its discretion, shall determine whether a challenged Panel member can continue to serve on such Panel. The hearing shall be conducted in such a manner as to ascertain all the facts fairly to the accused and the AMCNO without requiring compliance with the formal or technical rules and requirements, which ordinarily pertain to judicial proceedings. A member of the Ethics Committee shall present the charges against the accused, the evidence supporting these charges, and the Ethics Committee's recommendation for disciplinary action against the accused. The Board, the Panel and/or any committee shall have the right to representation by an attorney in connection with the disciplinary proceeding if such representation is deemed necessary by the Board. The right to representation shall include, but not be limited to, the right to address the Board, the Panel or a committee, to call, examine and cross-examine witnesses, to present evidence determined to be relevant regardless of its admissibility in a court of law and to submit a written statement at the close of the hearing. A record of the proceedings, evidence, and findings in the hearing before the Panel shall be made and filed in the records of the AMCNO. The Panel shall afford the accused the right: (1) to representation by an attorney or other person of the accused's choice; (2) to obtain a copy of the record of the proceedings, upon payment of any reasonable charges associated with the preparation thereof; (3) to call, examine and cross-examine witnesses; (4) to present evidence determined by the Panel to be relevant, regardless of its admissibility in a court of law; and (5) to submit a written statement at the close of the hearing. The accused shall have the right to receive the written decision of the Panel, including a statement of the basis for the decision. Such notice shall be furnished promptly to the accused by certified mail. The members of the Panel shall decide by a majority vote the guilt or innocence of the accused as charged. If the accused is found to have committed a disciplinary violation, such members of the Panel shall decide the disciplinary measure to be applied.

(E) The disciplinary measures that may be taken against a member shall be one or more of the following:

- (1) Censure;
- (2) An entry in the member's membership records;
- (3) Probation for a period to be determined, during which time the member's conduct shall be monitored and/or evaluated by the Board or an individual designated by the Board;
- (4) Suspension of membership for a period to be determined, during which time the member shall be denied the right to hold office, to vote, to serve on committees or to participate in the deliberations of the AMCNO, but shall retain all other rights and obligations, including payment of dues; provided, however, a suspended member shall be reinstated at the expiration of that time upon the submission by the suspended member of proof satisfactory to the Board that the suspended member has ceased and desisted from acts and practices of the nature described in the charges on which the suspended member was found guilty;
- (5) Expulsion from AMCNO membership and denial of all rights and privileges of the AMCNO effective as of the date of expulsion, provided, however, the Board may, in its discretion, permit an expelled member to reapply for membership on the same terms and conditions as an original applicant;
- (6) Referral to an impaired physician program; or
- (7) Such other corrective action as may be determined to be warranted by the Panel's findings, including, but not limited to, additional education or clinical training, and limitation of any privileges of membership to which members are entitled.

A majority vote shall be required for censure, probation and such other disciplinary actions as the Board may determine are appropriate; a two-thirds (2/3) vote shall be required for suspension, and a three-fourths (3/4) vote for expulsion.

(F) A decision of the Panel shall be subject to appeal before the full Board pursuant to adequate notice and hearing procedures as required by applicable state and federal law. Any such appeal shall be conducted solely to review errors committed during a hearing before a Panel and shall not constitute a hearing de novo. The President of the AMCNO shall preside at any such appeal. The Board shall have the jurisdiction to hear and determine such appeal and to affirm, modify, remand or reverse the decision of the Panel. Notice of such appeal shall be filed with the Secretary-Treasurer within thirty (30) days after the date of receipt of the certified mail notice of the Panel's recommendation. The Board shall have the authority to promulgate such rules and regulations relating to the conduct of a hearing under this subsection (F) as the Board deems necessary including rules and regulations to provide for the due process protection of the member involved.

(G) Disciplinary measures of suspension or expulsion may be published in the "Elections" column of the Northern Ohio Physician or other regular AMCNO publication for its membership. Publication of "censure" shall be decided for each case individually at the time of the hearing. If a member is suspended or expelled, a copy of the proceedings of the hearing, signed by the Secretary-Treasurer, shall be mailed to the executive office of the OSMB within fifteen (15) days after final action has been taken. Enforcement of such order of suspension or

expulsion shall be stayed until the expiration of the time allowed for perfecting an appeal, and thereafter shall be stayed during the pendency of any appeal that may have been timely filed.

(H) Once a complaint has been made against a member, or an accusation or other information has been received by the AMCNO regarding a possible violation of the disciplinary rules by such member, the AMCNO may complete any proceedings which have been initiated against such member in accordance with the procedures of these Bylaws even if the member has resigned. Failure of the accused to cooperate with the Ethics Committee in connection with its investigation, or to appear or be represented at a hearing, may be considered prima facie evidence of the validity of the charges, and the Board may, in accordance with the procedures described in this Section 5, impose any of the disciplinary measures set forth in Section 5(E), even if the member has resigned.

(I) Notwithstanding anything in these Bylaws to the contrary, membership and all disciplinary actions taken by any committee, Panel or the Board shall be in accordance with the applicable Ohio and federal laws, including but not limited to, such laws relating to any notice and hearing requirements, and the Board and/or the appropriate committee or Panel may adopt such further rules and regulations as are necessary or desirable to accomplish their duties hereunder. The appropriate committees or Panel and the Board may, in addition to the specific membership and disciplinary actions described in these Bylaws, take any other action permitted by such laws, including but not limited to, actions to limit any privilege of membership such as the AMCNO's referral service. The Secretary-Treasurer shall comply with all applicable Ohio and federal laws regarding the reporting of matters pertaining to members of the AMCNO to any appropriate governmental agency or department or other organization. After final action has been taken pursuant to this Section 5 and the member has either waived or exhausted any right to appeal, the Secretary-Treasurer shall report such disciplinary actions as are required to be reported to the state and federal authorities as required by Ohio Revised Code Section 4731.224 and the Health Care Quality Improvement Act of 1986, 42 U.S.C.S. Section 11, 101 et seq., and other applicable state and federal laws.

The proceedings and records, including any finding, recommendation, evaluation, opinion or other action relating to any disciplinary action conducted under this Section 5 by the Ethics Committee, a Panel, the Board or such other committee or group of individuals as may be authorized in accordance with these Bylaws to conduct a disciplinary action shall be privileged and confidential information in accordance with applicable federal and state law and shall not be disclosed by any person who was (1) in attendance at a meeting of the Ethics Committee, Panel, Board or other duly authorized committee or group of individuals, or (2) serving as a member of the Ethics Committee, Panel, Board or other duly authorized committee or body of individuals, except upon appeal in accordance with the rights set forth in these Bylaws or under such circumstances and to such extent as may be permitted or required by law.

Section 6. Appeals. Any member who has been subject to disciplinary measures in accordance with Section 5 shall have the right to appeal to the appellate committee of the AMCNO a disciplinary order of the AMCNO. Any such appeal shall be on questions of law and procedure only, and not on questions of fact. The party who appeals a disciplinary order shall bear all costs associated with producing a transcript of the proceedings. Such appeal shall be filed with the Board within sixty (60) days after the date of service upon the accused member of the AMCNO's order from which the appeal is taken; along with proof that a copy of such appeal

has been mailed to, or otherwise served upon, the President or Chief Executive Officer of the AMCNO.

As soon as practicable, and within forty-five (45) days after the filing of such appeal, or within such additional time as may be allowed by the appellate committee, the AMCNO shall file with the appellate committee a record of the AMCNO'S disciplinary proceedings regarding such accused member, including the original papers, documents, resolutions, and minutes, or copies thereof, relating thereto, and including a transcript of the proceedings, evidence, and findings in connection with the hearing or hearings on the charges against such accused member. With such record there shall be filed a certificate signed by the President or Secretary-Treasurer certifying that such record constitutes a complete, true, and correct record of the disciplinary proceedings before the AMCNO and further certifying that a true and correct copy of such record, and written notice of the filing of such record with the appellate committee or otherwise served upon such accused member.

Section 7. Termination of Membership. Membership in the AMCNO of a member whose certificate to practice medicine or surgery, or osteopathic medicine and surgery, has (i) expired, (ii) been revoked, (iii) been suspended, or (iv) been otherwise terminated, shall be canceled automatically as of the effective date of such expiration, revocation, suspension, or termination. If such a former member successfully appeals the revocation, suspension or other termination of his/her certificate and such certificate is reinstated, such physician's membership in the AMCNO shall also be reinstated as of the same date, without liability for dues during such intervening period. The provisions of this paragraph shall not apply to members who have retired from active practice.

Section 8. Exculpatory Provision. No person against whom an adverse action is initiated while such person is a member of the AMCNO including, without limitation, a member who has resigned, with respect to: (i) membership in the AMCNO; (ii) the rights and privileges of membership in the AMCNO; or (iii) a disciplinary violation pursuant to the provisions of Section 5 shall have any claim or cause of action against the AMCNO or against any officer, councilor, member, or employee of the AMCNO by reason of the institution, prosecution, or disposition of such charges or the hearing or consideration thereof.

Section 9. Transfer. Any member in good standing who is free from all indebtedness to the AMCNO, and against whom no written charges of the nature described in Section 5 hereof are pending, and who wishes to withdraw from the AMCNO, shall be granted a letter of recommendation upon request made by him/her to the Secretary-Treasurer. Such letter shall state the date of its issuance and the date on which the member associated himself/herself with the AMCNO, and it shall be signed by the President or the Chief Executive Officer. Such letter may be accompanied by a copy of the member's original application for membership in the AMCNO, for the information of any society to which the member may desire to apply for membership.

Article II Nomination and Election of Officers

Section 1. Eligibility and Right to Vote. To be eligible for election for the office of President Elect or Secretary-Treasurer, the nominee shall be an active member and shall have

served at least one year on the Board of Directors. Any outgoing member of the Board shall be eligible for election.

Section 2. Nomination of Candidates. The Executive committee shall prepare a slate of candidates for each elective position and submit it to the Board at least thirty (30) days prior to the election at the Annual Meeting of the Board of Directors. The President shall give the opportunity at the Annual Meeting of the Board of Directors for additional nominations from the floor for each of the elective offices; each nomination shall require two (2) recorded seconds.

Section 3. Election of Officers. At its Annual Meeting, the Board of Directors shall elect a President Elect and Secretary- Treasurer. All elections shall be conducted by ballot vote and a board member must be present at a meeting in order to vote. In the event no nominee receives a majority of the votes, the nominee with the lowest number of votes shall be dropped and a new ballot taken. This procedure shall be continued until one of the nominees receives a majority of all votes cast, when he/she shall be declared elected. The President of the AMCNO shall not vote except in case of a tie; in that event the President will vote on the next ballot.

Section 4. Installation and Term of Office.

(A) The President Elect shall be formally inducted into the office of President at the Annual Meeting of the AMCNO to be held in the calendar year succeeding the year of election. The President Elect shall assume the duties of President at the close of the Annual Meeting and will serve for a term of one (1) year. The president shall be eligible for re-election to one successive term.

The President Elect shall have all the rights and prerogatives of a member of the Board of Directors even though his/her elected term on the Board expires before the expiration of his/her term as President Elect.

(B) The Secretary-Treasurer shall serve for a term of one (1) year and continue to be a member of the Board of Directors by virtue of his/her election as Secretary-Treasurer. The Secretary-Treasurer shall be eligible for re-election to one successive term.

Section 5. Vacancies in Office. In the event of the resignation, death or removal from office of one of the elected officers; the Board of Directors shall elect a successor to fill the unexpired term following the procedures outlined above.

**Article III
Duties of the Officers**

Section 1. President. The President of the AMCNO shall be Chairman of the Board of Directors and of the Executive Committee, and an ex-officio member of all AMCNO committees. He/she shall, subject to Board approval, appoint members of all AMCNO committees in such case where the selection of such members is not otherwise provided herein. He/she shall preside at all AMCNO meetings. At the expiration of his/her term as President, he/she becomes the immediate past President and shall remain a member of the Board of the Executive Committee for a period of one (1) year. He/she shall be the chief spokesman of the AMCNO and may share this responsibility with the other officers and executive staff of the AMCNO.

Section 2. President Elect. The President Elect shall be, ex-officio, a member of all committees of the AMCNO, and shall prepare himself/herself to assume the duties of President at the Annual Meeting of the AMCNO to be held in the calendar year next succeeding the year in which he/she is elected President Elect. He/she shall assume the duties of the President during the absence or disability of the latter. In the event of resignation, disability, death or removal of the President, he/she shall serve as President for the balance of the unexpired term and shall serve his/her elected term as President during the ensuing year.

Section 3. Secretary-Treasurer. The Secretary-Treasurer shall assure that minutes of all meetings of the AMCNO and of the Board of Directors are properly recorded and attested. He/she shall supervise receipt, disbursement, and banking or investment of all funds of the AMCNO and shall make a quarterly report of the balance of the Annual Budget. He/she shall perform such duties as usually pertain to the office. He/she shall give bond for the proper performance of his/her duties in the amount required by the Executive Committee, the cost of which shall be paid by the AMCNO. On the expiration of his/her term, he/she shall turn over to his/her successor or to the Executive Committee all money and property of the AMCNO in his/her custody. He/she shall serve as a member of the Board of Directors during his/her term of office.

Section 5. Chief Executive Officer. The Chief Executive Officer shall be appointed by the Board of Directors. He/she shall be ex-officio the Secretary of the AMCNO, of the Board, and of the Executive Committee. He/she shall be the Chief Executive Officer of the AMCNO under the immediate supervision of the Executive Committee and responsible to the Board of Directors. He/she shall transact all AMCNO business affairs as directed by the Executive Committee or Board.

He/she shall have charge of the business offices of the AMCNO and may employ such aids as shall be required to carry out AMCNO functions as determined by the Executive Committee or the Board. He/she shall be the custodian of all books and papers of the AMCNO. He/she shall give bond in such amount as shall be required by the Executive Committee at the expense of the AMCNO.

Section 6. Automatic Termination. Any then-serving officer or president elect, except the Chief Executive Officer, absenting him/herself from more than two (2) Board of Directors meetings per year or two (2) Executive Committee meetings per year without due cause shall automatically forfeit his/her office and the vacancy shall be filled pursuant to Article II in a meeting by the Board of Directors that is to be held as soon as practicable, but not more than sixty (60) days after the position became vacant by operation of this provision.

Article IV Directors

Section 1. The Board.

(A) Duties and Terms of Office. The management and control of the AMCNO shall be vested in a Board of Directors elected as hereinafter provided. Except as noted below, the Board shall be composed of not less than thirteen (13) nor more than twenty-four (24) members elected from districts, groups and corporations and at-large and one physician-in-training and

one medical student who shall be elected annually to a one-year term. Except for the physician-in-training and medical student, the term of office of the Directors shall be two (2) years, except as hereinafter provided, or until their successors are elected and qualified.

(B) Consecutive Terms. No Director shall be eligible for election to more than three (3) consecutive terms. At least one (1) year must elapse following completion of the third term before a Director may be re-elected, at which time that individual may again be eligible to serve not more than three (3) consecutive terms. This limitation of tenure applies only to election to office and does not limit years of service on the Board by virtue of serving as an officer of the Academy (see above). The Board shall be made up of not less than thirteen (13) or more than twenty-four (24) Directors (except in special instances pertaining to officers as described below) elected “at large” or from voting districts as described in paragraph (C) below.

(C) Voting Districts. Each Voting Member except members of the physician-in-training section shall belong to that district in which the hospital or group/corporation which the member has previously designated as that member’s primary hospital or group/corporation is located. Active members with no primary hospital or group/corporation affiliation or a member that is part of a primary hospital or group/corporation with less than five AMCNO members will be assigned to the district nearest to that physician’s primary office address. A non-active voting member will vote in the district in which the hospital or group/corporation the physician last designated as the primary affiliation is located. At each election any voting member shall be entitled to vote for one (1) candidate from that member’s district and as many candidates-at-large as there are at-large positions to be elected. District boundaries shall be determined periodically when appropriate by the Board. In the event that a new hospital is established, the Board shall determine the district in which a voting member who has designated the new hospital as the member’s primary hospital shall vote.

(D) Extended Term for Officers. If the elected term on the Board of Directors of the President-elect should expire prior to that officer’s succession to the office of President, the officer’s term on the Board shall automatically extend for the duration of the term as President. The same consideration shall apply to the Immediate Past President who shall serve as a voting member of the Board of Directors for an additional year should that officer’s term of office as President terminate after a regular term on the Board of Directors is completed. In addition, the Secretary-Treasurer appointed by the Board shall, by virtue of office, also be a member of the Board of Directors during that term of office. Thus, the Board of Directors may be made up of additional members, as circumstances require.

(E) Automatic Forfeiture. Any Board member absenting him/herself from more than two (2) Board meetings per year without due cause shall automatically forfeit their office and the vacancy shall be filled by an appointment made by the President.

(F) District Change. In the event that a Board member changes his/her district in mid-term, he/she will finish out their Board term in an “at-large” term. The President will appoint a new Board member from their district in accordance with these Bylaws. At the end of their elected term, the Board member will be afforded the opportunity to run as an incumbent for election in either their new primary voting district or at-large.

(G) Conflict of Interest. All AMCNO Board members must sign the AMCNO conflict of interest policy at the beginning of each year of their term on the Board of Directors.

Section 2. Nomination and Election of Directors.

(A) Nomination by Committee. Candidates for the office of Director shall be nominated by a Nominating Committee consisting of not less than seven (7) nor more than twenty-five (25) Voting Members of the AMCNO. The Nominating Committee shall be a regular standing committee nominated by the President and appointed by the Board. At the regular February meeting of the Board, the Nominating Committee shall report two (2) eligible members for each vacancy “at large” on the Board of Directors, and two (2) eligible members for each vacancy in each district. In the event that only one candidate is willing to run for a vacancy, then the candidate may run unopposed. These names shall be announced by suitable means.

(B) Nomination by Petition. Upon written petition of not less than three percent (3%) of all the Voting Members, additional nominations for Directors-at-Large may be submitted and upon written petition of not less than three percent (3%) of the Voting Members within any district, additional nominations for Directors from that district may be submitted. Such nominations must be presented to the membership with nominations made by the Nominating Committee, provided that nominations by petition have been submitted to the Secretary-Treasurer on or before the fifteenth day of February.

(C) The Ballot. Not later than March 15th, the Secretary-Treasurer shall mail by regular mail to each Voting Member an official ballot for his/her district as determined by his/her officially designated point of practice, a plain manila envelope, and an envelope addressed to the Teller’s Committee. No names shall be placed upon any ballot until the Nominating Committee has determined that the nominees are eligible and willing to serve if elected.

On the ballot shall be printed alphabetically in one list the names of all members nominated “at large” by the Nominating Committee or by petition. In a separate list on the same ballot shall be printed alphabetically the names of the members nominated by the Nominating Committee to represent that district. All names shall be printed in full and the ballot shall contain after the name of each candidate his/her office address and his/her home address. The ballot shall state that not more than one (1) choice shall be indicated for each vacancy to be filled, and shall give the hour set for the closing of the polls.

Ballots which contain votes for more than the required number of vacancies shall be declared invalid and shall be disqualified. Failure to vote for the full number of nominees required to fill the vacancies shall not disqualify a ballot. After marking his/her ballot, each member shall insert it in the manila envelope and place this envelope, sealed and without mark of identification, in the return envelope addressed to the Tellers Committee, upon the corner of which envelope his/her name must appear in clearly legible writing, type or print.

A member may then either mail his/her ballot, or bring it in person to the AMCNO office and cast it in the official ballot box prior to twelve noon (12:00 p.m.) on April 10th, which shall be the hour for the closing of the polls.

(D)The Tellers Committee. The Tellers Committee shall function as judges of election. The Committee, or any person designated by it, shall insert unopened in the official ballot box all envelopes addressed to the Tellers Committee immediately upon receipt.

At the hour designated for counting the ballots, the Tellers Committee shall open the ballot box, remove the envelopes, and check all names inscribed thereon against an official AMCNO roster. As soon as this process has been completed, the outer envelopes shall be removed and laid aside. The tellers shall then open the unmarked manila envelopes and begin their poll.

The checked AMCNO roster together with the official report of the count shall be open to any Voting Member of the AMCNO. All ballots and envelopes with signatures shall be kept by the Tellers Committee for sixty (60) days following any balloting, after which time they shall be destroyed,

(E) Duties Begin. At the April meeting of the AMCNO, the Tellers Committee shall announce the election and their report shall be published to the membership. The newly elected Directors shall assume their duties at the regular June meeting of the Board of Directors.

(F) Vacancies in Office. In the event a vacancy occurs on the Board due to the death, disability, or resignation or change in district status of the incumbent, or by reason of such office being declared vacant by action of the Board, the President shall nominate and the Board appoint a successor to serve until the end of the unexpired term of such office.

Section 3. Removal from Office. Any Officer or Director of this AMCNO may be removed from office, for cause, at any time. Proceedings for removal from office shall be commenced by filing with the Secretary-Treasurer or the Chief Executive Officer of the AMCNO a written complaint signed by the President of the Board of Directors or a majority of the Board of Directors. Such complaint shall name the person sought to be removed, shall state the cause for removal, and shall demand that a meeting of the Board of Directors be held for the purpose of conducting a hearing on the charges set forth in the complaint, and for the purpose of selecting an individual to fill the office which may be vacated by reason of the removal from office of the person sought to be removed.

Within three (3) business days after the filing of such complaint, the Chief Executive Officer shall serve upon the person named a true and correct copy of such complaint, together with a written notice specifying the time and place for hearing the charges set forth in such complaint. The Chief Executive Officer shall also mail a copy of such complaint and notice to each member of the Board of Directors.

Service upon the person named in such complaint of a copy of the complaint together with such written notice shall be made by delivering the same personally to such person or by sending the same by certified mail addressed to such person at his/her usual place of residence. At the hearing on such charges, the person named in such complaint shall be afforded full opportunity to be heard in his/her own defense, to be represented by legal counsel of his/her own choosing, to cross-examine the witnesses who testify against him/her, and to examine witnesses and offer evidence in his/her own behalf.

The Board of Directors shall convene for the purposes of hearing the charges in such complaint, and electing a successor if need be at a special executive session called for the purpose of hearing the charges set forth in such complaint, which special meeting shall be held on a date more than fifteen (15) and less than thirty (30) days subsequent to the date of the service of such written notice upon such person sought to be removed.

A quorum shall consist of a majority of the Board of Directors and only voting members of the Board shall be present.

If two-thirds (2/3) of the Directors present and voting by secret ballot vote affirmatively to remove such person from office, such person shall be declared removed from office.

Article V

Duties of the Standing Committees

The Board of Directors shall have power to appoint such committees as it may find necessary to assist in the execution of its duties, provided that all committees are advisory in nature only and that any standing committees must be appointed by the Board in accordance with the constitutional provisions.

No committee shall make any recommendations or take any action except at meetings, due notice of which has been given to all of its members.

Section 1. Standing Committees. The standing committees listed in this section shall be nominated by the President and appointed for a one (1) year term by the Board of Directors at its first regular meeting succeeding its Annual Meeting, or as soon thereafter as practicable.

Additional committees not listed in this section may be nominated by the President and appointed by the Board as circumstances warrant. Charges to such committees shall be recorded in the minutes of the Board.

Standing committees shall supervise the activities of subcommittees appointed by or assigned to them, and shall periodically submit written reports to the Board of Directors.

(A) The Executive Committee shall consist of the President, who shall serve as Chairman, the President Elect, the Immediate Past President, the Secretary-Treasurer, two (2) members appointed by the President from the Board of Directors and the Vice President of Legislative Affairs (appointment to be filled by the Legislative Chairman of the AMCNO).

The Executive Committee shall supervise the income and expenditures of the AMCNO and the operation of the Executive Office. In any contractual relationships involving the corporate power of the Academy, it shall make its recommendations to the Board of Directors and, under policies laid down by the Board, may exercise Board functions between meetings of the Board. All such actions shall be reported to the Board. Meetings of the Executive Committee shall occur at least six (6) times a year. Any Executive Committee member absenting him/herself from more than two (2) Executive Committee meetings per year without due cause shall automatically forfeit his/her position on the committee and the vacancy shall be filled by an appointment made by the President, or if the President has been removed under this provision, then by the President Elect.

(B) The Elections Committee shall include three (3) subcommittees, Nominating, Tellers and Officers' Nominating Committee, with duties as follows:

(1) The Nominating Committee shall consist of not less than seven (7) nor more than twenty-five (25) Voting Members of the AMCNO. The Nominating Committee shall be a regular standing committee nominated by the President and appointed by the Board. At the regular February meeting of the Board, the Nominating Committee shall report two (2) eligible members for each vacancy "at large" on the Board of Directors, and two (2) eligible members for each vacancy in each district. In the event that only one candidate is willing to run for a vacancy, then the candidate may run unopposed. These names shall be announced by suitable means.

(2) The Tellers Committee shall consist of five (5) members who shall function as judges of election in accordance with paragraph (D), Section 2, Article IV, of the Bylaws.

(3) The Executive Committee shall prepare a slate of candidates for each elective position (President-Elect and Secretary-Treasurer) and submit it to the Board at least thirty (30) days prior to the election at the Board of Directors Annual Meeting. This committee shall function in accordance with Article II, Sections 1-5 of these Bylaws.

(C) The Membership Committee shall consist of not less than five (5) nor more than ten (10) members who shall be representative of as many hospital staffs, groups/corporations, specialty societies and others as is feasible and be as widely distributed geographically throughout northern Ohio as possible. It shall investigate and report on all applications for membership in accordance with the provisions of the Constitution and shall recommend the classification into which any elected members should be placed. It shall consider, discuss, and make recommendations to the Board of Directors on matters of policy respecting election of members. It shall devise and maintain an ongoing membership campaign among persons eligible for membership.

Section 2. Special Committees. The Board may appoint such special or ad hoc committees as it deems necessary for the conduct of the affairs of the AMCNO. Such committees shall automatically be dissolved upon completion of their task, or at expiration of one (1) year's service except that such committees may be reappointed by the Board. Chairmen of special committees need not attend Board meetings unless requested by the President or Board of Directors.

Section 3. Subcommittees. Standing or special committees may, with the consent of the Board, appoint or reappoint subcommittees whose existence shall cease automatically with the completion of the task assigned to them. Subcommittees may submit their reports to the standing or special committees by whom appointed, or directly to the Board when appropriate.

Article VI

Dues

Section 1. Limits. The annual dues and assessment of the various classes of membership shall be determined by the Board of Directors and shall be due and payable on December I of the fiscal year for which such dues are levied. The Board may also determine a decreasing schedule of dues for members aged 65 and over.

Should an Active Member reach the age of 65 before he/she has paid Voting Membership dues for ten (10) years, the schedule of reduction of dues shall commence in the 11th year of membership.

If an Active Member is transferred temporarily to another classification and then restored to Active Membership, or if he/she drops his/her AMCNO membership or is dropped and later resumes his/her AMCNO Membership or is reinstated, the years during which he/she has been removed from Active Membership shall count in the application of the scale of dues as if he/she had remained an Active Member and had paid dues according to the schedule.

Section 2. Installments. Local dues of AMCNO members may upon request be paid in installments or otherwise as may be determined by the Executive Committee.

Section 3. A.M.A. Dues. In addition to the foregoing annual local dues payable to this AMCNO, the members of this AMCNO may pay to the Secretary-Treasurer of this AMCNO, and if applicable, any dues payable to the American Medical Association, and the AMCNO shall forward promptly to the AMA dues so collected. All payments received shall be deemed to be in payment of local dues until the local dues are paid in full.

Section 4. Arrears. Any member whose dues are not paid in full by May 1 of the year for which those dues are billed shall automatically be dropped from membership in the AMCNO.

Section 5. Reinstatement. A member dropped for nonpayment of dues may be reinstated in good standing by the Board of Directors, but only when he/she has paid the dues in arrears at the date when he/she was dropped plus the current dues, and provided that the time which has elapsed between the date when he/she reapplies shall not have exceeded six (6) months. Such reinstatement shall not require review by the AMCNO Membership Committee or Board of Directors.

Section 6. Dues Reduction. In case of hardship, any member may apply for adjustment of dues to meet his/her specific problem. This application will be considered by the Executive Committee, which shall rule on the request.

The same procedure will apply to Physicians desiring membership in the AMCNO, but for whom the regular dues would be a hardship.

Article VII Order of Business

Section 1. Annual Meeting of the AMCNO.

- (a) Call to order.
- (b) Reports of Officers and Board of Directors.
- (c) Miscellaneous business.
- (d) Adjournment.

Section 2. Annual Meeting of the Board of Directors.

- (a) Call to order.

- (b) Miscellaneous business.
- (c) Election of Officers.
- (d) Adjournment.

Section 3. Regular Meetings of the AMCNO.

- (a) Call to order.
- (b) Educational program.
- (c) Reports of committees and Officers of the Board of Directors
- (d) Miscellaneous business.
- (e) Adjournment.

Section 4. Rules of Order. All meetings of the AMCNO, the Board of Directors, and committees shall be conducted in accordance with parliamentary procedure as prescribed in the current edition of Roberts' Rules of Order.

**Article VIII
Indemnification**

The AMCNO shall indemnify every voting member, non-voting member, director, officer, and every former voting member, non-voting member, director, officer of the AMCNO to the fullest extent provided by, or permissible under, Section 1702.12(E) of the Ohio Revised Code. The indemnification rights under the preceding sentence with respect to an action, suit or proceeding referred to in said Section 1702.12(E) ("Proceeding") shall include the right to be paid by the AMCNO for expenses, including attorneys' fees, incurred in defending any such Proceeding in advance of its final disposition if authorized by the Directors and if the person seeking such advance payment delivers to the AMCNO an undertaking to repay the amount advanced unless it shall be ultimately determined that he or she is entitled to be indemnified by the AMCNO under the preceding sentence. The indemnification provided for herein shall not be deemed to restrict the right of the AMCNO to indemnify employees, agents and others as permitted by said Section 1702.12(E) and shall not be deemed exclusive of any other rights of indemnification that any person may have in any capacity as a matter of law, under any vote of the voting members or the Directors, under any agreement, or otherwise. The AMCNO may purchase insurance to cover any of the indemnity obligations of the AMCNO.

**Article IX
Amendments**

These Bylaws may be amended by the procedure outlined in Article VII of the Constitution above, provided that the proposed amendment shall have been publicized to the membership at least thirty (30) days prior to such vote.

Revised: February 2011