

Amended and Restated
Code of Regulations
COLUMBUS MEDICAL ASSOCIATION

ARTICLE I

The name of this corporation shall be the Columbus Medical Association.

ARTICLE II

The mission statement of the corporation shall be:

"To create the conditions for connecting, convening, and operationalizing the physician's highest aspirations to improve the health and healing of physicians, individuals and community.

Article III
Meetings

Section 3.1. ANNUAL - An annual meeting of the members shall be held in Franklin County at such time and place as is designated by the Board of Directors or the Executive Committee.

Section 3.2. SPECIAL - Special meetings of the members may be called by the President, the Executive Committee, the Directors at a meeting or a majority of the Directors acting without a meeting, or upon written request of ten percent (10%) of the Active Members of the Columbus Medical Association. A call for a special meeting shall state the object(s) of such meeting, and no business except that stated in the call shall be considered at any such special meeting.

Section 3.3. NOTICE - At least ten (10) days notice of meetings of members shall be published in print or by electronic means as provided in Section 11.6(B), or shall be given by use of authorized communications equipment (as defined in Section 3.5 below).

Section 3.4. QUORUM - Upon certification of the issuance of appropriate notice in accordance with Section 3.3 hereof, the Active Members, in whatever number, present at any annual or special meeting of the Columbus Medical Association shall constitute a quorum.

Section 3.5. AUTHORIZED COMMUNICATIONS EQUIPMENT -
"Authorized communications equipment" shall be defined to mean any communications equipment which provides a transmission, including, but not limited to, by telephone, telecopy, or any electronic means, from which it can be determined that the transmission was authorized by, and accurately reflects the intention of, the Member or Director involved and, with respect to meetings, allows all persons participating in the meeting to contemporaneously communicate with each other.

Section 3.6. USE OF AUTHORIZED COMMUNICATIONS - Members and Directors may attend and participate in meetings, including participation by casting any vote which the member or Director is qualified to cast, in person or via the use of authorized communication equipment, except as provided under Section 8.5 herein). Any member participating in a meeting via authorized communications equipment shall be considered "present" at that meeting for all relevant purposes. Any recorded transmission by authorized communications equipment shall be considered "written" or a "writing" for all relevant purposes herein. The Board of Directors shall establish procedures and guidelines for the use of authorized communications equipment in order to permit the CMA to verify that a person is a voting member and to maintain a record of the person's presence and any relevant vote that person casts in their use of the authorized communications equipment.

ARTICLE IV Order of Business

The order of business at any meeting of the membership shall be set by the President and ratified upon approval of a motion to adopt the agenda at the start of such meeting.

ARTICLE V Membership

Section 5.1. CLASSIFICATION - The Columbus Medical Association shall be the sole judge of the qualifications of its members who may be of any one of the following classifications or such new classifications as the Board of Directors may from time to time create: Active (which shall be distinguished between CMA Active and CMA/OSMA Active, as described below), Resident/Hospital Trainee, Affiliate, Courtesy, Honorary, Physician Public Official, Emeritus, Military, Retired and Student. A policy statement defining each membership classification shall be adopted by the Board of Directors,

provided, however, that, the CMA Active member classification shall be defined as an Active Member who is a member of the CMA but not a member of the Ohio State Medical Association ("OSMA") and the CMA/OSMA Active member classification shall be defined as an Active Member who is a member of both the CMA and the OSMA. Only CMA/OSMA Active Members shall be eligible for election to the OSMA House of Delegates. Any existing or newly created membership classification whose members have voting and office holding privileges in the Columbus Medical Association shall comply with Section 5.2. At its discretion, the Board of Directors may also establish certain non-voting membership classifications that support the mission statement of the Columbus Medical Association. By way of illustration, without limitation, the Board of Directors could elect to establish non-physician health care professional membership classes and/or health care consumer membership classes that are designed to facilitate the participation of such sectors of the health care community in the achievement of the Columbus Medical Association's mission.

Section 5.2. QUALIFICATIONS FOR MEMBERSHIP

(A) MINIMUM QUALIFICATIONS - To be eligible for Active Membership, an individual must possess all of the following qualifications:

- (1) The individual must hold a valid medical license issued by the State Medical Board of Ohio.
- (2) The individual must reside in, or conduct the major portion of his/her practice in Franklin County or in a county or counties contiguous to Franklin County.
- (3) The individual must document his/her (i) background, experience, training, and demonstrated competence; (ii) adherence to the AMA Code of Ethics; and (iii) good reputation and character.
- (4) Such other criteria adopted by the Board of Directors from time to time.

(B) APPLICATION FOR MEMBERSHIP. The Board of Directors shall adopt policies defining the membership application process and the administrative process to be followed for verification

of information submitted by a potential member in support of his/her application (an "Applicant").

(C) ACTION ON APPLICATION

- (1) When collection and verification of all necessary information is accomplished, the information shall be reviewed by the Columbus Medical Association staff and, except as otherwise provided below, forwarded to the Executive Committee or Board of Directors for approval. If an application contains affirmative answers to any questions regarding disciplinary action, or if a review of the State Medical Board of Ohio or the Franklin County Clerk of Courts databases indicate a pending action involving the applicant or that the applicant is or was a party to a civil or criminal action within the last five years, the application shall be forwarded to the Professional Review Committee for review and it shall make a recommendation to the Executive Committee or Board of Directors upon which the Executive Committee or Board of Directors shall consider the information, and (a) approve the application for membership, (b) deny the application for membership, or (c) return the application to the Professional Relations Committee for further investigation.
- (2) If the application is denied, the applicant shall have a right to notice and hearing as set forth in the policies of the Columbus Medical Association.

Section 5.3. OTHER MEDICAL ASSOCIATION MEMBERSHIPS - Active Members shall be encouraged to maintain membership in the American Medical Association and/or the Ohio State Medical Association on a voluntary basis.

Section 5.4. EFFECT OF APPLICATION - By applying for membership, the Applicant:

- (1) Authorizes the Columbus Medical Association to solicit and act upon information, including otherwise privileged or confidential information, provided by third parties bearing on his or her credentials, and agrees that any information so

provided shall not be required to be disclosed to him/her if the third party providing such information does so on the condition that it be kept confidential.

- (2) Authorizes third parties to release information, including otherwise privileged or confidential information, as well as reports, records, statements, recommendations, and other documents in their possession, bearing on his/her credentials to the Columbus Medical Association, and consents to the inspection and procurement by the Columbus Medical Association of such information, records, and other documents.
- (3) Authorizes the Columbus Medical Association to release such information, when requested by the applicant, to other healthcare entities and their agents, who solicit such information for the purpose of evaluating the individual's professional qualifications pursuant to the individual's request for appointment, reappointment, or clinical privileges.
- (4) Authorizes the Columbus Medical Association to maintain information concerning the applicant or member's age, training, board certification, licensure, and other confidential information in a centralized physician data base for the purpose of making aggregate physician information available for use by the Columbus Medical Association and its affiliates.
- (5) Authorizes the Columbus Medical Association to release confidential information, including peer review and/or quality assurance information, obtained from or about the applicant to peer review committees of the Columbus Medical Association and affiliates of the Columbus Medical Association for purposes of reducing morbidity and mortality and for the improvement of patient care.
- (6) Agrees to appear for a personal interview at any reasonable time requested by the Columbus Medical Association.

- (7) Consents to the reporting by the Columbus Medical Association of information to the National Data Bank established pursuant to the Health Care Quality Improvement Act of 1986 that such Association believes in good faith is required by law to be reported.
- (8) Releases from any liability (1) the Columbus Medical Association, its members, employees, and agents, for their acts performed in connection with evaluating his/her credentials or releasing information to other institutions for the purpose of evaluating his or her credentials, in compliance with the Code of Regulations; and (2) all third parties who provide information, including otherwise privileged or confidential information, to the Columbus Medical Association concerning his or her credentials, unless such information is false and the third party providing it knew it was false.
- (9) Agrees that, if any adverse decision is made with respect to him/her, (1) he/she will follow and exhaust the administrative remedies afforded by the Code of Regulations and the Hearing Procedure as a prerequisite to any other action, and (2) he/she will have the burden of demonstrating that he/she meets the standards for membership.
- (10) Agrees that the foregoing provisions are in addition to any agreements, understandings, covenants, waivers, authorizations, or releases provided by law or contained in any application or request forms.

Section 5.5 IMMUNITY FROM LIABILITY

(A) PERSONS PROTECTED. By applying for and/or accepting membership in the Columbus Medical Association, each Applicant extends absolute immunity to, and releases from all claims, damages and liability whatsoever:

- (1) The Columbus Medical Association, its members, agents, and employees for any action taken or statement or recommendation made by any employee, agent or member of the Columbus Medical Association within the scope of his or her duties

and in compliance with the Code of Regulations, including disclosures made to other healthcare entities pursuant to the Code of Regulations.

- (2) Any third party for releasing or disclosing information, including otherwise privileged or confidential information, to any member, agent, or employee of the Columbus Medical Association concerning any former or current Applicant or member, unless such information is false and the third party providing it knew it was false.

(B) ACTS COVERED. The immunity provided by the Code or Regulations shall apply to all acts, communications, reports, recommendations, or disclosures performed or made in connection with the Columbus Medical Association's activities, including, but not limited to:

- (1) Applications for membership;
- (2) Periodic professional competency reviews;
- (3) Corrective and disciplinary action;
- (4) Hearings and appellate reviews;
- (5) Patient care audits;
- (7) Medical care evaluations;
- (8) Other healthcare entity, staff, department, service, committee, and subcommittee activities related to monitoring and maintaining quality patient care and appropriate professional conduct;
- (8) Matters or inquiries concerning the credentials of any Applicant or Member;
- (9) Matters directly or indirectly affecting patient care or the efficient operation of the Columbus Medical Association; and
- (10) Reports to the National Practitioner Data Bank.

ARTICLE VI
Dues and Assessments

Section 6.1. HOW ESTABLISHED - The annual dues for each classification of members shall be approved by the affirmative two-thirds(2/3) vote of the Active Members voting at any annual or special member meeting, following recommendation by the Board of Directors, provided that notice of any proposed change in dues shall have been either (a) published in an official Columbus Medical Association print or electronic publication, or (b) sent by mail or means of authorized communications equipment to each member at least ten (10) days prior to the date of such meeting.

Section 6.2. CMA ALLIANCE DUES - Columbus Medical Association dues may include the dues for membership in the CMA Alliance, as applicable.

Section 6.3. PENALTIES FOR DELINQUENCY - Any member who fails to pay annual dues shall be subject to penalties levied pursuant to policies adopted by the Board of Directors.

Section 6.4. SUBSCRIPTIONS - A portion of the dues paid by members may be appropriated as the subscription price of any official Columbus Medical Association publication(s) and applied to the expense of such publication(s).

Section 6.5. ASSESSMENTS - Extraordinary expenses necessary to maintain any duly authorized functions of the Columbus Medical Association may be met by special assessments upon Active Members when approved by the affirmative two-thirds(2/3) vote of the Active Members voting at any annual or special member meeting. Notification of such proposed assessments shall be either (a) published in any official Columbus Medical Association print or electronic publication or (b) sent by mail or by authorized communications equipment to each member at least ten (10) days prior to the date of such meeting. When assessments are approved, written notices thereof shall be sent by the Secretary-Treasurer to all members with instructions as to the payment thereof. The penalty for the failure to pay assessments shall be as prescribed in policies adopted by the Board of Directors.

ARTICLE VII

Disciplinary Actions

Section 7.1. DISCIPLINARY ACTIONS MAY BE TAKEN by the Columbus Medical Association against a member upon presentation of written charges signed by member(s) of the Columbus Medical

Association and filed with the Secretary-Treasurer or upon initiation by the Board of Directors or the Professional Relations Committee in accordance and consistent with policies adopted by the Board of Directors, as the same may be adopted and amended from time to time.

Section 7.2. As stated in Article V hereof, one of the qualifications for Active Membership is a valid medical license issued by the State Medical Board of Ohio. Therefore, notwithstanding Section 7.1 hereof, if an Active Member's medical license issued by the State Medical Board of Ohio has expired, has been revoked, or has been otherwise terminated, his/her membership in the Columbus Medical Association shall be canceled automatically as of the effective date of such expiration, revocation, or termination.

Section 7.3. Notwithstanding Section 7.1 hereof, if an Active Member's medical license is suspended by the State Medical Board of Ohio, his/her membership in the Columbus Medical Association shall be suspended automatically as of the effective date of the Medical Board's suspension. If a physician's membership in the Columbus Medical Association is suspended, he/she shall not be entitled to any benefits of membership in the Columbus Medical Association. In the event the State Medical Board of Ohio restores his/her medical license to good standing, the physician may begin the application process to become a member of the Columbus Medical Association in accordance with Section 5.2 hereof. A physician whose membership in the Columbus Medical Association has been suspended shall not regain any benefits of membership in the Columbus Medical Association unless and until his/her new application is approved by the Columbus Medical Association's Executive Committee or Board of Directors.

Section 7.4 LIMITATION OF LIABILITY - No member, agent, or employee serving on the Professional Relations Committee, Executive Committee, the Board of Directors, or any other peer review committee established pursuant to these Code of Regulations, including any person who participates in or assists the Columbus Medical Association with the disciplinary or membership process under these Code of Regulations, shall be deemed liable in damages to any person for any action taken or recommendation made within the scope of the functions of said committee or board, if such committee member, agent, employee, or person acts without malice and in the reasonable belief that such action or recommendation is warranted by the facts known to the person after reasonable effort to obtain the facts of the

matter as to which such action is taken or recommendation is made. No person against whom disciplinary action is instituted, or an adverse action is taken regarding membership, shall have any claim or cause of action against the Columbus Medical Association, or against any officer, Board member, Committee member, agent, or employee of the Columbus Medical Association, or any person who participates in or assists the Columbus Medical Association with the disciplinary or membership process under these Code of Regulations.

ARTICLE VIII

Leadership of the Columbus Medical Association and Election Procedures

Section 8.1. OFFICERS - The elective officers of the Columbus Medical Association shall consist of a President, President-Elect, Secretary-Treasurer, and Secretary-Treasurer-Elect. Non-elective officers shall consist of the Immediate Past President and the Chief Executive Officer ("CEO"). The officers shall perform the duties assigned to them in Article X of this Code of Regulations.

Section 8.2. CHIEF EXECUTIVE OFFICER - The executive and administrative functions of the Columbus Medical Association shall be the responsibility of the Chief Executive Officer.

Section 8.3. THE RIGHT TO VOTE AND HOLD OFFICE - The right to vote, hold office (except for the office of Chief Executive Officer), and serve as a Board of Directors Representative (as defined in Section 11.2 hereof) shall be limited to Active Members in good standing.

Section 8.4. METHOD OF NOMINATIONS - The President shall appoint five (5) Past-Presidents of the Columbus Medical Association to constitute a Nominating Committee to nominate candidates for the offices of President-Elect and Secretary-Treasurer-Elect and candidates for Board of Directors Representatives to serve during the succeeding association year. At a meeting of the members, which may be conducted via authorized communications equipment, the Nominating Committee shall present its list of nominees. The Nominating Committee should consider issues affecting equal representation of the total membership in regards to medical specialty, ethnic diversity, and geographical location when selecting nominees. The President shall give the opportunity at this meeting for additional nominations from the floor for the offices of President-Elect and Secretary-Treasurer-Elect and for Board of

Directors Representatives. Each nomination from the floor shall require two (2) recorded seconds.

In case the number of nominees is reduced by death, withdrawal or incapacity below the number of nominees required to serve, the Nominating Committee is authorized to name additional nominees to the number required.

The Nominating Committee also nominates candidates who must be CMA/OSMA Active Members for representatives and alternates to represent the membership to the OSMA House of Delegates. [For the nominating process for OSMA delegates and alternates see Article IX.]

Section 8.5. VOTING PROCEDURE - As soon as possible after nominations have been made, the Secretary-Treasurer shall mail to each Active Member in good standing a ballot containing the names of all nominees, the names being arranged under each office or position in alphabetical order. With each ballot there shall also be two (2) enclosed envelopes, one (1) to be numbered and self-addressed to the Secretary-Treasurer, who shall keep a corresponding list of the names and numbers, against which the returned envelopes shall be checked. The marked ballot shall be enclosed and sealed within the second envelope, which shall be without identification, and returned to the Secretary-Treasurer in the numbered, self-addressed envelope. If authorized by the Board of Directors, the Secretary-Treasurer may also permit Active Members to vote via on-line ballots and/or by receiving and returning ballots via email. The process for distributing and collecting on-line and/or email ballots from Active Members shall be determined by the Board.

Section 8.6. COUNTING OF BALLOTS - COUNTING OF BALLOTS - Between fifteen (15) and twenty-five (25) days from the mailing date (or e-mailing or on-line distribution date) of the ballots, the Board of Directors shall meet, at such time and place as the President may direct, to count the returned ballots. The numbered envelopes (or on-line or e-mailed ballots, as the case may be) shall be checked off against the list prepared by the Secretary-Treasurer, the enclosed envelopes removed, and the numbered envelopes then destroyed. Ballots shall then be removed from the unidentified envelopes and counted by Board of Directors. A plurality of the votes is necessary to elect the President-Elect and Secretary-Treasurer-Elect. In the case of Delegates and Board of Directors Representatives, the nominees, to the number required, who received the greatest number of

votes shall be declared elected. Nominees for Delegates who receive the next highest number of votes, to the number required, shall be declared elected as Alternate Delegates.

Section 8.7. TERM OF OFFICE - The terms of elective officers shall begin on the first day of June next following their election, and shall serve for terms of one (1) year or until their successors are elected. Board of Directors Representatives shall serve two-year terms.

ARTICLE IX

OSMA Delegates and Alternate Delegates

Section 9.1. COLUMBUS MEDICAL ASSOCIATION REPRESENTATION TO THE OHIO STATE MEDICAL ASSOCIATION - As a component medical society of the Ohio State Medical Association, the Columbus Medical Association is entitled to be represented in the OSMA House of Delegates.

Section 9.2. NOMINATION AND ELECTION - The Nominating Committee process outlined in Section 8.4 shall be followed for the nomination of Delegates to the OSMA House of Delegates together with an equal number of Alternate Delegates. Nominees must be members in good standing in the Columbus Medical Association and the Ohio State Medical Association (i.e. CMA/OSMA Active Members). The election process shall be the same as that outlined in Sections 8.4, 8.5, and 8.6 hereof.

Section 9.3. TERMS - Delegates and Alternate Delegates are elected for three (3) year terms. Terms shall begin immediately after ballots have been counted.

Section 9.4. VACANCIES - A vacancy in any Delegate or Alternate Delegate position, caused by death, resignation, or otherwise, shall be filled by appointment made by the Board of Directors, such appointee to serve only until the next regular election.

Section 9.5. DELEGATES - The Delegates shall attend and represent the members of the Columbus Medical Association in the House of Delegates of the Ohio State Medical Association and shall make a report to Board of Directors upon request.

Alternate Delegates shall serve in place of regular Delegates when any of the latter is unable to represent the Columbus Medical Association at meetings of the Ohio State Medical Association. The order in which Alternates are subject

to call shall be based on the seniority of their terms of office and they shall be certified accordingly to the Ohio State Medical Association. The Board of Directors may designate additional Alternate Delegates should circumstances require such action, in order to ensure a full quota of Columbus Medical Association delegates at any meeting of the House of Delegates of the Ohio State Medical Association.

ARTICLE X

Duties of Officers

Section 10.1. PRESIDENT - The President shall preside at all meetings and shall exercise such powers as this Code of Regulations dictates. He/she shall be President of the Board of Directors, and an ex-officio member of all Standing Committees. At any meeting he/she may deliver an address embodying matters of professional interest.

Section 10.2. PRESIDENT-ELECT - The President-Elect shall serve as chair of the Public Policy Committee. The President-Elect shall assume the office of President at the expiration of the President's term. He/she shall act for the President on the latter's request or during his/her temporary absence.

In the event of the President's death, resignation, or permanent incapacity to serve, (i) the Nominating Committee shall be reconvened and a special election held for the purpose of selecting a new President-Elect, (ii) the then-serving President-Elect shall succeed to the Presidency and discharge all the duties and responsibilities of that office for the remainder of the unexpired term, and (ii) he/she shall appoint an interim chair for the Public Policy Committee to serve until a new President-Elect is elected. Such succession shall not prejudice his/her assumption of the office of President for the term for which he/she was elected.

Section 10.3. IMMEDIATE PAST PRESIDENT - If the President and President-Elect are simultaneously unavailable to discharge the duties of their respective offices, the responsibility of the Presidency shall be assumed by the Immediate Past President during the period in which they are temporarily absent or otherwise unable to serve. Should further succession to the office of President be required, such responsibility shall fall to the next most recent Past-President.

Section 10.4. SECRETARY-TREASURER - The Secretary-Treasurer shall perform all the duties ordinarily required of,

or customarily performed by, a secretary and a treasurer, and such other duties as the President or the Board of Directors may direct. The duties of the Secretary-Treasurer shall include, but shall not be restricted to, the following:

(A) The Secretary-Treasurer shall receive from the CEO periodic statements and supporting documents clearly presenting the fiscal status of the Columbus Medical Association and, with the CEO, shall present information to the Board of Directors on the Columbus Medical Association's fiscal performance. On recommendation of the Secretary-Treasurer as to amount, the Board of Directors shall incorporate into each year's operating budget sufficient funds to permit the Secretary-Treasurer to contract for an independent audit of the books of the Columbus Medical Association. The contractor shall be selected by the Secretary-Treasurer, the Secretary-Treasurer-Elect and one Board of Directors Representative appointed by the Board of Directors, which contractor selection shall be presented to the Board of Directors for ratification and contract approval.

(B) He/she shall cause to be maintained a correct list of all members in good standing in each class of membership, which list shall note the correct name, address, place and date of medical school graduation of each member, and the number of the license entitling him/her to practice medicine.

(C) He/she shall act as the official custodian of the Columbus Medical Association's OSMA charter.

(D) He/she shall cause to be recorded and preserved the minutes of all meetings of the members and of the Board of Directors.

(E) He/she shall cause to be prepared and sent to the members notices of any and all special member meetings, and such other notices as may be required by the Articles of Incorporation or Code of Regulations, or as may be directed by the President, or by policies of the Board of Directors.

(F) Upon his/her resignation as Secretary-Treasurer or upon the expiration of his/her term of office, the Secretary-Treasurer shall deliver all records and other association property under his/her control, after an appropriate audit, to the Secretary-Treasurer-Elect or to the President.

(G) He/she shall serve as co-chair of the Joint Finance Committee with the Columbus Medical Association Foundation Secretary-Treasurer.

Section 10.5. SECRETARY-TREASURER-ELECT - The Secretary-Treasurer-Elect shall assume the office of Secretary-Treasurer at the expiration of the Secretary-Treasurer's term. He/she shall act for the Secretary-Treasurer at that officer's request or during his/her temporary absence. In the event of the Secretary-Treasurer's death, resignation or permanent incapacity to serve, (i) the Nominating Committee shall be reconvened and hold a special election held for the purpose of selecting a new Secretary-Treasurer-Elect and (ii) The Secretary-Treasurer-Elect shall succeed to the Secretary-Treasurer position and discharge all the duties and responsibilities of that office for the remainder of the unexpired term. Such succession shall not prejudice his/her assumption of the office of Secretary-Treasurer for the term for which he/she was elected.

ARTICLE XI
The Board of Directors

Section 11.1. RESPONSIBILITY - (A) Subject to any other applicable provisions of this Code of Regulations, the Articles of Incorporation and Ohio law, the Board of Directors shall be vested with full and complete authority to establish or approve policy, review policy periodically to assure that policies are in place to meet the needs of the Columbus Medical Association, and, in consultation with the Board of Trustees of the Columbus Medical Association Foundation ("CMAF"), hold the Chief Executive Officer accountable for implementing policies, and conduct an annual appraisal of the CEO's performance. All policy issues shall be the responsibility of the Board of Directors unless otherwise ordered by two-thirds (2/3) vote of the Active Members present and voting at any annual or special meeting. The Board of Directors shall be responsible for reporting on actions taken and on the status of the Columbus Medical Association at regular intervals in official publications of the Columbus Medical Association.

Any policy adopted by the Board of Directors may be rescinded at any annual or special meeting of the members by the vote of two-thirds (2/3) of the Active Members present and voting.

(B) The Board of Directors, in consultation with the Chief Executive Officer, and the CMAF Board of Trustees, and other key

stakeholders, shall be responsible for the development and adoption of a long-range strategic plan and for review and ratification of annual work plans developed by the CEO for achieving the Columbus Medical Association's strategic objectives as set out in that plan.

(C) The Board of Directors, in collaboration with the CMAF Board of Trustees (or other entity designated by that board), shall conduct an annual performance appraisal of the Chief Executive Officer focused on his/her accomplishment of objectives agreed to by the Board of Directors, CMAF Board, and CEO for the year.

(D) The Board of Directors shall have the authority to approve contracts or other relationships with affiliated organizations deemed to add effectiveness to the Columbus Medical Association's own efforts to achieve its mission. Such authority shall also extend to defining the responsibility and authority of the CEO relative to the operations and staffing of such affiliates.

(E) The Board of Directors shall have the right to engage legal counsel for the purpose of securing legal advice or assistance on matters pertaining to association affairs.

Section 11.2. MEMBERSHIP OF BOARD OF DIRECTORS - The Board of Directors shall be composed of the President, the Immediate Past-President, the President-Elect, the Secretary-Treasurer, the Secretary-Treasurer-Elect, the chair of each Standing Committee, the President of the CMAF Board of Trustees, and five (5) Board of Directors Representatives selected in an effort to maintain diversity of representation among the membership. All members of the Board of Directors shall have the right to vote. The Board of Directors may, on its own motion, appoint a medical student and/or resident (hospital trainee) to attend and participate in Board of Directors meetings. The Executive Committee, in consideration of an item on the Board of Directors agenda, may invite any other member to attend a Board of Directors meeting and participate in the discussion of each item.

Section 11.3. EXECUTIVE COMMITTEE - The Board of Directors shall have an Executive Committee consisting of the President, the President-Elect, the Immediate Past-President, the Secretary-Treasurer, Secretary-Treasurer-Elect and the President of the CMAF Board of Trustees. The Chief Executive Officer shall be a non-voting member of the Executive Committee. The

Executive Committee shall act as the agenda setting committee regarding matters to be brought to the Board of Directors and shall act for the Board of Directors between regular or special meetings of the Board of Directors. It shall function as the Personnel Committee for the Columbus Medical Association approving personnel policies and hearing appeals under those policies. With the approval of the CMAF Board of Trustees, the Executive Committee may serve as the Personnel Committee for the CMAF.

The Executive Committee shall present a report at each Board of Directors meeting of items considered and actions taken between meetings of Board of Directors. By two-thirds (2/3) vote of the members of Board of Directors present and voting, a decision by the Executive Committee made between meetings may be suspended. An action to suspend may either be considered by the Board of Directors or referred to the Chief Executive Officer and/or a Standing or *Ad Hoc* Committee of the Columbus Medical Association for further review and recommendation to be presented to the Board of Directors at a subsequent meeting.

Section 11.4. MEETINGS - The Board of Directors shall meet as often as necessary in order to conduct the business of the Columbus Medical Association, but the President may call meetings of Board of Directors as occasion requires, and also shall call a meeting upon the written request to him/her by any three (3) members of Board of Directors. The Secretary-Treasurer shall give or cause to be given notices of such meetings to the members of the Board of Directors not less than three (3) days prior to the date of any meeting, provided, however, that notice of any meeting may be waived by any or all of the members of the Board of Directors. The attendance of a member of the Board of Directors at a meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him/her of notice of such meeting.

Section 11.5. QUORUM - A majority of members of the Board of Directors shall constitute a quorum of the Board of Directors. Any three (3) members of the Executive Committee shall constitute a quorum of the Executive Committee which committee may meet via authorized communications equipment.

Section 11.6. ASSOCIATION OFFICIAL PUBLICATIONS

(A) - The Board of Directors shall provide for the publication of official print or electronic publication(s) of the Columbus Medical Association.

(B) - Notices of meetings of members and all other notices of matters to be brought to the attention of the members shall be published at least once in official print or electronic publication of the Columbus Medical Association, not less than ten (10) days prior to the date of the meeting. Notwithstanding the foregoing, if notice by publication is impractical for any reason including economy of time or expense, the Secretary-Treasurer may accomplish notice or notices by mail or transmission by authorized communications equipment to the Active Members of the Columbus Medical Association.

ARTICLE XII

Chief Executive Officer

Section 12.1. CHIEF EXECUTIVE OFFICER (CEO) - A Chief Executive Officer ("CEO") shall be employed by the Board of Directors in collaboration with the CMAF Board of Trustees. He/she shall be the sole operations executive agent of the Columbus Medical Association. The CEO shall employ all staff, serve as a professional advisor to the Board of Directors; recommend appropriate policies for Board of Directors action; implement effectively all managerial and operational policies adopted by the Board of Directors; inform the members of the Board of Directors fully and accurately regarding the affairs and status of the Columbus Medical Association; interpret the needs of the Columbus Medical Association and present recommendations on all programs and issues considered by the Board of Directors; develop, in conjunction with the Joint Finance Committee, an operating budget for the Columbus Medical Association; recruit and develop competent staff and supervise all members of staff; and assist the Board of Directors in developing and conducting institutional marketing, and member recruitment and retention programs. The CEO may be the chief executive officer for any affiliate entity under arrangements approved by the Board of Directors. For affiliate relationships created prior to the date of adoption of this Code of Regulations, in the absence of specific controlling authority to the contrary, the Columbus Medical Association's CEO shall be deemed to be the chief executive officer of such affiliate.

Section 12.2. FIDUCIARY RESPONSIBILITY - The Chief Executive Officer shall be accountable for all funds of the Columbus Medical Association. He/she shall be required to give bond in

such amount as Board of Directors may direct, the cost of which shall be paid by the Columbus Medical Association. The Secretary-Treasurer shall review periodic financial statements and, with the CEO, present information to the Board of Directors on the Columbus Medical Association's fiscal performance.

Section 12.3. SELECTION AND APPOINTMENT - The Chief Executive Officer shall be recruited and selected through a joint process involving the Board of Directors and the CMAF Board of Trustees. An annual performance appraisal process shall be conducted by the Board of Directors, on behalf of the Columbus Medical Association, in partnership with the CMAF Board of Trustees or representatives thereof.

Section 12.4. ANNUAL GOALS AND APPRAISAL - The Chief Executive Officer shall work to achieve organizational goals jointly established by the Board of Directors and the CMAF Board of Trustees. Representatives of the two entities shall meet with the CEO at least sixty (60) days in advance of the start of a program year to review achievement of the prior year's goals and agree upon the goals and measures of organizational success for the coming year.

ARTICLE XIII Miscellaneous Provisions

Section 13.1. HEADQUARTERS - The Board of Directors shall provide for an official Columbus Medical Association headquarters office and all necessary office equipment, materials and insurance incident thereto.

Section 13.2. JUDGE OF CONDUCT - It shall be the duty of the Board of Directors (or a committee thereof to which such duty may be delegated by the Board of Directors) to take cognizance of (i) conduct unbecoming a member of the Columbus Medical Association, (ii) violation of the Principles of Medical Ethics of the American Medical Association or the rules of the Columbus Medical Association by a member of the Columbus Medical Association; or (iii) misconduct on the floor of the Columbus Medical Association, and to pursue disciplinary action in accordance with Article VII of this Code of Regulations.

In connection with the performance of its duties, the Board of Directors (or such delegated committee, as applicable) is authorized to summon any member of the Columbus Medical Association to appear before it or any of its committees and any member so summoned and failing to appear shall be held in

contempt and may be disciplined by the Columbus Medical Association as provided by Board of Directors policies through censure, probation, suspension or expulsion.

The Board of Directors or the Executive Committee, which may act in its absence, will have the power to take disciplinary action against a member after written charges have been lodged by the Professional Relations Committee and reviewed by the Executive Committee. Action may include Censure, Probation, Suspension, or Expulsion.

Section 13.3. EMERGENCY POWERS - In case of public disaster or any other emergency the Board of Directors may be called upon by the President to act for the Columbus Medical Association in offering full professional aid.

Section 13.4. FUNDS AND EXPENSES - Funds with which to meet expenses and carry on the work of the Columbus Medical Association shall be raised by annual dues and special assessments recommended by the Board of Directors and approved by the Active Members and by voluntary contributions from any source.

Section 13.5. MERITORIOUS SERVICE AWARDS - Pursuant to policies adopted by the Board of Directors and upon recommendation of Board of Directors, Meritorious Service Awards may be presented in recognition of extraordinary service to the Columbus Medical Association.

ARTICLE XIV Committees

Section 14.1. COMMITTEES - In consultation with the officers, the President shall appoint Standing Committees as provided in Section 14.2 and *Ad Hoc* committees as provided in Section 14.4. He/she shall also have the right to appoint such special committees as are deemed necessary to accomplish the strategic plan goals and objectives the Columbus Medical Association. All committees shall be accountable to the Board of Directors, shall coordinate their issue agenda with the Columbus Medical Association's strategic plan, and shall provide periodic reports of their activities to the Board of Directors. Actions requiring expenditures beyond those earmarked for a committee's activities in the Columbus Medical Association's current operating budget shall be submitted to the Executive Committee for approval prior to the encumbrance of funds. The Executive Committee may require a review of the proposed

expenditures by the CEO and/or the Joint Finance Committee prior to the Board of Directors' consideration.

Section 14.2. STANDING COMMITTEES - The Standing Committees shall be: (a) Joint Finance; (b) Public Policy; (c) Membership; (d) Professional Relations, and (e) Executive.

The chair of each Standing Committee shall be a member of the Board of Directors. Only an Active Member may serve as the chair of a Standing Committee. The chair of the Membership Committee and the Professional Relations Committee shall be appointed by the President from among the Active Members who are Board members, and shall serve for a term of one (1) year. A chair may be reappointed to subsequent terms. The Secretary-Treasurer shall serve as chair of the Joint Finance Committee, and the President-Elect shall serve as chair of the Public Policy Committee. The President shall appoint his/her nominees for chairs of committees so as to have chairs named and in place by June 1st.

Except for the Joint Finance Committee, the composition of which is described below, each Standing Committee shall be composed of a chair and any number of other members appointed by the President from among the members of the Columbus Medical Association and, in the case of the Public Policy Committee, representatives from the Columbus Medical Association's affiliated organizations. New committee members shall be appointed annually and shall serve for a term of one (1) year.

The President shall, with the approval of the Board of Directors, appoint a Joint Finance Committee to make recommendations concerning the Columbus Medical Association's operating budget and the investment of the Columbus Medical Association assets and to develop, in conjunction with the Chief Executive Officer, an operating budget for the Columbus Medical Association. The Secretary-Treasurer shall serve as chair of the committee and the Secretary-Treasurer-Elect shall be a standing member. Other members of the Joint Finance Committee may include directors and non-directors.

Subcommittees of Standing Committees may be appointed to accomplish the work of Standing Committees. Members of subcommittees shall be appointed at the discretion of the committee chair.

Section 14.3. THE DUTIES OF THE STANDING COMMITTEES:

(A) JOINT FINANCE - It shall be the duty of the Joint Finance Committee to review the finances of the Columbus Medical Association and receive a draft operating budget from the CEO each year and work with the CEO to finalize a budget for presentation to the Board of Directors for review and adoption.

With regard to finances, the Committee shall review monthly financial reports covering all fiscal activity of the Columbus Medical Association and compare performance against budget targets. It shall make recommendations to the Board of Directors regarding investments of Columbus Medical Association funds not required for current operating expenses, and shall constantly review and oversee such investments. The Committee shall cause an audit of the books of the Columbus Medical Association to be conducted at periodic intervals as defined in Board of Directors policies.

(B) PUBLIC POLICY - It shall be the duty of the Public Policy Committee to familiarize and concern itself with public policy issues affecting the medical profession and the health of the community, and to keep the Columbus Medical Association advised thereof. It shall cooperate with similar committees of other county medical societies, the Ohio State Medical Association, American Medical Association and local coalitions and organizations sharing the Columbus Medical Association's concern for the health of the community. The committee's purpose shall be to advance a unified effort toward developing and promoting public health and the best interests of the profession. It shall inform the state and national representatives and senators of the attitude of the local medical profession with respect to any public policy issues relating to the profession's interest in quality health care and public health. The President-Elect shall chair the committee.

(D) MEMBERSHIP - The Membership Committee shall endeavor to recruit and retain as members all eligible physicians. Recruitment goals for the Columbus Medical Association shall be defined in the strategic plan and in annual up-dates of goals and objectives adopted by the Board of Directors.

(E) PROFESSIONAL RELATIONS - This Committee shall be responsible for studying, promoting and supervising the development of good relationships (1) within the Columbus Medical Association's membership, and (2) with allied professions.

It shall be the duty of this Committee and it shall have the power and authority pursuant to this Code of Regulations and policies adopted by the Board of Directors to: 1) ensure that Columbus Medical Association members meet certain credential standards, 2) review membership applications in accordance with the Columbus Medical Association Membership Application Review Process and as otherwise stated herein, 3) review the qualifications of members when reasonable questions arise with respect to whether such qualifications are being maintained in accordance with policies and procedures adopted by the Board of Directors, and 4) receive and resolve administrative complaints involving patient-physician or physician-physician conflicts involving members of the Columbus Medical Association. The Committee, guided by policies adopted by the Board of Directors, may consider quality of care complaints which are not of the type and character falling under the jurisdiction of the State Medical Board of Ohio.

In attempting to resolve administrative complaints involving patient-physician or physician-physician conflicts pursuant to the paragraph above, the Committee may take such action, and engage in such activities, as it deems appropriate in its reasonable discretion, including, but not limited to: (i) patient education, such as informing a patient of other available avenues in which to pursue his/her complaint; (ii) peer-to-peer counseling involving the member of the Columbus Medical Association that is the subject of the patient complaint (or the members involved in the conflict) and a member of the Committee and/or a Columbus Medical Association officer; (iii) mediation of the complaint or conflict with the parties involved; or (iv) non-binding arbitration of the complaint or conflict with the parties involved; provided, however, that the primary function of the Committee shall all times remain the conducting of professional credentialing or quality review activities involving the competence of, professional conduct of, or quality of care provided by physician members of the CMA. Notwithstanding the forgoing, nothing herein shall be interpreted or construed as limiting or prohibiting the Committee from initiating disciplinary action against a physician in accordance with Section 7.1 hereof should the Committee determine, while it is attempting to resolve an administrative complaint or conflict, that initiation of disciplinary action is warranted.

Section 14.4. *AD HOC COMMITTEES* - *Ad Hoc* Committees deemed necessary to accomplish the goals of the Columbus Medical Association's strategic plan may be appointed by the President

with the approval of the Board of Directors. The charge to be pursued and the tenure of service of the members of any *Ad Hoc* Committee shall be defined at the time of the committee's creation.

Section 14.5. ANNUAL REVIEW - As part of the Columbus Medical Association's strategic planning process, the President and Board of Directors shall annually review the actions and functions of all committees for the purpose of assessing effectiveness of such committees and identifying potential consolidation, coordination, or elimination of committees no longer required.

ARTICLE XV
Rules of Order

Deliberations of the Columbus Medical Association shall conform to the methods of procedure set forth in a standard guide to meeting procedures adopted by the Board of Directors.

ARTICLE XVI
Fiscal Year

The fiscal year of the Columbus Medical Association shall be coexistent with the terms of officers or as set by policy adopted by the Board of Directors.

ARTICLE XVII
Amendments

This Code of Regulations may be amended in any respect permitted by the laws of the State of Ohio by the affirmative vote of two-thirds (2/3) of the Active Members present and voting at any meeting of the members of the Columbus Medical Association provided that:

(A) Such amendment shall have been read in open session at a previous meeting of members; OR

(B) Such amendment shall have been sent by mail or authorized communications equipment to each member, or published in an official print or electronic publication of the Columbus Medical Association at least ten (10) days prior to the meeting at which action is proposed to be taken on such amendment.

The Secretary-Treasurer shall submit any proposed amendment to the Articles of Incorporation or Code of Regulations to the

Ohio State Medical Association for approval prior to final action by the Columbus Medical Association on such proposed amendment.

ARTICLE XVIII
Supersedure

Upon the adoption of this Code of Regulations, all previous bylaws and codes of regulations are hereby declared null, void and of no effect.

ARTICLE XIX
Conflict of Interest Policy

Section 19.1. PURPOSE - The purpose of the conflict of interest policy is to protect the Columbus Medical Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Columbus Medical Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 19.2. DEFINITIONS:

(A) INTERESTED PERSON - Any director, principal, officer, or member of a committee with delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

(B) FINANCIAL INTEREST - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (1) An ownership or investment interest in any entity with which the Columbus Medical Association has a transaction or arrangement;
- (2) A compensation arrangement with the Columbus Medical Association or with any entity or individual with which the Columbus Medical Association has a transaction or arrangement; or
- (3) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Columbus Medical

Association is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 19.3(B), a person who has a financial interest may have a conflict of interest only if the Board of Directors or appropriate committee decides that a conflict of interest exists.

Section 19.3. PROCEDURES

(A) DUTY TO DISCLOSE - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.

(B) DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(C) PROCEDURES FOR ADDRESSING THE CONFLICT OF INTEREST:

- (1) An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (2) The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (3) After exercising due diligence, the Board of Directors or committee shall determine whether the Columbus Medical Association can obtain with

reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- (4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Columbus Medical Association's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

(D) VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY:

- (1) If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 19.4. RECORDS OF PROCEEDINGS - The minutes of the Board of Directors and all committees with board delegated powers shall contain:

(A) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.

(B) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 19.5. COMPENSATION:

(A) A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Columbus Medical Association for services is precluded from voting on matters pertaining to that member's compensation.

(B) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Columbus Medical Association for services is precluded from voting on matters pertaining to that member's compensation.

(C) No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Columbus Medical Association, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 19.6. ANNUAL STATEMENTS - Each director, principal officer and member of a committee with Board of Directors delegated powers shall annually sign a statement which affirms such person: (A) Has received a copy of the conflicts of interest policy; (B) Has read and understands the policy; (C) Has agreed to comply with the policy; and (D) Understands the Columbus Medical Association is a tax-exempt trade association and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 19.7. PERIODIC REVIEWS - To ensure the Columbus Medical Association operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(A) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(B) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Columbus Medical Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the Columbus Medical Association's purposes and do not result in inurement, or impermissible private benefit.

Section 19.8. USE OF OUTSIDE EXPERTS - When conducting the periodic reviews as provided for in Section 19.7, the Columbus Medical Association may, but need not, use outside advisors. If outside advisors are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.