

Third 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: Physicians and other experts working together to support physicians and advance the community through professional advocacy, education, and services."

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. 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 nonphysician 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 current, 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 the Columbus MSA (as such term is defined by the United States Office of Management and Budget, or any successor agency); and
- (3) Such other criteria as may be adopted by the Board of Directors from time to time.

(B) APPLICATION FOR MEMBERSHIP. The Board of Directors shall adopt such policies as it reasonably determines are necessary and appropriate for defining the membership application process, consistent with this Code of Regulations.

(C) ACTION ON APPLICATION. When collection and verification of all information set forth in Section 5.2 is accomplished, an applicant for membership (an "Applicant") shall become a member of the Columbus Medical Association. Unless otherwise determined by the Board of Directors, the Applicant shall be considered an Active Member.

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 - In connection with applying to become a member, the Applicant authorizes the Columbus Medical Association to solicit and act upon information provided by the Ohio State Medical Board and agrees that any information so provided shall not be required to be disclosed to him/her if the party providing such information does so on the condition that it be kept confidential.

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. 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. 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 7.2. 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 the qualifications of Article 5 of this Code of Regulations are satisfied.

Section 7.4 LIMITATION OF LIABILITY AND ACTS COVERED.

- (A) No member, agent, or employee serving on the 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.

- (B) 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) Corrective and disciplinary action;
 - (3) Hearings and appellate reviews;
 - (4) 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 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 prepare a slate of 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 slate of candidates. 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 candidates.

The slate of candidates approved by the Nominating Committee shall also include candidates for representatives and alternates to represent the membership to the OSMA House of Delegates, which candidates must be CMA/OSMA Active Members.

Section 8.5. Section 8.5. VOTING PROCEDURE - The slate of candidates approved by the Nominating Committee shall be presented for approval by the members at a meeting of the members or using electronic means as provided in Section 11.6(B). A vote shall be taken, which vote shall be for the approval or rejection of the entire slate of candidates. Approval of the slate shall require a majority vote of those members present and eligible to vote. In the event a majority vote is not achieved, the slate shall be considered rejected and the Nominating Committee shall prepare a new slate of candidates for consideration, which slate may be prepared at the meeting or a later date.

Section 8.6. 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 and 8.5 hereof.

Section 9.3. TERMS - Delegates and Alternate Delegates shall serve until they resign or are otherwise removed or replaced through the election of new Delegates or Alternate Delegates. 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 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 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 and Association's Political Action Committee to serve until a new President-Elect is elected by the Board of Directors in accordance with Section 10.6 hereof. 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) He/she shall act as the official custodian of the Columbus Medical Association's OSMA charter.

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

(C) 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.

(D) 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.

(E) 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, 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.

Section 10.6. VACANCIES IN THE OFFICE OF PRESIDENT-ELECT OR SECRETARY-TREASURER-ELECT. In the event of a vacancy in the office of President-Elect or Secretary-Treasurer-Elect occurring prior to the natural expiration of the term of such office, the Nominating Committee shall be reconvened and determine a candidate to serve as President-Elect or Secretary-Treasurer Elect, as the case may be, for the remainder of the former President-Elect's or former Secretary-Treasurer-Elect's unexpired term, as the case may be, and such candidate shall be subject to the approval of and elected by the Board of Directors.

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") and Board of Trustees of the CMA's affiliate organizations, 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 President of the CMAF Board of Trustees, the Chair of the Membership Committee, 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 CMA Alliance Member, 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. The Board of Directors may, in its discretion, adopt rules of order governing the conduct of its Board meetings. Adherence to such rules of order may be suspended or cancelled from time to time by a vote of the Board of Directors.

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 and affiliated organization chairs.

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. 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 CMA Board of Directors, the CMAF Board of Trustees and the Chairs of affiliated boards. 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.

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, and serve at the pleasure of, 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; (e) Executive; and (f) the Association's Political Action Committee.

The chair of each Standing Committee shall be a member of the Board of Directors. The chair of the Membership Committee shall be appointed by the President from among the Active Members, and, once appointed, shall become a member of the Board of Directors (if not already a member of the Board). A chair may be reappointed to subsequent terms. The Secretary-Treasurer shall serve as chair of the Joint Finance Committee. The President shall appoint his/her nominee for chair of the Membership Committee.

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 and Political Action 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 periodically review 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) POLITICAL ACTION COMMITTEE - The Political Action Committee shall endeavor to raise funds and support local and state candidates for public office and public issues that are consistent with and in furtherance of the Association's mission and principles and those of the Association's affiliates.

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 the Board of Directors provided that:

A. 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.

B. 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.

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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.