

TO: Academy of Medicine of Cincinnati Members

FROM: Donna Gilliam, Executive Director

RE: Amended Articles of Incorporation and Amended Code of Regulations

DATE: February 1, 2012

The Academy of Medicine of Cincinnati is proposing changes to its Articles of Incorporation and Code of Regulations. These updates better reflect the way the Academy currently operates. Some changes were necessary due to the change in the dual membership requirement between the Academy of Medicine and the Ohio State Medical Association. Here are some of the major changes to the Code:

- allows physicians to join Academy only, OSMA only, or both (Chapter 1)
- adds new membership categories (Chapter 1)
- streamlines the membership application process (Chapter 1)
- simplifies the nominating committee process and voting (Chapter 3)
- simplifies the judicial process and deletes OSMA judicial oversight (Chapter 6)
- updates the list of standing committees (Chapter 9)
- permits the use of emails and faxes in place of actual mailing

In order to be adopted, the proposed amendments must be voted on by the members of the Academy of Medicine.

Below is a ballot for you to vote. You may either return it by fax (513-721-4378) or send to the Academy of Medicine of Cincinnati, 2300 Wall Street, Suite F, Cincinnati. OH 45212.

**Completed ballots must be received by February 18, 2012.**

Thank you for your attention to this matter.

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**Amended Academy of Medicine of Cincinnati Articles of Incorporation and Code of Regulations — 2012**

Member Name \_\_\_\_\_  
(Please print)

- I approve the amendments.
- I approve the amendments with the exception of \_\_\_\_\_.
- I do not approve the amendments.

Signature \_\_\_\_\_ Date \_\_\_\_\_

# CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE ACADEMY OF MEDICINE OF CINCIN-

## Amended Articles of Incorporation

### Article I-Name

The name of this organization shall be the Academy of Medicine of Cincinnati, hereinafter referred to as the Academy, a corporation not for profit, organized under the laws of the State of Ohio.

### Article II-Location

The present office of the Academy is located in Cincinnati, Hamilton County, Ohio.

### Article III-Purpose

The purpose of the Academy shall be to organize, represent, and serve the physicians of Hamilton County in their efforts to promote and provide optimal health care in the community. The Academy will encourage quality care of patients in the community by producing, sponsoring, and assisting with educational and informational programs for its members and the public, publishing articles and newsletters, seeking to improve and enhance the quality and condition of the practice of medicine, as well as seek improvements in the administration and delivery of health care programs. The Academy will also review conduct by physician members to determine consistency with standards of conduct or peer review consistent with the provisions of Sections 2305.24, 2305.25, 2305.251 and 2305.28 of the Ohio Revised Code, as amended, and 42 U.S.C. §11101 through §11152, as amended; and, without limiting the generality of the foregoing purposes, the corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to engage in any lawful act or activity which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment or attainment of any or all of the purposes for which corporations may be formed under Chapter 1702, Nonprofit Corporation Law, of the Ohio Revised Code. It may also, along with other county medical societies, support the Ohio State Medical Association; and through it, with other associations, may support the American Medical Association.

### Article IV-Membership

The members of the Academy shall be classified as Active Academy members, Active Academy/OSMA members, Active Academy Part-Time members, Retired members, Post-Graduate Trainee members, Non-Resident members, Associate members, Affiliate members, and Student members. The qualifications of each classification of membership and the manner of election shall be provided in the Code of Regulations.

### Article V-Funds and Expenses

Funds for meeting the operating expenses of the Academy shall be raised by annual dues, voluntary contributions, or from any other source approved by the Council established in accordance with the Code of Regulations. Council shall have full authority to appropriate funds for purposes that are conducive to, and promote, the general welfare of the Academy.

### Article VI-Indemnification

Every Officer, Councilor and committee member shall be indemnified by the Academy against expenses actually and necessarily incurred by him or her (including, but not limited to, counsel fees and out-of-court settlements in amounts approved by the Council; not including any case where, in the opinion of counsel selected by the Academy, the affected Officer, Councilor or committee member is guilty of negligence or misconduct) in connection with any action, suit, or proceeding to which he or she may be made a party by reason of his or her behalf or having been, an Officer, Councilor or committee member (whether or not he or she continues to be an Officer, Councilor or committee member at the time such expenses are incurred), except in relation to matters as to which he or she shall be judged liable in such action, suit, or proceeding because of negligence or misconduct.

The preceding right of indemnification shall not be exclusive of other rights any Officer, Councilor or committee member may be entitled to as a matter of law. The purpose of this Article is to indemnify Officers, Councilors and committee members who act in good faith on behalf of the Academy in all acts, unless these persons are guilty of negligence or misconduct.

### Article VII-Charter

The Academy shall hold and maintain a charter from the Ohio State Medical Association issued in the exact name as set forth in these Amended Articles of Incorporation. This charter shall be kept permanently on file with the Executive Director of the Academy.

### Article VIII-Amendments

These Amended Articles of Incorporation may be amended by a two-thirds (2/3) affirmative vote of the Active Academy and Active Academy/OSMA members in good standing who vote. A ballot and a written notice stating the final date for the receipt of ballots on the proposed amendment(s) shall be communicated by the Executive Director to each Active Academy and Active Academy/OSMA member at least fifteen (15) days prior to the final date for the receipt of ballots. A copy of the proposed amendment(s) may be requested by each Active Academy or Active Academy/OSMA member and may also be viewed on the Academy's web site. Whenever any amendment(s) to these Amended Articles of Incorporation has been adopted by the Academy, the amendment(s) shall be submitted to the Council of the Ohio State Medical Association for approval. The amendment(s) shall not become effective until the Academy has received written notice of approval from the Council of the Ohio State Medical Association and the amendment(s) has been filed with the Secretary of the State of Ohio. It shall be incumbent upon the Academy, as a component unit of the Ohio State Medical Association, to adopt such amendments periodically to bring the Amended Articles of Incorporation of the Academy into conformity with the Constitution and Bylaws of the Ohio State Medical Association.

## ACADEMY OF MEDICINE OF CINCINNATI AMENDED CODE OF REGULATIONS

### CHAPTER 1-MEMBERSHIP

#### Section I-Classes of Membership

The membership of the Academy shall consist of the following:

- A. Active Academy. Any physician who has a current license to practice medicine and surgery or osteopathic medicine and surgery, issued by the Ohio State Medical Board that is in full force and effect at the time of application.
- B. Active Academy/OSMA. Any physician who has a current license to practice medicine and surgery or osteopathic medicine and surgery, issued by the Ohio State Medical Board that is in full force and effect at the time of application, and who also maintains membership in the Ohio State Medical Association.
- C. Active Academy Part-Time. Any physician who qualifies as an Active Academy member who is working twenty (20) hours per week or less.
- D. Retired. Any physician who has been an Active Academy, Active Academy/OSMA, Active Academy Part-Time, or Non-Resident member for a minimum of 10 years and is no longer working and ineligible for those membership categories due to retirement or disability.
- E. Post-Graduate Trainee. Any physician who has a current license issued by the Ohio State Medical Board and is enrolled in an approved medical post-graduate training program.
- F. Non-Resident. Any physician holding a current license to practice medicine who conducts the major portion of his or her practice outside of Hamilton County.
- G. Associate. Allied health practitioners holding a current license to practice in Ohio.
- H. Affiliate. Individuals active in the health care field and/or interested in the work of the Academy who are not eligible for other Academy membership.
- I. Student. Any person who is enrolled in an approved college of medicine pursuing the degree of doctor of medicine or doctor of osteopathy.

## Section II-Obligations

All classes of membership shall be obliged to abide by the Articles of Incorporation and Code of Regulations of the Academy.

## Section III-Application for Membership

- A. Application Form. Any person seeking membership in the Academy shall complete the appropriate application form as prescribed by the Academy Council.
- B. Effect of Application. By submitting an application or otherwise indicating a desire to become a member, the applicant:
1. Consents to verification of any and all necessary information to qualify for membership.
  2. Acknowledges responsibility for timely payment of required dues.
- C. Verification of Information. The Academy Council or its designee shall verify medical license and any other information that may be required. The applicant shall be notified of any problems in obtaining the information required, and it shall be the applicant's obligation to obtain the required information.
- D. Action on Application. When collection and verification of all necessary information is accomplished, the information shall be submitted to Council or the Executive Committee, acting on behalf of Council, at its next regular meeting. Council or the Executive Committee shall consider the information, and:
1. Approve the application for membership by a majority vote;
  2. Deny the application for membership by a majority vote;
  3. Return the application for further investigation.
- If the application is denied, the prospective member shall have a right to a hearing as set forth in this Code of Regulations. If the application is approved, appropriate notice shall be sent to the applicant.

## CHAPTER 2-COUNCIL

### Section I-Councilors

The Councilors, referred to collectively as the Council, shall be elected by the eligible membership of the Academy in accordance with the procedure described in Chapter 3.

### Section II-Membership

The Council of the Academy shall consist of the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer, and the Councilors. The Executive Director shall be an ex-officio member without vote. The President may also designate additional ex-officio members without vote with the advice and consent of Council. Council shall exercise all duties and have all rights provided to Councilors under Chapter 1702 of the Ohio Revised Code and other applicable statutes and regulations.

### Section III-Meetings

Regular meetings of Council shall be held monthly from September through June, inclusive. Special meetings of Council may be held at the discretion of the President or upon the written request to the Executive Director of three (3) members of Council.

### Section IV-Duties and Responsibilities

Council shall have final authority in affairs and activities of the Academy in accordance with this Code of Regulations and all other applicable statutes and regulations. A majority of the members of Council shall constitute a quorum for the transaction of business, and a majority vote of a quorum will be binding.

Council shall have powers and authority including, but not limited to, the following:

1. To appoint Officers or Councilors to fill any vacancies which may occur in an elective office, except that of President, declared vacant by action of Council. Any Officer or Councilor appointed to fill any such vacancy shall serve the unexpired term. If a vacancy occurs in the office of President, then the President-Elect shall complete the remainder of the term;
2. To declare vacant any office, elective or appointive, in the event the incumbent Officer or Councilor shall fail to perform the duties of his or her office in a manner satisfying to Council;
3. To levy special assessments on the members of the Academy to

provide for unusual or extraordinary expenses;

4. To employ an Executive Director to conduct the affairs of the Academy;
5. To fix the salary and other terms of employment of the Executive Director; and
6. To bond the Treasurer and designated employees of the Academy in the amount deemed sufficient to cover and protect the Academy.

## CHAPTER 3-OFFICERS / EXECUTIVE COMMITTEE / ELECTIONS

### Section I-Officers and Councilors

Only Active Academy and Active Academy/OSMA members in good standing are entitled to hold an elective office. The Officers of the Academy shall consist of the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer, and the Executive Director, ex officio without vote. These Officers shall constitute the Executive Committee of the Academy. The Executive Committee shall meet monthly throughout the year and may act on behalf of the Council when necessary. Meetings and actions of the Executive Committee shall be reported and acted upon, as appropriate, by Council at the next meeting of Council.

Terms of office for Councilors shall be three (3) years, and Councilor terms shall be staggered as possible so that approximately one-third (1/3) of the Councilors shall be elected by the membership of the Academy each year.

A Councilor shall be elected to no more than two (2) full consecutive terms unless the Councilor seeks and is elected to the office of President-Elect.

The number of Councilors shall be no less than one per one hundred (100) Active Academy and Active Academy/OSMA members as of January 1 of any given year. Prior to the election of Officers and Councilors the Council shall determine if the number of Councilor positions should be adjusted.

The President-Elect shall be elected by the membership of the Academy and he or she shall then serve successively as President and Immediate Past President. These terms shall be for one (1) year. The Secretary and the Treasurer shall be elected annually by the Councilors at the October Council meeting.

### Section II-Nomination and Election

One Nominating Committee consisting of up to nine (9) Active Academy or Active Academy/OSMA members shall be selected by the President at the February meeting of Council. Members of the Nominating Committee shall include at least three (3) members of the current Council. The President shall select the chairperson of the Nominating Committee from among the members of the committee. No member who accepts appointment to the Nominating Committee may stand for office in that year's election.

The Nominating Committee shall develop one slate of candidates. The Nominating Committee may present one or two candidates for the office of President-Elect. Each candidate for President-Elect must be a current or former member of Council. To assure a contested election for Councilors the committee shall nominate a number of candidates exceeding the number of Council positions to be elected with an attempt to nominate double that number. Only Active Academy and Active Academy/OSMA members in good standing are entitled to hold an elective office.

An independent Nominating Committee of Active Academy or Active Academy/OSMA members equal in number to the Nominating Committee appointed by the President may be formed and may submit to the Council, no later than thirty (30) days prior to the election, nominations for President-Elect or Councilors.

The Executive Director shall prepare ballots for all Active Academy and Active Academy/OSMA members of the Academy in good standing on or about April 15. Each Active Academy and Active Academy/OSMA member of the Academy voting in the election may cast one vote for President-Elect and one vote per candidate up to the number of Councilor positions

to be elected. Those candidates receiving the most votes would then be elected in accordance with the number of Councilor positions to be filled. In the event of a tie, Council shall vote to break such a tie.

Members should submit their ballots by the specified date. At the close of the voting period, ballots will be tabulated by Academy staff, verified by the Secretary, and the results reported to the Council at its next meeting. Duly elected Councilors and the President-Elect are notified in writing and installed at the next Annual Meeting of the Academy.

### **Section III-Duties of Officers**

- A. **President:** The President shall preside over all meetings of the Academy Council; shall exercise such executive and appointive powers as the Code of Regulations, parliamentary usage, and custom dictate or as may be imposed or required by Council; and shall be an ex-officio member without vote of all standing committees.
- B. **President-Elect:** The President-Elect shall assume the duties of the President, upon his or her request or when necessary, and shall succeed to the office of President at the next Annual Meeting.
- C. **Secretary:** The Secretary shall be responsible to ensure that a current roster of all Academy members is maintained; shall ensure that the permanent record book of the Academy (containing the Articles and Code of Regulations and all amendments thereto) is maintained; shall ensure that the minutes of all Council meetings are preserved; and shall certify the results of the annual election.
- D. **Treasurer:** The Treasurer shall be responsible to ensure that all fees, dues, and assessments are collected from the members of the Academy and from any other source; shall ensure that proper records of the Academy's finances, including a detailed record of all receipts and disbursements, are maintained; shall ensure that the Academy's funds are properly disbursed; and may be required to obtain a bond in such reasonable amount as determined by Council. The cost of this bond shall be paid by the Academy.
- E. **Executive Director:** The Executive Director shall be the Chief Executive Officer of the Academy for the purposes of managing its affairs; shall be responsible to the President and Council of the Academy; shall hire other individuals and set terms of employment within the limitations of the budget and may assume other duties as delegated by the Council. The Executive Director or his or her designated representative shall attend meetings of all Academy committees and Council; shall conduct all the correspondence of the Academy; and shall assist the Secretary and the Treasurer in the completion of their duties as necessary. The Executive Director may be authorized to sign checks for ordinary and regular expenditures up to the amount set by Council. All checks for amounts greater than the authorized limit shall require signatures from any two of the following: the Executive Director or Assistant Executive Director, and the Treasurer. Under extenuating circumstances or the Treasurer is not available, the second signature must be the President. The Executive Director and Assistant Executive Director shall be bonded in such reasonable amount as determined by Council, the cost of which shall be paid by the Academy.

## **CHAPTER 4-FINANCES**

### **Section I-Expenses**

Funds for meeting the expenses of the Academy shall be raised by annual dues, special assessments, voluntary contributions and other non-dues sources of income.

### **Section II-Fiscal Year**

The fiscal year of the Academy shall be the calendar year, January 1 through December 31.

## **CHAPTER 5-DUES AND ASSESSMENTS**

### **Section I-Determination of Dues**

The annual dues and assessments for all classes of members shall be determined by Council and levied per capita on such members of the respective classes. Annual dues shall be payable on or before December 31 of the preceding year.

### **Section II-Delinquency/Non-Payment of Dues**

The non-payment of dues to the Academy after January 1 of any year shall make a member delinquent. After April 1 the loss of member benefits and the process for the dropping of delinquent members, as determined by Council, shall begin. During this process a member may be fully reinstated by paying delinquent amounts to the Academy.

Once a delinquent member is dropped from membership, he or she may be reinstated by Council through the prescribed process and upon payment of the current dues.

### **Section III-Dues Waivers**

Any Active Academy, Active Academy/OSMA or Active Academy Part-Time member of the Academy for whom payment of his or her regular dues constitutes a financial hardship, because of disability or some other circumstance, may request a waiver of dues from Council. This request must be made in writing and signed by the member on an annual basis. If Council grants this waiver of dues, the information is to be forwarded to the Ohio State Medical Association if appropriate.

## **CHAPTER 6-GRIEVANCE/DISCIPLINE/EXPULSION OF MEMBERS**

### **Section I-Preamble**

It is the obligation and responsibility of organized medicine to conduct peer review and discipline members when appropriate to ensure the high standards and reputation of physicians are maintained. For these reasons, the Academy engages in peer review activities pursuant to Ohio Revised Code 2305.24, 2305.25, and 2305.251.

### **Section II-Suspension of Membership/Immediate Review**

Any member convicted of any crime that results in the suspension or loss of their medical license shall be automatically suspended from membership in the society.

Any member who is the subject of three complaints filed pursuant to Section III below of a substantially similar nature in any two-year period shall be subject to immediate review for possible suspension by the Academy Council in accordance with this article.

### **Section III-Complaints**

Complaints against an Academy member must be made in writing, signed by the fellow physician member or patient filing the complaint, with appropriate authorization, and submitted to the Executive Director. As soon as possible after such filing the Executive Director shall serve upon the named member a true copy of the complaint and shall also furnish a copy to the chairman of the Judicial Committee. The Judicial Committee shall not proceed with any review or action in those situations where a complainant has already retained legal counsel.

The member shall respond to the complaint in writing to the Judicial Committee. If the member is able to resolve the dispute in a manner which is acceptable to the individual who filed the complaint, then the member shall so indicate in his or her written response. The Judicial Committee will verify this response with the complaining party. If the dispute has not been resolved, then the Judicial Committee shall review the complaint and the response, and assign the matter to one of its members for investigation. That member shall investigate the complaint by interviewing the complaining party, the named physician and/or such others as may be necessary, and by reviewing applicable medical records, and shall then report his/her findings to the Judicial Committee. The Judicial Committee may request the named physician to personally appear to discuss the complaint. The Judicial Committee shall then recommend to the named physician a method of resolving the complaint.

If the Judicial Committee concludes that one of the following criteria for disciplinary action has been met:

1. The member has committed an act or is guilty of an omission in violation of the Medical Practices Act as set forth in Ohio Revised Code 4731.22; or
2. The member has intentionally misrepresented a material fact in

- any information submitted to the Academy, including their membership application; or
3. The member has performed or behaved in an unethical or unreasonable fashion; then,

The Judicial Committee shall forward a written report as to the findings of the investigation to Council as soon as practicable. Council shall consider the findings of the investigation and take appropriate follow-up action according to this policy. In situations where the facts warrant such action, the State Medical Board, State Attorney General and/or other appropriate authorities may be notified by the Executive Director at the direction of the Judicial Committee.

#### **Section IV-Notice of Hearing or Proposed Disciplinary Action**

1. If Council determines that disciplinary action is advisable, it shall instruct the Executive Director to provide written notice to the member. The notice shall state:
  - a. The action proposed to be taken against the member;
  - b. The reasons for the action;
  - c. The right of the member to request a hearing within 30 days of the date of the letter; and
  - d. A summary of the rights and procedures to be followed during the hearing.
2. If the member desires an initial hearing, the request shall be in writing addressed to the Council. In the event that the member does not request a hearing within the time and manner described, the member shall be deemed to have waived any right to a hearing and to have accepted the further action of Council.

Upon receipt of the request for hearing, Council shall schedule the hearing for not less than 30 days nor more than 60 days from the date of receipt of the request. The Executive Director shall send the member a notice stating the place, time, and date of the hearing and a list of the witnesses, if any, expected to testify at the hearing on behalf of the Council.

#### **Section V-Hearing Officer**

- A. Selection of Hearing Officer. The hearing officer shall be selected by the Executive Director from several local mediation and/or arbitration services, subject to the approval of the member. The hearing officer shall be considered an employee of the Academy for the purposes of the Ohio Revised Code 2305.24, 2305.25, and 2305.251.
- B. Duties of the Hearing Officer
  1. The hearing officer shall endeavor to ensure that all participants in the hearing have a reasonable opportunity to be heard and to present relevant oral and documentary evidence in an efficient and expeditious manner, and that proper decorum is maintained. The hearing officer shall be entitled to determine the order of, or procedure for, presenting evidence and argument during the hearing and shall have the authority and discretion to make all rulings on questions which pertain to matters of law, procedure or the admissibility of evidence. If the hearing officer determines that either side in a hearing is not proceeding in an efficient and expeditious manner, the hearing officer may take such discretionary action as seems warranted by the circumstances.
  2. The hearing officer may, but shall not be required to, order that oral evidence gathered outside the hearing shall be taken pursuant to normal procedures for depositions.
  3. Judicial rules of evidence and procedure relating to the conduct of the hearing, the examination of witnesses, and presentation of evidence shall not apply to a hearing conducted under the Code of Regulations. Any relevant evidence, including hearsay, shall be admitted if it is the sort of evidence upon which reasonable people are accustomed to rely in the conduct of serious affairs, regardless of the admissibility of such evidence in a court of law. The hearing officer may interrogate the witness or call additional witnesses if such action is deemed to be appropriate.

#### **Section VI-Procedural Rights at Hearing**

Both the member and the Council have the right:

1. To be represented in any phase of the hearing or preliminary

procedures by an attorney-at-law or by any other person of that party's choice;

2. To have a record made of the proceedings, copies of which may be obtained by the member upon payment of any reasonable charges associated with the preparation thereof;
3. To call, examine, cross-examine, and impeach witnesses;
4. To present evidence determined to be relevant by the hearing officer, regardless of its admissibility in a court of law; and
5. To submit a written statement at the close of the hearing.

Unless otherwise determined for good cause, the Council shall have the initial duty to present evidence for each case or issue in support of the proposed action or recommendation. The member shall be obligated to present evidence in response. Throughout the hearing, the Council shall bear the burden of persuading the hearing officer, by a preponderance of the evidence, that the action or recommendation is reasonable and warranted.

#### **Section VII-Failure to Appear or Proceed**

Failure of the member to personally attend the hearing or be represented at the hearing shall be deemed to constitute acceptance of the disciplinary action involved, and a waiver of the right to a hearing. However, an Active Academy/OSMA member retains his or her right to appeal to the Ohio State Medical Association pursuant to the Bylaws of the Ohio State Medical Association. Postponements and extensions of the time beyond the time for hearing permitted in this Code of Regulations may be permitted by the hearing officer, within his or her discretion on a showing of good cause.

#### **Section VIII-Recommendation**

The recommendation of the hearing officer shall be based on the evidence introduced at the hearing, including all logical and reasonable inferences, from the evidence and the testimony.

Within 30 days after the final adjournment of the hearing, the hearing officer shall render a recommendation which shall be accompanied by a report in writing stating the reasons for the recommendation. The report and recommendation shall be delivered to Council and to the member.

#### **Section IX-Final Action**

At its next regular meeting after receipt of the report and recommendation, or as soon thereafter as is practicable, Council shall consider the report, recommendation, and any relevant information. Council shall then make a final decision regarding any proposed recommendation. Disciplinary action can take the form of censure, suspension or expulsion. Following the decision, the Executive Director shall forward to the member the written decision of Council, including a statement of the basis for the decision.

#### **Section X-Appeal**

Any member may appeal the decision of the Judicial Committee on questions of law and procedure, but not of fact, to the Council on Ethical and Judicial Affairs of the American Medical Association (the "Judicial Council") by filing a notice of appeal with the Judicial Council within thirty (30) days of the decision of the Judicial Committee, such appeal to be governed by the rules and regulations of the Judicial Council.

#### **Section XI-Reporting Requirement**

After final disciplinary action has been taken pursuant to Section IX and the member has either waived or exhausted the right to appeal to Council, the Executive Director shall report the action to state and federal authorities as required by the Ohio Revised Code 4731.224, and the Health Care Quality Improvement Act of 1986 (Public Law 99-660, Title IV and 45 CFR Part 60) and other applicable federal and state laws. Once a complaint under Section III of this Chapter has been made against a member, this association may complete the proceedings under these bylaws even if the member has resigned.

#### **Section XII-Record**

A record shall be made of any and all hearings before the Judicial Committee, Council, and the hearing officer, and at the request of either the named member or the Academy, the Executive Director shall cause a transcript to be made of the proceedings, evidence and findings in connection with such hearing or hearings without charge to the named member.

## CHAPTER 7-MEETINGS

### Section I-Annual Meeting

The Academy shall hold an Annual Meeting of its members, and this meeting shall be held to install newly elected Officers and Councilors. Notice to all members of the time and place of the meeting, and of any special business to be transacted, is to be communicated by the Executive Director at least ten (10) days prior to the meeting. The order of business at the Annual Meeting will be at the discretion of the President.

### Section II-Regular Meetings

Regular meetings of the membership of the Academy shall be held at such times and places as designated by Council. Publication of the time and place and subject(s) of the meeting shall be provided by the Executive Director at least ten (10) days prior to the meeting. The order of business at regular meetings will be at the discretion of the President.

### Section III-Special Meetings

Special meetings of the membership of the Academy shall be called by the President, with the approval of Council, whenever he or she deems it necessary or advisable, or upon the written request of ten (10) Active Academy or Active Academy/OSMA members in good standing, with the approval of Council. Notice of a special meeting shall be communicated to each member by the Executive Director at least five (5) days in advance of the holding of the meeting. The notice for a special meeting shall state the purpose of the meeting and the time and place where it shall be held; no business except that stated in the notice shall be transacted.

## CHAPTER 8-DELEGATES

Active Academy/OSMA members serving as delegates and alternate delegates to the Ohio State Medical Association representing the Academy (Hamilton County Medical Society) shall be selected with the approval of Council and shall perform their duties in accordance with the Constitution and Bylaws of the Ohio State Medical Association.

## CHAPTER 9-COMMITTEES

### Section I-Standing Committees

The Academy shall have an Executive Committee and Judicial Committee as standing committees. Other committees may be appointed by the President with the approval of Council. Committees of the Academy of Medicine are responsible to and come under the purview of the Council.

- A. Executive Committee. The Executive Committee consisting of the President, President-Elect, Immediate Past President, Secretary, Treasurer, and Executive Director, ex-officio, without vote, shall normally meet monthly throughout the year and may act on behalf of the Council when necessary in all matters pertaining to the Academy. Meetings and actions of the Executive Committee shall be reported and acted upon, as appropriate, by Council at the next meeting of Council.
- B. Judicial Committee. It is the duty of this committee to conduct hearings and weigh evidence in matters referred to in Chapter 6 above, and such other matters as may be referred to it by Council or by the Executive Director.

### Section II-Meetings

Committees of the Academy shall meet as necessary or as directed by Council. The President shall have the authority to convene a joint meeting between committees when, in his or her opinion, it is to the advantage of the Academy to have joint deliberations on subject matters that come within the purview of more than one committee.

### Section III-Committee Membership

Unless otherwise provided in this Code of Regulations, committee members, committee chairpersons and vice chairpersons shall be appointed by and serve at the pleasure of the President or President-Elect with the approval of Council. Only those committee members who are Active Academy or Active Academy/OSMA members of the Academy in good standing may serve as chairpersons or vice chairpersons of Academy committees.

## CHAPTER 10-LIMITATION OF LIABILITY

No one serving on any committee of the Academy shall be deemed liable for damages to any person for any action taken or recommendation made within the scope of the functions of said committee if such committee member or employee acts without malice and in the reasonable belief that such action or recommendation is guaranteed by the facts known to him or her after making reasonable efforts to obtain the facts of the matter. Such committee member shall be indemnified by the Academy to the extent provided by Article VI of the Academy's Articles of Incorporation.

## CHAPTER 11-PARLIAMENTARY AUTHORITY

The deliberations of the Academy shall be governed by this Code of Regulations and by parliamentary usage as contained in Roberts' Rules of Order.

## CHAPTER 12-MEDICAL ETHICS

The Principles of Medical Ethics of the American Medical Association shall govern the Academy in matters of medical ethics.

## CHAPTER 13-AMENDMENTS AND CONFORMITY

This Amended Code of Regulations may be amended by two-thirds (2/3) affirmative vote of the Active Academy and Active Academy/OSMA members in good standing who vote. A ballot and a written notice stating the final date for the receipt of ballots on the proposed amendment, shall be communicated by the Executive Director to each Active Academy and Active Academy/OSMA member at least fifteen (15) days prior to the final date for the receipt of ballots. A copy of the proposed amendment(s) may be requested by each Active Academy or Active Academy/OSMA member and may also be viewed on the Academy's web site. Whenever any amendment(s) to this Amended Code of Regulations has been adopted by the Academy, the amendment(s) shall be submitted to the Council of the Ohio State Medical Association for approval. The amendment(s) shall not become effective until the Academy has received written notice of approval from the Council of the Ohio State Medical Association and the amendment(s) has been filed with the Secretary of the State of Ohio. It shall be incumbent upon the Academy, as a component unit of the Ohio State Medical Association, to adopt such amendments periodically to bring this Amended Code of Regulations of the Academy into conformity with the Constitution and Bylaws of the Ohio State Medical Association.

## CHAPTER 14-CODE OF REGULATIONS

Upon the adoption of this Amended Code of Regulations, the previous Code of Regulations is hereby declared null, void, and of no effect.