

**BOR Approved  
Oct. 29, 2004**

**THE ARIZONA CHAPTER OF THE  
AMERICAN COLLEGE OF PHYSICIANS**

**BYLAWS**

**ARTICLE I**

**OFFICES**

**Section 1.1. The name of the Corporation shall be the Arizona Chapter of the American College of Physicians.**

**Section 1.2. The Corporation may have such offices as the Council (as defined hereinafter) may from time to time determine.**

**ARTICLE II**

**PURPOSES**

**Section 2.1. The purposes of the Chapter are exclusively charitable and educational as set forth in the Articles of Incorporation of the Chapter and include the organization of those members of the American College of Physicians (the "ACP") who are members of the Chapter, in order to further the objects and purposes of the ACP.**

**Section 2.2. The Chapter is subject to any limitations and restrictions imposed on it by the Bylaws of the ACP or by any resolution passed by the Board of Regents of the ACP and if it does not comply with such restrictions the Chapter shall be required (without limiting any other actions which may be required of it), upon request of the ACP, to cease being a Chapter of the ACP or using the name of the ACP.**

**Section 2.3 The Chapter shall engage only in activities permitted by nonprofit entities which constitute charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provisions of any future federal tax law (the "Code"), including the making of distributions, for such purposes, to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. Should the Chapter be dissolved, the Chapter's property shall be distributed to such organizations as are then exempt from federal income tax under Section 501(c)(3) of the Code, or to a state or local government for a public purpose as the Council shall select.**

**Section 2.4** No part of the Chapter's net earnings or of its capital shall inure to the benefit of any member, trustee, Council member, or officer of the Chapter, or to any other individual, except that reimbursement for expenditures or the payment of reasonable compensation for personal services rendered shall not be deemed to be a distribution of income or capital. No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the Chapter shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. Upon the dissolution of the Chapter, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

### **ARTICLE III**

#### **Membership**

**Section 3.1.** Membership in the Chapter shall consist of those persons who are members of the ACP and whose mailing address for purposes of receiving notices and publications of the ACP is in Arizona.

**Section 3.2.** A Chapter member shall automatically be accorded the same class of membership as such member holds in the ACP. Only a Chapter member who belongs to the Member, Fellow, or Master class of membership shall be entitled to hold an office of the Chapter or vote on Chapter matters, provided, however, that other members may vote in the election of members of advisory boards or committees composed solely of members of such class, and may be appointed to serve as a voting member of a Chapter committee, at the pleasure of and on such terms as shall be determined by the Council.

### **ARTICLE IV**

#### **MEETINGS OF MEMBERS**

**Section 4.1.** All meetings of the members shall be held at the registered office or at such other place, either within or without Arizona, as the Council may from time to time determine.

**Section 4.2.** An annual meeting of the members shall be held in each year for the election of Council members, at such time as the Council shall determine. Notwithstanding the foregoing, the selection of Council members and officers may be held by mail as set forth in Section 8.6 below. Special meetings of the members may be called at any time by the Governor, any two members of the Council or at least ten percent of the members of the Chapter entitled to vote, upon written request delivered to the secretary of the Chapter.

**Section 4.3.** Written notice of any meeting of members, stating the time, place, and the general nature of the business to be transacted, shall be served not less than ten nor more than sixty days before such meeting, unless a greater period of notice is required by statute, the Articles of Incorporation, or these Bylaws.

**Section 4.4.** Except as may be otherwise provided by statute or by these Bylaws, a quorum for the transaction of business at any meeting shall consist of those members entitled to vote who are present in person. One or more members may participate in any meeting by means of conference telephone, webcast, or other communications equipment by means of which all persons participating in the meeting can hear and communicate with each other, and all members so participating shall be deemed to be present in person at the meeting.

**Section 4.5.** Except as may be otherwise provided by statute, the Articles of Incorporation, or by these Bylaws, the vote of a majority of the members entitled to vote who are present in person shall decide any question brought before any meeting.

**Section 4.6** In addition to the election of Council members by mail, any matter submitted to a vote of the Members may be submitted entirely by mail or by electronic or other means as the Council may determine.

## **ARTICLE V**

### **COUNCIL**

**Section 5.1.** The affairs of the Chapter shall be directed by the Chapter Council (the "Council"), which shall have and exercise the duties and powers of a board of directors. The Council shall consist of not less than six (6) nor more than fifteen Council members, as set forth from time to time by majority vote of the Council. The Council shall consist of the Governor; the Governor-Elect, if any; the Vice-President or Vice-Presidents; the Secretary; the Treasurer and five or more Chapter Members. At least half of the Council members (including Council members then also serving as officers) shall be elected by the Members of the Chapter entitled to vote at each annual meeting of the Members, and the remaining Council members, if any, shall be appointed by the Governor. Council members shall serve two year terms and until their successors are duly elected or appointed; provided, however, that any Council member who is elected to the Council solely as a result of that person's status as an officer shall serve a one year term on the Council to run concurrent with such person's term as an officer. Council members must be Members of the Chapter.

**Section 5.2** The Council may determine to conduct any election by mail ballot or electronically in lieu of a meeting of the Members, in which case the election shall be held as determined by resolution of the Council in accordance with Arizona law.

**Section 5.3** The terms of the Council members shall be staggered by dividing the total number of Council members into two groups so that, as nearly as possible, a relatively equal number of Council member terms shall expire each year. The terms of office of one group will expire at the next annual meeting of Members thereafter occurring and the terms of the other group will expire at the second annual meeting of Members thereafter occurring. At each annual meeting of the Members, the successors to the Council members of the group whose term will expire in that year shall be elected to hold office for a term expiring at the annual meeting of the Members occurring in the second year after the date of their election. The Governor, however, shall elect successors to the Council members who were originally appointed by a Governor. In each instance, Council members shall hold office until their successors are elected and qualified, or until the earlier death, retirement, resignation, or removal of any such Council member as provided in these Bylaws.

**Section 5.4** The Council shall reflect, to the extent possible, the Chapter's composition of academic, practicing, male, female, urban, rural, ethnic, and diverse training backgrounds.

**Section 5.5** Vacancies in Council positions elected by the Council members, including vacancies resulting from an increase in the number of Council members, shall be filled by a majority vote of the Council members then in office. Each person so elected shall be a Council member until a successor is elected by the Members at the next election of Council members or at any special meeting of the Members duly called for that purpose. However, the Governor shall fill vacancies in Council positions elected by the Governor. Each person so elected shall be a Council member until a successor is elected and qualified, or until the earlier death, retirement, resignation, or removal of any such Council member as provided in these Bylaws.

**Section 5.6** A Council member may resign at any time, either by oral tender of resignation at any meeting of the Council, or by giving written notice at any time to the Governor or the Secretary of the Corporation. Such resignation shall take effect at the time specified in the notice and, unless otherwise specified in the notice, acceptance is not needed to make the resignation effective. If no time is specified, the resignation is effective upon receipt by the Governor or the Secretary. A Council member shall be removed from office automatically upon becoming not qualified to serve as a Council member, such as by no longer being a Member in good standing of the Chapter or of ACP. A Council member may be suspended or removed, with or without cause, at any time by the act or vote of the person or group appointing or electing the Council member.

**Section 5.7** The Council shall manage the business and affairs of the Chapter, and may exercise all such powers of the Chapter and do all such lawful acts and things as are not by statute, the Articles of Incorporation, or by these Bylaws directed or required to be exercised and done by the Members or by the Governor.

## ARTICLE VI

## **COUNCIL MEETINGS**

**Section 6.1.** The meetings of the Council may be held at such place within Arizona or elsewhere as the Governor or a majority of the Council members may designate from time to time, and as designated in the notice of the meeting.

**Section 6.2.** Regular meetings of the Council shall be held twice per year, at such times and places as shall be determined from time to time by resolution of the Council. One of the regular meetings shall be deemed an annual meeting to elect officers and to transact any other business properly brought before the meeting. Notice of each regular meeting of the Council shall specify the time and place of the meeting and shall be given each Council member at least five (5) business days before the meeting.

**Section 6.3.** Special meetings of the Council may be called by the Governor or the Secretary upon written request of any two members of the Council on 24 hours notice to each Council member. Notice of each special meeting of the Council shall specify the time and place of the meeting.

**Section 6.4.** A majority of Council members shall constitute a quorum for the transaction of business, and the acts of a majority of the Council members present at a meeting at which a quorum is present shall be the acts of the Council, except as may be otherwise specifically provided by statute, the Articles of Incorporation, or by these Bylaws. If a quorum shall not be present at any Council meeting, the Council members present thereat may adjourn the meeting. It shall not be necessary to give any notice of the adjourned meeting or of the business to be transacted other than by announcement at the meeting at which such adjournment is taken.

**Section 6.5.** One or more Council members may participate in a meeting of the Council by means of a conference telephone, webcast, or other communications system by means of which all persons participating in the meeting can hear and communicate with each other simultaneously, and all Council members so participating shall be deemed to be present in person at the meeting.

**Section 6.6.** Any action which may be taken at a meeting of the Council may be taken without a meeting, and without prior notice, if a consent or consents in writing setting forth the action so taken are signed by all of the Council members and included in the minutes filed with the corporate records reflecting the action taken.

## ARTICLE VII

### OFFICERS

**Section 7.1.** The officers of the Chapter shall be a Governor (who shall also function as the president), Governor-Elect, if any, one or more vice-presidents, if any; a Secretary; and a Treasurer. The officers shall be Council members and Members belonging to the Member, Fellow, or Master class of membership of ACP.

**Section 7.2.** Except for the office of Governor (and Governor-Elect) which are filled by (and the holders of which serve at the pleasure of) the ACP, the officers of the Chapter will be selected by the Council at its annual meeting. Officers other than the Governor shall serve for one year terms.

**Section 7.3.** Any officer (other than the Governor or Governor-Elect) may be removed by the Council whenever, in its judgment, the best interests of the Chapter will be served thereby. If the office of any officer becomes vacant because of removal by the Council, death, resignation or any other reason, except for the office of Governor or Governor-Elect, such vacancy shall be filled by a majority vote of the Council. Any person so elected shall serve until a successor is elected by the election or at any special meeting of the members duly called for that purpose and held prior thereto. If the Governor ceases to serve, the Governor-Elect shall become Governor. In the absence of such Governor-Elect, the vice-president (or such vice-president as is selected by the Council) shall serve as Acting-Governor until a new Governor is selected pursuant to the Bylaws of the ACP.

**Section 7.4.** The Council may appoint such other officers, assistant officers, and agents as the needs of the Chapter may require who shall hold their positions for such terms and shall have such authority and perform such duties as the Council shall determine from time to time. Such officers, assistant officers, and agents must belong to the Member, Fellow, or Master class of membership of ACP. The Governor may designate officers as part of the council members appointed by the Governor, and may designate such officer's term on the Council for the same term as such person serves as an officer (a one year term). At the discretion of the Council, an officer may be removed if chapter dues are not paid.

**Section 7.5.** The Council shall determine the salaries and expense allowances, if any, for all officers and agents of the Chapter.

### THE GOVERNOR (PRESIDENT)

**Section 7.6.** The Governor shall be elected pursuant to the provisions of the Bylaws of ACP and shall serve for a four (4) year term, performing such functions as are set forth in such Bylaws. The Governor may not serve more than one term. The Governor shall (1) preside at meetings of the Members and of the Council; (2) act as a liaison between the Chapter and ACP and other chapters of ACP; (3) report periodically to the ACP Board of Governors on activities of the Chapter; (4) promote applications for membership in

ACP, including evaluating the recommendations of the Chapter's Credentials/Membership Committee for such membership if such committee is appointed; and (5) perform such other duties as the Council may prescribe or delegate. The Governor shall be the chief executive officer of the Chapter and shall see that all orders and resolutions of the Council are carried into effect.

Section 7.7. The Governor shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Chapter, except where required by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Council to some other officer or agent of the Chapter.

#### **THE GOVERNOR-ELECT**

Section 7.8. The Governor-Elect, when selected, shall perform the functions of the Governor in the absence of the Governor.

#### **THE VICE-PRESIDENT**

Section 7.9. The Vice-President, if one is selected, or Vice-Presidents, as the case may be, in the temporary absence or disability of the Governor and Governor-Elect and in such order as the Council shall determine, shall perform the duties and exercise the powers of the Governor or Governor-Elect, and shall perform such other duties as the Council may prescribe or the Governor may delegate.

#### **THE SECRETARY**

Section 7.10. The Secretary shall attend all meetings of the Council and the Members and shall record, or supervise the recording of, the minutes of all meetings. The Secretary shall perform like duties for the committees of the Chapter when required. The Secretary shall give or cause to be given notice of all meetings of the Members and of special meetings of the Council, and shall perform such other duties as may be prescribed by the Council or Governor. The offices of Secretary and Treasurer may be combined as one position.

#### **THE TREASURER**

Section 7.11. The Treasurer shall maintain custody of the Chapter funds and securities, shall keep full and accurate accounts of receipts and disbursements, and shall deposit all funds of the Chapter in such depositories as shall be designated by the Council. The Treasurer shall pay all bills and expenses of the Chapter and report to the Council, as requested but at least annually, on all transactions and the financial condition of the Chapter. If required by the Council, the Treasurer shall give the Chapter a fidelity bond in such amount, and with such surety or sureties as may be satisfactory to the Council, for the faithful discharge of the duties of the office. The offices of Secretary and Treasurer may be combined as one position.

## **ARTICLE VIII**

### **COMMITTEES**

**Section 8.1.** The Council may designate and create standing or temporary committees in addition to those provided for in these Bylaws. Such committees shall have such duties and responsibilities as the Council may deem appropriate. The Council may also combine, suspend or dissolve any committee or committees, at any time. Unless otherwise specified by the Council or these Bylaws, any Member or Associate Member may serve on a committee.

**Section 8.2** The Governor shall have the option to serve as a voting or nonvoting member of any committee.

#### **CREDENTIALS/MEMBERSHIP COMMITTEE**

**Section 8.3.** The Governor may appoint a Credentials/Membership Committee of at least three Members of the Chapter who belong to the Fellow class or membership of ACP. If appointed, this committee shall:

(1) Upon the request of the Governor, review the qualifications of persons for membership and advancement to the Fellow class of membership in ACP who would, by virtue of such membership, also be Members of the Chapter, and, when appropriate, recommend that such persons be endorsed by the Governor. Those candidates for Fellowship will be reviewed by the national ACP Credentials Subcommittee for recommendation for election consistent with the procedures established in the Bylaws of the ACP.

(2) Actively seek Members who might qualify for the Fellow class of membership and encourage them to apply for advancement.

(3) Actively seek nonmembers of the ACP who by their special background and achievements might qualify for direct admission to the Fellow class of membership.

#### **LOCAL NOMINATIONS COMMITTEE**

**Section 8.4.** The Governor may appoint a Local Nominations Committee of at least three Members of the Chapter. If appointed, this committee shall:

(1) Nominate candidates for the Council and submit to the Chapter membership at least one month prior to the annual meeting of the Members a list of candidates for the Council. However, at the annual meeting of the Members for election of Council members, the floor shall be open for the nomination, by Members entitled to vote, of additional candidates. In such event, only those candidates nominated in accordance with that procedure and those duly nominated by the Nominating Committee shall be eligible for election.

**(2) Nominate candidates for the offices of Vice-President, Secretary and Treasurer of the Chapter, or for any offices authorized or combined by the Council, and submit to the Council the list of candidates for office at least one month prior to the annual meeting of the Council.**

**(3) Nominate two candidates for position of Governor-Elect of the Chapter and submit to the national Governors Subcommittee on Nominations as requested by the ACP the names of the two candidates. The two candidates must be nominated from among the Chapter's Masters and Fellows, neither candidate having previously served as Governor of the Chapter. The election process will be conducted pursuant to the Bylaws of the ACP.**

### **SCIENTIFIC PROGRAM COMMITTEE**

**Section 8.5. The Governor may appoint a Scientific Program Committee, including at least one Council member.**

**Section 8.6. If appointed, this committee shall plan local regional scientific and educational meetings.**

### **FINANCE COMMITTEE**

**Section 8.7. The Governor may appoint a Finance Committee, including the Treasurer and at least one member of the Council.**

**Section 8.8. If appointed, this committee shall:**

- (1) Prepare an annual budget for activities of the Chapter.**
- (2) Provide liaison with any and all accounting and legal firms retained by the Chapter for financial matters.**
- (3) Assure that appropriate financial statements are prepared, review all prepared financial statements, and provide appropriate internal audits of the financial activities of the Chapter.**
- (4) Obtain audits of the Chapter financial activity whenever deemed necessary by the Council.**

### **HEALTH AND PUBLIC POLICY COMMITTEE**

**Section 8.9. The Governor may appoint a Health and Public Policy Committee, including at least one Council member.**

**Section 8.10.** If appointed, this committee shall keep abreast of technological and public policy developments in the areas of medical practice, health care, and the organization and delivery of health services and make such recommendations to the Council as it deems appropriate.

## **ARTICLE IX**

### **GENERAL PROVISIONS**

#### **REPORT TO MEMBERS**

**Section 9.1.** The Council shall submit at the annual meeting of the members a full report of conditions and finances of the Chapter together with a review of its actions for the preceding year.

#### **CHECKS AND NOTES**

**Section 9.2.** All checks or demands for money and notes of the Chapter shall be signed by such office or officers as the Council may from time to time designate.

#### **FISCAL YEAR**

**Section 9.3.** The fiscal year of the Chapter shall be from July 1 of one year to June 30 of the following year.

#### **NOTICES**

**Section 9.4.** Whenever, under the provisions of the statutes of the Articles of Incorporation or of these Bylaws, notice is required to be given to any person, it may be given to such person either personally or by sending a copy thereof through the mail or by telegram, charges prepaid, or by facsimile transmission or electronic mail, or by recognized delivery service to the appropriate address appearing on the books of the Chapter or supplied by him to the Chapter for the purpose of notice. Notice shall be deemed to have been given when delivered in person, or sent by facsimile or electronic mail or one day after being deposited in the mail or with a recognized delivery service or sent by telegram.

**Section 9.5.** Whenever any written notice is required to be given by law, the Articles of Incorporation, or these Bylaws, a waiver of notice in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed the equivalent of the giving of such notice. Except in the case of a special meeting of Members or in any mail or electronic voting, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. A person's attendance at any meeting waives objection to lack of notice or defective notice of the meeting, unless the person at the beginning of the meeting objects to holding the meeting or transacting business at the meeting. A person's attendance at a

meeting waives objection to consideration of a particular matter at that meeting that is not within the purpose or purposes described in the meeting notice, unless the person objects to considering the matter at the time it is presented.

## **LIABILITY AND INDEMNIFICATION**

**Section 9.6.** The Chapter shall indemnify, to the fullest extent allowed by Arizona law as it now exists or may be amended, any person who incurs liability to any person for any action taken, or any failure to take any action, as an officer, Council member, employee, or agent of the Chapter (an “indemnity”). This indemnification shall be mandatory in all circumstances in which indemnification is permitted by Arizona law. Any repeal or modification of this provision shall be prospective only, and shall not affect adversely any right or protection of an officer, Council member, employee, or agent of the Chapter with respect to any act or omission occurring before the time of such repeal or modification.

**Section 9.7.** The Chapter shall advance automatically expenses, including attorneys’ fees, incurred or to be incurred by an indemnity in defending a proceeding or legal action upon receipt, as required by law, of written notice that advancement or reimbursement of expenses is permitted under law and of an undertaking by or on behalf of an indemnity to repay all amounts advanced it is ultimately determined by final judicial decision (after expiration or exhaustion of any appeal rights) that an indemnity is not entitled to be indemnified for such expenses.

## **CONFLICTING INTEREST TRANSACTIONS**

**Section 9.8.** Any proposed or effected transaction involving the Chapter, or any subsidiary or substantial affiliate of the Chapter, in which a Member, Council member, officer or committee member, or a person related to such person (an “Interested Person”) has a beneficial financial interest or any other connection to the transaction that would reasonably be expected to exert an influence on an Interested Person’s judgement, is a “Conflicting Interest” transaction. “Conflicting Interest” transactions also include transactions involving (a) entities with which an Interested Person is affiliated; (b) persons who control entities with which an Interested Person is affiliated; and (c) persons who are general partners, principals, or employers of an Interested Person.

**Section 9.9.** Interested Persons must disclose Conflicting Interests to the Council where the Conflicting Interest transaction is brought before the Council or of a significance normally brought before the Council, unless the Interested Person is not a party to the contract creating the Conflicting Interest and has a duty of confidentiality regarding the information (such as an attorney). If the Interested Person cannot make full disclosure, then he or she must disclose the existence and nature of the Conflicting Interest, inform the Council of the confidential relationship, and cannot play any direct or indirect role in the deliberations or vote on the matter.

**Section 9.10.** A “Qualified Person” is a Member, Council member, officer, or committee member who does not have a Conflicting Interest nor any familial, financial, professional, or employment relationship with an Interested Person if that relationship, under the circumstances, would reasonably be expected to exert an influence when voting on the Conflicting Interest transaction. A majority of the Qualified Persons, but in no event less than two, must approve any Conflicting Interest transaction. A majority of the Qualified Persons, provided at least two, is a quorum for consideration of the transaction; Interested Persons need not be included for the purposed of determining a quorum. Approval of a Conflicting Interest transaction may occur in advance or after the transaction has occurred.

**Section 9.11.** The Chapter shall survey annually the Members, Council members, officers, and key employees of the Chapter to provide for disclosure of situations potentially giving rise to Conflicting Interests in matters involving the Chapter. At least annually, the Council shall review compliance with this reporting requirement and shall consider revisions or additions to the Chapter’s conflict of interest policies.

**Section 9.12.** This article constitutes the policy regarding transactions between the Chapter and Interested Persons pursuant to A.R.S. § 10-3864, whether or not such statute applies to the Chapter.

## **DUES AND FEES**

**Section 9.13.** The Council shall establish Chapter dues annually. Members shall make payment of the Chapter dues on a voluntary basis. The annual dues for various classes of membership shall not exceed the annual dues for the same respective class of membership with the ACP. The annual dues shall not be assessed against any member who is exempt from the payment of annual dues to the ACP, unless such Member is exempt solely because of the payment of a life membership fee to the ACP. Retirees shall be considered exempt.

**Section 9.14.** All dues, fees and assessments shall be collected by the ACP and remitted to the Chapter.

## **ARTICLE X**

### **AMENDMENTS AND FUNDAMENTAL CHANGE**

**Section 10.1** These Bylaws may be altered, amended, or repealed by a majority vote of the Members entitled to vote at any meeting of the Members at which a quorum is present. In addition, to the extent permitted by law, these Bylaws may be altered, amended, or repealed by a vote of the majority of the Council at any meeting at which a quorum is present, subject always to the power of the Members to change such action by the Council members. However, no fundamental amendment to these Bylaws, or a merger, membership exchange, or dissolution of the Chapter, shall be effective without the approval of the Board of Regents of the ACP.

**CERTIFICATE OF ADOPTION**

**I certify that I am the Secretary of The Arizona Chapter of the American College of Physicians, an Arizona nonprofit corporation (the “Chapter”), and have been designated by the Council of the Chapter to act in that capacity; that the foregoing Bylaws have been adopted as the Bylaws of the Chapter by the Council at a meeting duly noticed and held on the \_\_\_\_ day of \_\_\_\_\_, 2004, and that these Bylaws, as of the date of this Certificate, have not been repealed, altered, amended, restated, or superseded, and remain in full force and effect.**

**DATED the \_\_\_\_ day of \_\_\_\_\_, 2004.**

\_\_\_\_\_  
**Secretary**