

Approved by the Board of Regents
July 22, 2023

**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 (ACP).

Section 1.2. The Corporation may have such offices as the Governor's Advisory Council (hereinafter referred to as the "Council") 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 by majority vote.

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. Other class members may vote only in the election of members of advisory boards or committees composed solely of members of such class unless they are 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 MEMBERSHIP

Section 4.1. All meetings of the Membership 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 business meeting of the Membership shall be held each year at such time as the Council shall determine. Notwithstanding the foregoing, the selection of Council members and officers may be held by mail or other electronic means. Special meetings of the Membership may be called at any time by the Governor, by the majority of the Council membership or at least ten percent of the Membership 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 the Membership, 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 at least two members entitled to vote and who are present. 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 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 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 Membership may be submitted entirely by mail or by electronic or other means as the Council may determine.

ARTICLE V

COUNCIL

Section 5.1. Duties and Membership- The affairs of the Chapter shall be directed by the Council, which shall have and exercise the duties and powers of a board of directors. The Council shall consist of the following: the Governor; the Governor-Elect, if any; the Lieutenant -Governor, if there is no Governor-Elect; the Secretary; the Treasurer, the Chairperson of each of the Chapter's standing committees and four additional "at-large" members. Any past Governors interested in serving on the Council are eligible to serve on the Council as non-voting Council members. Council members must be Members of the Chapter. If the Chairperson of a standing committee is unable to attend a meeting of the Council, the Vice-Chair of that committee may attend the meeting and vote in place of the Chairperson.

Section 5.2 Elections- The Council may conduct any election for at-large directors, the Secretary, and the Treasurer in at the annual business meeting, by mail ballot or electronically as determined by resolution of the Council in accordance with Arizona law. The election of the Governor and Governor-Elect shall be handled through procedures determined by ACP.

Section 5.3

Terms

Section 5.3.1 “At large” Council members shall serve two years and may be re-elected for multiple subsequent two-year terms to serve on Council. The terms of the “At-Large” 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 initial division will be made promptly following the adoption of the amended Bylaws in 2023 by agreement of the At-Large members, or failing agreement, by lot. The terms of office of one group will expire at the next annual National ACP meeting thereafter occurring and the terms of the other group will expire at the second annual National ACP meeting of the Membership thereafter occurring. At each annual election of the ACP-Arizona membership, 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 National ACP meeting of the Membership occurring in the second year after the date of their election.

Section 5.3.2 Standing Committee Chairs are appointed by the Governor with majority approval of the Council and may be re-appointed for subsequent two-year terms. These chairs are voting members of the Council.

Section 5.3.3 Past Governors may serve on the Council indefinitely in a non-voting advisory role.

Section 5.3.4 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 membership composition of various practice types (academic, private practice), gender, location (urban, rural), ethnicity, and diverse training backgrounds.

Section 5.5 Council Vacancies

Section 5.5.1 Vacancies in Council positions elected by the Chapter Membership, 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 for the unexpired term of their predecessor in office or until the earlier death, retirement, resignation, or removal of any such Council member as provided in these Bylaws.

Section 5.5.2 Vacancies in Council positions appointed by the Governor shall be filled by the Governor with the approval of the Council. Each person so appointed shall be a Council member until a successor is appointed, 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 Membership or by the Governor.

ARTICLE VI

COUNCIL MEETINGS

Section 6.1. The meetings of the Council may be held at such place either in person within Arizona or elsewhere or via teleconference or videoconference 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 to 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 either in writing or by electronic signature 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, the Lieutenant Governor, if there is no Governor-Elect; a Secretary; and a Treasurer. In order to serve as Governor, Lieutenant Governor, Governor-Elect, Secretary, and Treasurer the member should have previously served on the Council and must belong 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 (and the holders of which serve at the pleasure of) the ACP, the Treasurer and Secretary of the ACP Chapter will be elected by the Membership during its annual elections and shall each serve a two-year term. The Lieutenant Governor shall be appointed by the Governor with the majority approval of the Council. The term of the Lieutenant Governor shall end with the new election of a Governor-Elect.

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 including non-payment of ACP dues or non-residency. 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 Membership 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 Lieutenant Governor shall serve as the 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. They shall hold their positions for such terms as determined by the Council 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 two-year term).

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 Membership 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 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 term of the Governor-Elect is one year.

THE LIEUTENANT GOVERNOR (VICE PRESIDENT)

Section 7.9. The Lieutenant Governor of the chapter shall be appointed by the Governor with the majority approval of the Council. The Lieutenant Governor, in the temporary absence or disability of the Governor and in such order as the Council shall determine, shall perform the duties and exercise the powers of the Governor until a new election for Governor can be held. The term for the Lieutenant Governor shall end with the election of a new Governor Elect.

THE SECRETARY

Section 7.10. The Secretary shall attend all meetings of the Council and the Membership 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 Membership 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 be Chairperson of the Chapter Finance Committee. The Treasurer shall cause appropriate financial reports to be presented to the Council and shall perform such other duties as the Council may prescribe. The Treasurer shall report to the Council, as requested but at least annually, on 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/TASK FORCES

Section 8.1. The Governor may recommend, and the Council may designate and create standing committees or time-limited task forces in addition to those provided for in these Bylaws. Such committees or task forces shall have such duties and responsibilities as the Council may deem appropriate. The Council may also combine, suspend or dissolve any committee or task force, at any time by majority vote of the Council. Unless otherwise specified by the Council or these Bylaws, any member may serve on a Chapter committee or task force as specified herein; provided, however, that any committee that is delegated Council authority shall be composed solely of officers and Council Members

Section 8.2 The Governor shall appoint all chairs and vice-chairs for the Chapter committees and will also have the option to serve as a voting or nonvoting member of any committee. The chair will lead the committee and the vice-chair will lead the committee in the absence of the chair. Chairs of standing committees shall be voting members of the Council.

8.2.1 Chairs of time-limited Task Forces shall not be voting members of the Council but may be asked to attend Council meetings for reporting purposes.

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 Master, Fellow or Member class of Membership of ACP. If appointed, this committee shall:

8.3.1 Engage eligible non-member physician, resident physician, and medical student communities to encourage membership in ACP and the chapter.

8.3.2 Actively seek Members who might qualify for the Fellow class of Membership and encourage them to apply for advancement. Upon the request of the Governor, review the qualifications of current Members for advancement to the Fellow class of Membership in ACP 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.

LOCAL NOMINATIONS COMMITTEE

Section 8.4. The Governor will appoint a Local Nominations Committee of at least three Members who are either Fellows or Masters of the Chapter. When appointed, this committee may:

(8.4.1) Put out a call via newsletter, email, or on the ACP-Arizona website no more than two months and no less than 30 days prior to any election for nominations from the eligible voting membership for “At-Large” Council positions and Officers of the Council. Members may nominate themselves for any office.

(8.4.2) “At Large” Council Nominations- Nominate candidates for the “At-Large” Council positions and submit to the Chapter Membership one month prior to the annual Membership election as determined by the Council a list of “At-Large” candidates for the Council.

(8.4.3) Nominate candidates for the offices of Secretary and Treasurer of the Chapter, or for any other offices authorized or combined by the Council and submit to the Chapter Membership the list of candidates for office at least one month prior to the annual Membership election as determined by the Council.

(8.4.4) During the second year of the appointing Governor’s term, the Nominations Committee will nominate two candidates for the position of Governor-Elect of the Chapter and submit these and any additional information requested to the ACP Executive Committee Board of Governor (ECBOG). The two candidates must be nominated from among the Chapter’s Masters and Fellows, neither candidate having previously served as Governor of the Chapter and have agreed to serve if elected. The election process will be conducted pursuant to the Bylaws of the ACP.

SCIENTIFIC PROGRAM/EDUCATION COMMITTEE

Section 8.5. The Governor will appoint a Scientific Program/Education Committee chair, a committee vice-chair and at least one Council member. The chair of the committee will be responsible for working with the Council and its officers on the planning and implementation of the annual Scientific/Educational Meeting. The chair shall serve a one-year term. The Vice-Chair of the committee will serve under the Chair for 1 year and then become the Chair of the committee the following year with approval of the Governor.

8.5.1. This committee in collaboration with Chapter Officers and staff shall plan/coordinate other local regional scientific and educational meetings.

FINANCE COMMITTEE

Section 8.6. The Governor will appoint members to the Finance Committee. The Treasurer shall serve as the Finance Committee chairperson. The committee will have at least one member of the Council. The Governor, in consultation with the Treasurer and with approval of the Governor’s Advisory Council will appoint a vice-chair to the Finance committee who will act for the treasurer in the treasurer’s absence, death, or inability to

carry out the duties of the Treasurer as directed by the Governor's Advisory Council. If the Treasurer position becomes vacant, the Vice-Chair will serve as Treasurer until the Council approves a new Treasurer as per Section 7.3.

8.6.1. This committee shall:

(8.6.1.1) Prepare an annual budget for activities of the Chapter.

(8.6.1.2) Provide liaison with any and all accounting and legal firms retained by the Chapter for financial matters.

(8.6.1.3) Assure that appropriate financial statements are prepared, review all prepared financial statements, and provide appropriate internal audits of the financial activities of the Chapter.

(8.6.1.4) Obtain audits of the Chapter financial activity whenever deemed necessary by the Council.

(8.6.1.5) Make recommendations to the Council on Chapter finances including investments and investment strategies.

HEALTH AND PUBLIC POLICY COMMITTEE

Section 8.7. The Governor will appoint a Health and Public Policy Committee. The Governor will appoint a chair of the committee. The Governor in consultation with the chair will appoint a Vice-Chair who will act for the chair in their absence.

8.7.1. 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.

WELL-BEING COMMITTEE

Section 8.8 The Governor will appoint members to a Well-Being Committee.

8.8.1 This committee shall promote programs to support ACP-Arizona member well-being. This will include making recommendations to the Council on advocacy efforts to support physician and other member well-being.

8.8.2 The Governor shall appoint a chair of the committee that shall either be designated an ACP Well-being Champion or have similar qualifications and be approved by the Council. The Governor in consultation with the chair will appoint a Vice-Chair who will act for the chair in their absence.

AWARDS COMMITTEE

Section 8.9 The Governor will appoint a chair and members to an Awards Committee. The Governor in consultation with the chair will appoint a Vice-Chair who will act for the chair in their absence.

8.9.1 The Awards committee will:

8.9.1.1 Gather nominations from the membership for all annual Chapter Awards and then make recommendations to the Governor and Council on awardees of the annual Chapter Awards

8.9.1.2 Make recommendations to the Governor and Council from ACP-Arizona members for nominations for ACP National Awards. The committee will work with the staff to draft the ACP National Award nomination letters.

8.9.1.3 Make recommendations to the Governor and Council on potential nominations for chapter Master's designation awards.

EARLY CAREER PHYSICIANS COMMITTEE

Section 8.10 The Governor will appoint members to an Early Career Physicians Committee. The chair and members of this committee must be early career physicians meeting the ACP National definition of an Early Career physician. The Governor in consultation with the chair will appoint a Vice-Chair who will act for the chair in their absence.

8.10.1 This committee will address specific issues related to the needs of the early career physician.

RESIDENT/FELLOWS COMMITTEE

Section 8.11 The Governor will appoint members to a Resident/Fellow committee. The chair and members of this committee must be either post-graduate resident members or post-graduate fellow members. The Governor in consultation with the chair will appoint a Vice-Chair who will act for the chair in their absence.

8.11.1 This committee will address specific issues related to the needs of residents and fellows members in the state of Arizona and nationally.

MEDICAL STUDENT COMMITTEE

Section 8.12 The Governor will appoint a chair and members to a Medical Student committee. The chair of this committee must be a currently enrolled Arizona medical student member. The Governor in consultation with the chair will appoint a Vice-Chair who will act for the chair in their absence.

8.12.1 This committee will address specific issues related to the needs of medical student members in the state of Arizona and nationally.

DIVERSITY, EQUITY, AND INCLUSION/BELONGING COMMITTEE

Section 8.13 The Governor may appoint a Diversity, Equity, and Inclusion/Belonging Committee. If so appointed the Governor shall appoint a committee chair. The Governor in consultation with the chair will appoint a Vice-Chair who will act for the chair in their absence.

8.13.1 This committee will address issues related to address Diversity, Equity, and Inclusion/Belonging in the ACP Chapter.

8.13.2 The committee will work with other committees to make recommendations to the Council regarding issues of healthcare disparities in Arizona and how ACP-Arizona may play a role in addressing these.

COMMUNICATIONS COMMITTEE

Section 8.14 The Secretary shall form a communications committee. The Secretary shall serve as the committee chair and shall appoint a committee vice-chair with approval of the Governor. The committee vice-chair will act for the Secretary in the absence of the Secretary.

8.14.1 The communications committee will assist the secretary and staff in collecting minutes and distributing information to the membership as required by these bylaws and organizational policies and procedures. This may include distribution via electronic and written messaging.

EXECUTIVE COMMITTEE

Section 8.15 The Governor, Governor-Elect (or Lieutenant-Governor if one is serving), Secretary, and Treasurer shall serve as the Executive Committee of the Council. The Governor shall serve as Chairman of the Executive Committee. Between meeting of the Council, the Executive Committee shall have and may exercise all the authority of the Council; provided, however, that the Executive Committee shall not have the authority of the Council in connection with any matter prohibited by law. The Executive Committee shall promptly report to the Council any action taken by the Executive Committee.

ARTICLE IX

GENERAL PROVISIONS

REPORT TO MEMBERS

Section 9.1. The Council shall submit at the annual meeting of the Membership 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 the member 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.

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 Membership 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 if 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 judgment, 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 purpose 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 the Membership, Council members, officers, and key employees of the Chapter annually 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 Membership 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 _____, 2023, 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 _____, 2023.

Secretary