

**Board of Regents
Approved
July 17, 2005**

**BYLAWS
OF
THE TENNESSEE CHAPTER OF
THE AMERICAN COLLEGE OF PHYSICIANS**

ARTICLE I

OFFICES

Section 1.1. The name of the Corporation shall be the Tennessee Chapter of the American College of Physicians ("the Chapter").

Section 1.2. The Chapter 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 and by any resolution passed by the Board of Regents of the ACP. 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.

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 the State of Tennessee (the "Area").

Section 3.2. A Chapter member shall automatically be accorded the same class of membership in the Chapter 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.

ARTICLE IV

MEETINGS OF MEMBERS

Section 4.1. All meetings of the members shall be held at the principal office or at such other place, either within or without the State of Tennessee, 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 and officers, at such time as the Council shall determine. Notwithstanding the foregoing, the election of Council members and officers may be held by mail as set forth in Section 8.10 below. Special meetings of the members may be called at any time by the president, 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-Treasurer 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 fifty days before such meeting.

Section 4.4. Except as may be otherwise provided by law, the presence of two percent (2%) of the members entitled to vote at a meeting of the members of the Chapter shall be sufficient to constitute a quorum. One or more members may participate in any meeting by means of conference telephone or similar 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 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. Proxy voting shall not be permitted.

ARTICLE V

COUNCIL

Section 5.1. The Council shall consist of the Governor of the Area, who shall function as the president of the Chapter, the Governor-Elect, if any, the Secretary - Treasurer and five or more Chapter members, the number of which shall be set from time to time by the Council. At

least half of the Council members (other than 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 may be appointed by the Governor. Notwithstanding the foregoing, the Council may determine to conduct such elections by mail ballot in lieu of a meeting of the members and in accordance with state law, in which case the election shall be held as determined by resolution of the Council. Council members (other than officers) shall serve staggered four year terms and until their successors are duly elected.

Section 5.2. The Council shall reflect the chapter's composition of academic, practicing, male, female, urban, rural, ethnic and diverse training backgrounds. The Governor may appoint Associate, Medical Student and Young Physician Representatives to the Council. These representatives, if appointed, shall be voting members of the Council, with the same rights as any other Council member.

Section 5.3. Vacancies in the elected Council positions (other than among the officers), including vacancies resulting from an increase in the number of members constituting the Council, shall be filled by a majority vote of the remaining Council members. Each person so elected shall be a Council member until a successor is elected by the members entitled to vote at the next election of members of the Council or at any special meeting of the members duly called for that purpose and held prior thereto. The Council may remove any member of the Council for missing three (3) or more consecutive meetings of the Council, by majority vote of the Council members then in office.

Section 5.4. The duties of the Council shall be those ordinarily performed by a Board of Directors of a corporation. 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 or by these Bylaws directed or required to be exercised and done by the members of the Chapter or by the Governor of the Chapter.

ARTICLE VI

COUNCIL MEETINGS

Section 6.1. The meetings of the Council may be held at such place within the State of Tennessee or elsewhere as a majority of the Council members may designate from time to time or as may be designated in the notice calling the meeting. An annual meeting of the Council shall be held in conjunction with each annual meeting of the members.

Section 6.2. Regular meetings of the Council shall be held semi-annually, at such times and places as shall be determined from time to time, by resolution of the Council. Notice of regular meetings of the Council shall not be required.

Section 6.3. Special meetings of the Council may be called by the Governor or the Secretary-Treasurer upon written request of any two members of the Council on not less than 2 days notice to each Council member. Notice of each special meeting of the Council shall specify

the date, time and place of the meeting. Notice may be given to the duly recorded email address of each council member. It is the responsibility of all council members to update their email addresses with the Governor and/or Executive Director of the chapter.

Section 6.4. A majority of Council members including at least four Council members who are not officers 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 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 conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear and communicate with each other, 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 if a consent or consents in writing setting forth the action so taken shall be signed by all of the Council members and shall be filed with the Secretary-Treasurer of the Chapter and with the minutes of the proceedings of the Council.

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, and, a Secretary - Treasurer. The officers shall be members of the Chapter.

Section 7.2. Except with respect to the office of Governor and Governor-Elect and except as hereinafter provided in the case of vacancies, the officers shall be elected by the Council.

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. If the Governor ceases to serve, the Governor-Elect shall become Governor. In the absence of such Governor-Elect, the Secretary-Treasurer (or such Acting Governor 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 shall perform such duties as from time to time shall be determined by resolution of the Council.

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

THE GOVERNOR (PRESIDENT)

Section 7.6. The Governor shall be elected pursuant to the provisions of the Bylaws of the ACP and shall serve for such term and shall perform such functions as are set forth in such Bylaws. The Governor shall (1) preside at meetings of the members and of the Council; (2) attend meetings of the committees; (3) act as a liaison between the Chapter and (a) the College and (b) other Chapters; (4) report periodically to the College's Board of Governors on activities of the Chapter, (5) promote applications for membership in the College and evaluate the recommendations of the Chapter's Credentials/Membership Committee for such membership; and (6) perform such other duties as the Council may prescribe or delegate to him. 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 SECRETARY-TREASURER

Section 7.9. The Secretary-Treasurer shall be a member of ACP and a member of the Council. The Secretary-Treasurer or his/her designee shall attend all sessions of the Council and meetings of the members and record all the votes of the Chapter and the minutes of all the transactions, and shall perform like duties for the committees of the Chapter when required. The Secretary-Treasurer shall give, or cause to be given, notice of all meetings of the members and of special meetings of the Council, shall maintain a current listing of all members of the Chapter; and shall perform such other duties, as may be prescribed by the Council or Governor, under whose supervision the Secretary-Treasurer shall be. The Secretary-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 to such depositories as shall be

designated by the Council. The term of the Secretary-Treasurer will be two (2) years and may be re-elected. The Secretary-Treasurer may serve for no more than three (3) consecutive terms.

Section 7.10. The Secretary-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.

Section 7.11. If required by the Council, the Secretary-Treasurer shall give the Chapter a bond in such sum, and with such surety or sureties as may be satisfactory to the Council, for the faithful discharge of the duties of the office.

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 members of such committees may be members of the Council or other natural persons as determined by the Council or these bylaws, who shall serve at the pleasure of the Council. The Chairman shall designate a chairman for each such committee, *provided* that creation of a committee and appointment of members to it must be approved by a majority of all directors in office at the time the action is taken.

Section 8.2. Each committee shall have the powers and authority delegated to it by the Council, *provided* that no committee shall be empowered or authorized to do any of the following:

(a) elect, appoint, or remove directors or fill vacancies on the Council or any of its committees; (b) adopt, amend, or repeal the Charter or these bylaws; (c) dissolve the Chapter; (d) take any action otherwise prohibited by these bylaws or by law, or expressly reserved to the Council or the members of the Chapter.

Section 8.3. The committees of the Council shall meet on an as-needed basis, on the call of the chairman of the committee, the Council, or the Governor. Notice of such meetings shall be communicated by any reasonable means to each member of the committee at least two days prior to the meeting. Committees may meet and members may participate by telephone or other means to the same extent and in the same manner as provided in these bylaws for meetings of the Council. The attendance of a majority of the members of the committee shall constitute a quorum at any committee meeting.

Section 8.4. *Any* action required or permitted to be taken by any committee of the Council may be taken without a meeting if all members of such committee consent in writing and if such action is approved by the affirmative vote of a majority of the members of the committee. The action must be evidenced by a written consent, executed in one or more counterparts by each committee member, describing the action to be taken and indicating the

vote of each member for or against such action, filed with the records of the Chapter. Such action is effective when the last committee member signs the consent, or at such other time as may be specified in the consent.

EXECUTIVE COMMITTEE

Section 8.5. The Executive committee shall be composed of the Governor, the Governor- Elect, if any, and the Secretary-Treasurer. It shall conduct the business of the Chapter between Council meetings. Unless ordered otherwise by the Governor, it shall serve as the Finance Committee.

CREDENTIALS/MEMBERSHIP COMMITTEE

Section 8.6. The Governor may annually appoint a Credentials/Membership Committee of at least three members of the Chapter who belong to the "Fellow" class of membership. The Governor shall serve as a voting member of the Committee.

Section 8.7. The Committee shall:

(1) Upon the request of the Governor, review the qualifications of persons for (membership and advancement to Fellowship in the 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 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 Fellowship 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 Fellowship.

(4) Serve to encourage all internists in Tennessee to join the Chapter. The Committee will contact internists throughout the state, encourage eligible members to advance to Fellowship, and work with the Associates Committee to assure transition from Associate to Member. The Chair of the Associates Committee shall serve as a member of this Committee.

LOCAL NOMINATIONS COMMITTEE

Section 8.8. The Governor shall annually appoint a Chair for the Local Nominations Committee who will compose a committee of not less than three members of the Chapter. Consideration regarding the chapter's composition of academic, practicing, male, female, urban, rural, ethnic and diverse training backgrounds must be made when appointing the Committee. The Governor may serve as a nonvoting member of the Committee.

Section 8.9. The Committee shall nominate candidates for the Council and for the position of Governor-Elect of the Chapter. The Committee shall direct all Chapter nominations

and elections. The committee shall be responsible for assuring diversity on the Council. The committee shall nominate candidates for the Laureate Award and other awards that may be given by the Chapter. Unless ordered otherwise by the Governor, the Nominating Committee shall also serve as the Bylaws Committee.

Section 8.10. The Committee shall submit to the Chapter membership a list of candidates for the Council. However, at the annual meeting of the 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. Notwithstanding the foregoing, the Council may determine to conduct such elections by mail ballot in lieu of a meeting of the members and in accordance with state law, in which case the election shall be held as determined by resolution of the Council.

Section 8.11. The Committee shall submit to the national Governors Subcommittee on Nominations as requested by the ACP the names of two candidates for the position of " Governor-Elect of the Chapter. The two candidates must be nominated from among the Chapter's Masters and Fellows, neither candidate having previously served as Governor in that Chapter. The election process will be conducted pursuant to the Bylaws of the ACP.

SCIENTIFIC PROGRAM and EDUCATION COMMITTEE

Section 8.12. The Governor shall annually appoint a Scientific Program and Education Committee, including at least one Council member. The Governor shall serve as a nonvoting member of the Committee.

Section 8.13. The Committee shall plan local regional scientific and educational meetings. The Committee shall organize the Annual Meeting and other educational activities such as reading retreats. Its duties will include selection of the date and the recommended site of the meeting, program topic selections and program planning, selection of outstanding speakers, publicity to encourage high attendance, solicitation of financial support, and coordination with the Secretary-Treasurer to assure that expenses are within the Chapter budget.

FINANCE COMMITTEE

Section 8.14. The Governor may annually appoint a Finance Committee, including the elected Secretary-Treasurer and at least one member of the Council. The Governor shall serve as a nonvoting member of the Committee.

Section 8.15. The Committee shall:

- (1) Prepare an annual budget for financial or legal 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.

HEALTH AND PUBLIC POLICY COMMITTEE

Section 8.16. The Governor may annually appoint a Health and Public Policy Committee, including at least one Council member. The Governor shall serve as a nonvoting member of the Committee.

Section 8.17. The 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.

ASSOCIATES COMMITTEE

Section 8.18. The Associates Committee shall work to develop a thriving Associates Program involving all of the state's internal medicine residency programs. Its responsibilities shall include increasing Associate membership throughout the state, providing educational resources for Associates in both medical knowledge and practice management, and ensuring transition from Associate to Member. The Chair of the Membership Committee shall serve as a member of this Committee.

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 acts 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 officer 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 or 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 statute or by the Articles of Incorporation or by these Bylaws, a waiver thereof 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, neither the business to be transacted nor the purpose of the meeting need be specified in the waiver of notice of such meeting. Attendance of any person entitled to vote at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

LIABILITY AND INDEMNIFICATION

Section 9.6. A Council member shall not be personally liable for monetary damages as Council member for any action taken, or any failure to take any action, unless the Council member has breached or failed to perform the duties of Council member and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness; provided, however, the foregoing provision shall not apply to the responsibility of liability of a Council member pursuant to any criminal statute of the liability of a Council member for the payment of taxes pursuant to local, state or federal law.

Section 9.7. Subject to any limitations imposed by statutes, the Chapter shall indemnify any officer, Council member or employee who was is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding , whether civil, criminal, administrative or investigative, (and whether or not by, or in the right of, the Chapter) by reason of the fact that such person is or was a representative of the Chapter, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Chapter, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal, provided, however, in instances of a claim by or in the right of the Chapter, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Chapter unless and only to the extent that the court determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

Section 9.8. Unless ordered by a court, any indemnification under section 9.7 or otherwise permitted by law shall be made by the Chapter only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the applicable standard of conduct set forth under that section has been met. Such determination shall be made

by the Council by a majority vote of a quorum consisting of Council members who were not parties to the action or proceeding; if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested Council members so directs, by independent legal counsel in a written opinion; or by the members.

DUES AND FEES

Section 9.9. The dues shall be established by the Council annually. The annual dues for the various classes of membership shall not exceed the annual dues for the same respective classes of membership in 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.

Section 9.10. All dues, fees and assessments shall be collected by the ACP and remitted to the Chapter.

PARLIAMENTARY PROCEDURE

Section 9.11. The deliberations of this Society shall be governed by parliamentary usage as contained in the most recent Edition of "The Standard Code of Parliamentary Procedure" by Alice Sturgis when not in conflict with these Bylaws or the bylaws of the American College of Physicians.

RESOLUTIONS

Section 9.12. The membership shall be encouraged to propose Resolutions to the Council to be incorporated into the policy of the Chapter. Any Chapter member may submit a Resolution, in writing, to be discussed at the next Council meeting. Such Resolutions proposed by the members and approved by the Council will be submitted for consideration by ACP. Resolutions may be proposed by the membership at the annual meeting, and if passed by a simple majority of the members present and voting, will be acted upon at the next Council meeting.

ARTICLE X

CONFLICTS OF INTEREST

Section 10.1. No member of the Council or any committee shall participate in the discussion of or vote on any matter in which such member has a direct or indirect interest, the existence of such an interest shall not be considered, however, in determining the existence of a quorum.

Section 10.2. For purposes of these bylaws, a member of the Council or a committee has an interest in a matter if:

(a) the matter involves the interests of an entity other than the Chapter in which such member, or a member of his family, has a material interest or in which the such member, or a member of his family, is a principal, governing body member, or managing employee;

(b) the matter involves the interests of a person or entity who is in direct economic competition with such member; or

(c) the matter involves the interests of any person or entity with whom such member is so closely affiliated that he cannot reasonably be expected to exercise independent judgment.

For purposes of this section, the term "principal" means a sole owner, a partner, a five percent (5%) or more shareholder, or any other owner of five percent (5%) or more of the equity in the entity, institution, organization, agency, or facility; and the term "family" means a spouse (other than one from whom the Council or committee member is legally divorced or separated by judicial decree), a child (including legally adopted children), grandchildren, siblings, parents, and grandparents.

Section 10.3. Whenever a member of the Council or a committee has cause to believe that a matter to be voted upon would involve such member in a conflict or possible conflict of interest, such member shall either: (a) announce the conflict of interest and abstain from both participation in the discussion of and voting on such matter; or (b) disclose the nature and source of the possible conflict to the other Council or committee members present for their determination as to whether an actual conflict exists. The question of whether an actual conflict exists shall be decided by a majority vote of the Council or committee members present, excluding the member announcing the conflict or possible conflict of interest, and excluding any other Council or committee members present who have already been disqualified from discussing or voting on the issue because of their own conflicts of interest. Any Council or committee member so determined to have an actual conflict of interest shall abstain from participation in both the discussion of and voting on such matter.

ARTICLE XI

AMENDMENTS AND FUNDAMENTAL CHANGE

Section 11.1. These Bylaws may be altered, amended or repealed by a two-thirds vote of the members or by a majority vote of the members entitled to vote thereon, whichever is less, at any regular or special meeting duly convened after notice to the members of that purpose, or, to the extent permitted by law, by a majority vote of the members of the Council at any regular or special meeting duly convened, subject always to the power of the members to change such action by the Council members; provided however, that no such fundamental change as the foregoing or such as a merger, division, or dissolution shall be effective without the approval of the Board of Regents of the ACP. Before a bylaw amendment may be proposed to the Board of regents or to the membership, it must be read and approved at two Council meetings.

IN WITNESS WHEREOF, I hereby certify that these bylaws, having been previously approved by the Board of Regents of the ACP, were duly adopted by and for the Chapter on

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Governor

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