

EXHIBIT C

ARTICLE I

Name

The name of this organization is the New Haven County Medical Association, Incorporated (the "Association").

ARTICLE II

Purposes

Section 1. Purposes

Subject to the Certificate of Incorporation of the Association, the purposes of the Association shall be:

- a. To bring together into one organization the physicians of New Haven County, to increase their scientific knowledge, and to make relevant information available to patients and colleagues;
- b. To establish lines of communication with the public and appropriate health agencies regarding health services and to foster programs and services necessary to improve the quality and availability of health care;
- c. To promote the welfare of its membership;
- d. To support the highest ethical and clinical standards of professional practice in medicine;
- e. To engage, subject to the forgoing limitation and those set forth below, in any lawful act or activity for which a corporation may be organized under the Connecticut Revised Non-Stock Corporation Act.

Section 2. Non-profit Organization

The association is not organized, and shall never be maintained and conducted for the pecuniary profit of its members, officers or employees but shall be, and remain, a strictly scientific and educational corporation, and no member, officer or employee of the Association shall at any time receive or be entitled to receive any pecuniary profit from the operation of the Association except a reasonable compensation for services actually rendered.

Section 3. Ethics

The current Principles of Medical Ethics of the American Medical Association shall govern the conduct of the members in their relations with each other and with the public.

ARTICLE III

Section I - Membership

Par. 1. The Association's members shall consist of:

- 1. Full Members
- 2. Life Members
- 3. Associate Members
- 4. Honorary Members
- 5. Post-Graduate Members
- 6. Student Members

Par. 2. Full, Life and Post-Graduate Members may be referred to collectively as "Active" Members.

Section II – Full Members

Par. 1. A person who is currently licensed and registered under Chapter 370 of the General Statutes of the State of Connecticut (Revision of 1958) and who holds the degree of doctor of medicine or doctor of osteopathy or their equivalents, as defined and accepted by the American Medical Association, and who resides in or conducts professional activities in or near the county boundary of the county of New Haven, may apply for Membership in the Association if such person also applies for membership in the Connecticut State Medical Society.

Par. 2. The applicant who desires to be a Member shall obtain an application of the New Haven County Medical Association from the executive office of the Association. The completed application shall be returned to the executive office, which shall send it to the chairman of the Membership Committee. Upon approval by the chairman of the Membership Committee, the applicant's name shall be submitted to the Board of Governors for election.

Par. 3. An applicant shall become a Full Member upon election by the Board of Governors following the approval by the chairman of the Membership Committee.

Par. 4. An applicant rejected for Membership by the Membership Committee who is aggrieved by such action shall have the right to appeal the rejection decision to the Association's Ethical and Judicial Affairs Committee, which shall consider the applicant's grievance. The decision of the Ethical and Judicial Affairs Committee shall be referred to the Board of Governors for final determination.

Par. 5. Reapplication for Membership, from a Rejected applicant, shall not be considered until one year from the date of rejection by the Membership Committee.

Par. 6. A Full Member shall be entitled to all the rights, privileges, and duties of the Association, including, but not limited to, the right to hold elective office, to serve on committees, and to vote.

Par. 7. A Full Member whose membership has lapsed under Article VIII, Section II, Par. 2 shall be reinstated according to Article III, Section II, Par. 2.

Par. 8. A person who becomes a Full Member of the Association on or after January 1, 1994 must also maintain membership in the Connecticut State Medical Society.

Section III – Associate Members

Par. 1. Physicians and others interested in the science of medicine and public health who are not licensed to practice medicine in the State of Connecticut may be elected as Associate Members of the Association by a majority vote of the Board. Candidates for Associate Membership shall be required to file with the Board a formal application for membership.

Par. 2. Associate Members shall enjoy all of the rights and privileges of Full Members except that they may not vote or hold elective office.

Par. 3. Associate Members may be appointed to serve on committees or present papers before the Association or any of its scientific sections.

Par. 4. Associate members may be required to pay dues as set by the Board of Governors.

Section IV - Life Members

Par. 1. Full Members 65 years and older who have completely retired from the practice of medicine or osteopathy and are not gainfully employed shall be eligible for Life Membership.

Par. 2. Full Members in good standing who become permanently disabled and are unable to practice medicine because of their disability shall be eligible for Life Membership.

Par. 3. Full Members 75 years and older, even if they are in active practice.

Par. 4. Application for Life Membership based on permanent disability shall be addressed to the Treasurer, who shall make a recommendation to the Board of Governors.

Par. 5. When Life Membership is granted, notification shall be sent to the Connecticut State Medical Society.

Par. 6. Life Members are accorded all the rights, privileges, and duties of Full Membership including the right to vote, to serve on Committees, and to hold elective office and may be required to pay dues as set by the Board of Governors.

Section V - Honorary Members

Par. 1. Suitable persons who are not eligible for Full Membership may be elected Honorary Members. Such persons shall be nominated by the Board of Governors and elected by a two-thirds vote of the membership present at the Annual Meeting of the Association. Honorary Members shall not hold elective office, serve on committees, or vote.

Section VI - Post-Graduate Members

Par. 1. A person with a degree of doctor of medicine or doctor of osteopathy or their equivalents, as defined and accepted by the American Medical Association, whether licensed to practice medicine in Connecticut or not, who is in training as a resident, fellow, or intern in an American Medical Association-approved program in Connecticut for the purpose of continuing medical education, and not primarily for remuneration, may apply to become a Post-Graduate Member, if such person also becomes a Post-Graduate Member of the Connecticut State Medical Society.

Par. 2. The applicant who desires to be a Post-Graduate Member shall obtain an application form of the New Haven County Medical Association from the executive office of the Association. The completed application shall be returned to the executive office, which shall forward a copy to the chairman of the Membership Committee. Upon approval by the chairman of the Membership Committee, the applicant shall become a Post-Graduate Member.

Par. 3. In Article III, Section II of these bylaws a Post-Graduate Member in good standing may apply for Full Membership in the manner prescribed.

Par. 4. An applicant rejected for Post-Graduate Membership who is aggrieved by such action shall have the right to appeal the rejection decision to the Association's Ethical and Judicial Affairs Committee, which shall consider the applicant's grievance. The decision of the Ethical and Judicial Affairs Committee shall be referred to the Board of Governors for final determination.

Par. 5. Reapplication for Post-Graduate Membership, from a rejected applicant, shall not be considered until one year after the date of rejection by the chairman of the Membership Committee.

Par. 6. A Post-Graduate Member shall be entitled to all the benefits available to Full Members and shall be subject to dues as determined by the Board of Governors.

Section VII - Student Members

Par. 1. A person whose legal or family residence is in the State of Connecticut and who is and remains a regularly enrolled student in an American Medical Association--approved medical school and a candidate for the degree of doctor of medicine or doctor of osteopathy or their equivalents, as defined and accepted by the American Medical Association, or any person who is and remains a regularly-enrolled student in an American Medical Association-approved medical school located in the State of Connecticut may apply to become a Student Member, if such person also becomes a Student Member of the Connecticut State Medical Society.

Par. 2. The applicant who desires to be a Student Member shall submit evidence to the executive office to document such enrollment, and if the evidence is satisfactory, the applicant shall be made a Student Member automatically.

Par. 3. A Student Member shall not hold elective office, vote, or be entitled to participate in Association-endorsed insurance programs, but shall otherwise be entitled to the benefits available to Full Members.

Section VIII - Resignation from Membership

Par. 1. A member in good standing whose Indebtedness to the Association has been paid may resign by filing his or her resignation in writing with the Secretary.

Section IX - Transfer of Membership

Par. 1. A member of any other Connecticut county medical association or its equivalent who wishes to become a member of this Association shall apply for Membership as outlined in Article III, Section II.

Par. 2. The Association will waive dues for the year in which the transfer becomes effective provided that the physician provides certification that the dues for that year had been paid to the county association from which the transfer is being made.

Section X - Suspension and Expulsion

Par. 1. An Active Member or Life Member whose medical license is revoked, suspended, or nullified in accordance with the General Statutes of the State of Connecticut shall be dropped automatically from membership in the Association.

Par. 2. The principles of medical ethics of the American Medical Association will govern the conduct of members and their relations with one another and with the public; violations may lead to suspension or expulsion by the New Haven County Medical Association.

Par. 3. The Association may reprimand or expel a member for what, in its opinion, is a violation of the Bylaws or the laws of the state, or for the commission of an act which unfavorably affects the medical profession or the reputation or interest of the Association or its members.

Par. 4. A member who believes that another member is guilty of any such offense may make a written complaint to the Ethical and Judicial Affairs Committee, who will hold a hearing on it no less than ten (10) days nor more than thirty (30) days hence. The Committee will notify the accuser and the accused by certified mail, return receipt requested, that both are cited for a hearing before Ethical and Judicial Affairs Committee, and will furnish the accused with a copy of the charges. After having given those interested and their witnesses ample opportunity to be heard, the Ethical and Judicial Affairs Committee will report its findings and conclusions to the Board of Governors.

Par. 5. A written complaint by any member of the public criticizing the conduct of a member of the Association will be forwarded, without delay, by the administrator directly to the Chairperson of the Ethical and Judicial Affairs Committee for a preliminary investigation.

- A. If the preliminary findings indicate that there are no good grounds for the complaint, and if the complainant is satisfied with that fact after due explanation by the Ethical and Judicial Affairs Committee, then no further action aside from a report to the Board of Governors will be necessary.
- B. If, after thorough investigation, the findings and conclusion of the Ethical and Judicial Affairs Committee show any evidence of unethical conduct or if the complainant has not been satisfied by the explanations of the Ethical and Judicial Affairs Committee, the matter will be reported to the Board of Governors for adjudication at its next regular meeting.
- C. Adjudication by the Board of Governors following a close study of the findings and conclusions of the Ethical and Judicial Affairs Committee will be binding upon the members of the Association according to the Bylaws, Article III, Section X, Par. 9.

Par. 6. The Board of Governors will consider the findings and conclusions of the Ethical and Judicial Affairs Committee, and unless convinced the charges are unfounded, shall by certified mail, return receipt requested, request the accuser, the accused, and the witnesses to appear before the Board at its next regular meeting. A copy of the charges will be sent to the accused by certified mail, return receipt requested.

Par. 7. The report of the Board of Governors will contain a summary of the essential facts and a statement that, in its opinion: 1. the charges are not sustained; or 2. the charges are sustained and recommend the accused be (a) censured, or (b) suspended for a definite time, or (c) expelled. These findings will be communicated to the accused by certified mail, return receipt requested.

Par. 8. In case of written appeal, to be submitted by the accused within thirty (30) days following receipt of the report of the Board of Governors, the matter will, on motion at the next regular meeting of the Board of Governors, be placed on the agenda for the next regular meeting of the New Haven County Medical Association, or at a special meeting, if so desired, by the accused, to be called not less than ten (10) days hence for the sole purpose of acting on the appeal. The Secretary

will notify all members by mail or electronic means and the accused by certified mail, return receipt requested, of the date and hour of the special meeting.

Par. 9. A two-thirds vote of the Board of Governors present or of the members of the New Haven County Medical Association present on appeal will be necessary to discipline a member. A member expelled loses all rights he or she may have had as a member of the Association. The Connecticut State Medical Society will be notified promptly of this action.

Par. 10. A member who may feel aggrieved by the action of the Association in disciplining said member and who is a member of the Connecticut State Medical Society will have the right to appeal to the Judicial Committee of the Connecticut State Medical Society within thirty (30) days.

ARTICLE IV

Section I - Officers

Par. 1. The officers of the Association will be President, President-Elect, Vice President, Secretary, Treasurer, a Councilor, two Associate Councilors, and the Immediate Past President.

Par. 2. The President-Elect, Vice President, Secretary and Treasurer will be elected annually at the Annual Meeting by plurality. The President-Elect will assume the office of President at the Annual Meeting following his or her election to the office of the President-Elect unless the President has elected to extend his/her term of office. The President may, at his or her discretion, and with the simple majority vote of the Executive Committee elect to extend his/her term of office by one year. The President must notify the Board of Governors of the Association by May 1st of the year following his/her assumption of the office of his/her intention to extend the term of office. The President may not succeed him or herself beyond what is described herein. If the President elects to extend his/her term of office by one year, the terms of office for the President-Elect and Vice President will also be extended by one year. If either the President-Elect or Vice President chooses not to continue in that role for an additional year, an election for that position will be held at the next Annual Meeting.

Par. 3. The Councilor and the two Associate Councilors will be elected at the Annual Meeting of each even numbered year and will serve for a 2-year term commencing immediately after the Annual Meeting. No Councilor or Associate Councilor may serve more than three consecutive 2-year terms; but after a lapse of one term, such councilor shall be eligible for re-election.

Par. 4. Par. 4. The Executive Committee will consist of the following *ex officio* committee members President, President-Elect, Vice President, Secretary, Treasurer, Councilor, (2) Associate Councilors, and the outgoing President, the latter to serve one year; one Past President at-large, and up to six At-Large members shall be elected annually by the Members. In addition, any past President of NHCMA not currently serving in another position on the Executive Committee may be nominated by the Executive Committee to be elected by the Board of Governors to be a voting member of the Executive Committee. ~~Governors~~ and *Ex Officio* members of the Executive Committee shall serve during their tenure in the office from which they derive their *ex officio* status. Member of the Executive Committee who are elected by the Membership or by the Board of Governors, may be removed at any time with or without cause by the Membership or the Board of Governor, ~~respectively~~.

Commented [BL1]: This language isn't necessary, as members of the Executive Committee are automatically members of the Board of Governors (Article V, Par 1)

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Section II - Duties of Officers

Par. 1. The President will preside at meetings of the Association, appoint committees not otherwise provided for and will perform such duties as parliamentary usage may require.

Par. 2. The President-Elect shall assist the President in the discharge of the President's duties, preside at meetings in the absence of the President, and shall chair the Legislation Committee and the Nominating Committee.

Par. 3. The Vice-President shall aid and assist the President-Elect and shall officiate for the President during the absence of both the President and President-Elect at their request. The Vice-President shall co-chair the Ethical and Judicial Affairs Committee.

Par. 4. The Secretary shall be the recording secretary and also a corresponding officer of the Association, of the Executive Committee, and of the Board of Governors. The Secretary shall ensure the maintenance of the records of the Association and the Membership Roster with an individual record of each member of the Association, including the full

name, address, proof of licensure and other appropriate information. The Secretary shall maintain ongoing liaison with the administrator. The Secretary shall be the chairperson of the Membership Committee.

Par. 5. The Treasurer will ensure the collection of the dues assessed by the Association and such other funds as may come into the Treasury. The Treasurer will oversee disbursements under the Board of Governors and will make a year-end report to the Association at the Annual Meeting. The Treasurer will notify the Board of Governors regarding members who are in arrears of dues and will carry out the specific procedures outlined in Article VIII. The Treasurer will maintain ongoing liaison with the administrator.

Par. 6. The Executive Committee will have the power to carry out the affairs of the Association between meetings of the Board of Governors and will report its actions to the Board at its next meeting.

Par. 7. The Immediate Past President shall Chair the Bylaws Committee.

Section III - Compliance

Par. 1. No director or officer may engage in any excess benefit transaction as defined in Section 4958 of the Internal Revenue Code of 1986, as amended. The Board of Directors shall comply with the provisions of Sections 33-1127 through 33-1130 of the Connecticut General Statutes, as amended, regarding "conflicting interest" transactions. The Board of Directors may adopt appropriate policies and procedures to implement this Section.

Section III - Vacancy in Office

Par. 1. In the event of a vacancy in the office of President, that office will be filled for the remainder of the term by the President-Elect who will then continue through his/her previously elected term.

Par. 2. In the event of a vacancy in any of the other offices, listed under Article IV, Section I, Par. I. of these Bylaws, the Board of Governors will elect a member of the Association to complete the unexpired portion of the term.

ARTICLE V

Board of Governors, Delegates

Section I - Board of Governors

Par. 1. The Board of Governors shall consist entirely of the following, who shall serve as voting members of the Board: the members of the Executive Committee, any member who is an officer of the Connecticut State Medical Society, any member who is a Delegate or Alternate Delegate to the American Medical Association, the chairpersons of all standing committees, up to twelve At-Large members, and six Post-Graduate members.

Par. 2. The Board of Governors will meet at least six times a year. The President of the Association will become the chairman of the Board of Governors.

Par. 3. In addition to regularly scheduled meetings, the Board will meet by written request sent to the Secretary or President by twelve (12) members of the Board, said meeting to occur within ten (10) days of receipt of the request by the Secretary or President.

Par. 4. Between the Annual Meetings of the Association, the Board of Governors shall:

- A. Conduct all activities of the Association;
- B. Manage the funds and property of the Association;
- C. Direct the Treasurer regarding disbursements;
- D. Receive from the Finance Committee for presentation at the Annual Meeting a budget for the ensuing year with recommendation for the assessment of dues;
- E. Receive reports of the Ethical and Judicial Affairs Committee relating to charges that have been preferred against a member;
- F. Receive reports from all standing and special committees;

G. Receive and act upon any other business as may rightfully come before the Board.

Par. 5. If a Board member vacancy occurs before the next Annual Meeting of the Association, or if an elected Board member dies, resigns, or is otherwise unable to serve, the Board of Governors or in their absence, the Executive Committee, will select another Board member who will serve the unexpired portion of the term.

ARTICLE VI

Committees

Section I - Classes of Committees

Par. 1. There shall be two classes of committees: standing and ad hoc.

Section II - Standing Committees

Par. 1. Except as otherwise provided in Paragraphs 6 & 7 of Section 1 of this Article VI, the standing committees of the Association shall be as follows:

- (a) Bylaws
- (b) Ethical and Judicial Affairs
- (c) Finance
- (d) Membership
- (e) Nominating

Par. 2. The President shall serve ex officio without vote on all standing committees, except the Nominating Committee.

Par. 3. The chairperson of each committee shall be that person designated by these Bylaws. If these Bylaws designate no specific person for chair of a committee, then the President shall appoint a chair with the advice and consent of the Executive Committee. Such appointment shall be ratified by the Board of Governors. In the event of an interim vacancy on any committee, the chair of the committee shall recommend a replacement to the Executive Committee, which shall approve or disapprove said recommendation.

Par. 4. The committees may invite to their meetings other persons, lay or professional, who may by their knowledge or reputation aid the committees in reaching decisions.

Par. 5. Standing committees shall submit written reports to the Association when requested by the Board of Governors or deemed appropriate by the chair.

Par. 6. The Board of Governors may from time to time determine that one or more of the designated standing committees is either permanently or temporarily unnecessary by a resolution passed by a majority of the Board of Governors.

Par. 7. The Board of Governors may from time to time designate one or more additional standing committees, by a resolution passed by a majority of the Board of Governors.

Section III – Bylaws Committee

Par. 1. The Bylaws Committee shall consist of six (6) of the most recent Past Presidents of the Association. The Immediate Past President of the Association chairs this Committee. The committee will review the Bylaws, organization and general policies of the Association and will submit to the Board a report based on its review, including any recommendations for change.

Section IV – Ethical and Judicial Affairs Committee

Par. 1. The Vice President shall be the Co-Chairperson of this committee. The Ethical and Judicial Affairs Committee will consist of nine (9) members, including a chairperson and eight (8) additional members. The members shall represent a broad spectrum of specialties. At each Annual Meeting three (3) members will be elected to the committee for a 3-year term with a maximum of two 3-year terms of office. The Committee shall at its first meeting elect the Chairperson.

Par. 2. The purpose of the committee is to engage in peer review as defined in Title 19a, Chapter 368a of the Connecticut General Statutes (revised to 1999), and any successor statute thereto, i.e., to gather and review information relating to the care and treatment of patients for the purposes of (A) evaluating and improving the quality of health care rendered; (B) reducing morbidity or mortality; or (C) establishing and enforcing guidelines designed to keep within reasonable bounds the cost of health care; and to receive complaints regarding the doctor-patient relationship from either party and to attempt to settle those complaints.

Par. 3 The committee will receive charges preferred against a member and proceed according to Article III, Section IX.

Par. 4. The committee may act also as a grievance committee and listen to appeals from a physician aggrieved by action of the Membership Committee, as per Article III, Section II, Par. 4. In addition, the Committee will listen to appeals from any physician aggrieved by any action of the Association, its members, or its committees.

Par. 5. The Ethical and Judicial Affairs Committee may review third party complaints and requests

Par. 6. In all cases which this committee is unable to settle by negotiation, it will report its findings and recommendations to the Board of Governors at its next regular meeting or at a special meeting called for this purpose.

Section V - Finance Committee

Par. 1. The Finance Committee will consist of eight (8) members, including the Treasurer, who will act as chairman, and seven (7) members of the Board of Governors. At each Annual Meeting two (2) members will be elected to the committee for a 2-year term with a maximum of two 2-year terms of office. The administrator will be an ex officio, non-voting member of the committee. The committee's duties will be:

- (a) Consider and recommend plans for securing capital and operating funds for the Association.
- (b) Determine the financial feasibility of Association projects, acts, and undertakings referred to it by the Board and make recommendations thereon to the Board.
- (c) Prepare the annual operating budget of the Association for presentation to the Board and the membership at the Annual Meeting, review the financial statements and appraise the Association's operating performance.
- (d) Arrange for an annual review of the Association's financial operation and services by an independent firm experienced in the financial affairs of the Association.
- (e) Receive, review and evaluate the findings of the accountant and make recommendations to the Board concerning the financial operation of the Association.

Section VI - Membership Committee

Par 1. The Membership Committee will be comprised of at least the Executive Committee and the chairperson will be the Secretary.

Par. 2. The Membership Committee shall be responsible for all matters pertaining to membership development and retention, credentialing, and orientation of members.

Section VII - Nominating Committee

Par. 1. A. The Nominating Committee will consist of the officers of the Association, chaired by the President-Elect, plus five (5) members of the Association

B. The President-Elect will set a date for the meeting of the committee, and notify the members of the Nominating Committee of the time and the place. A quorum will consist of seven (7) committee members. Before the next Annual Meeting of the Association, the Nominating Committee will submit a slate to the Association's Secretary.

C. The Nominating Committee shall present: 1) at each Annual Meeting of the Association nominations for President-Elect, Vice President, Secretary, Treasurer, At-Large members of the Executive Committee and At-Large and Post-Graduate members of the Board of Governors; and 2) at each Annual Meeting of the Association occurring in an even numbered year, the nominees for Councilor and 2 Associate Councilors.

Section VIII - Special Committees

Par. 1. Special or ad hoc committees may be Appointed by the President or the Executive Committee and approved by the Board of Governors. They may be formed only for a specific function, shall report their findings to the Board of Governors, and shall be dissolved when their function has been completed to the satisfaction of the Board.

ARTICLE VII

Section I - Meetings and Parliamentary Authority

Par. 1. An Annual Meeting will be held each year in the fall. The exact date and place will be determined by the President and the Chair of the Program Committee.

Par. 2. Special meetings may be called by the President or by written request of five percent (5%) of the Active Members. At any special meeting only such business as is stated in the call will be transacted.

Par. 3. The quorum for the following action by the Members shall be a minimum of five percent (5%) of all Active Members to:

- A. Amend the Certificate of Incorporation;
- B. Amend the Bylaws;
- C. Elect officers, delegates, and directors; and
- D. Approve a merger, dissolution, or sale of substantially all of the assets of the Association.

Par. 4. The current edition of Sturgis, The Standard Code of Parliamentary Procedure governs this organization in all parliamentary situations that are not provided for in the law, or in its charter, bylaws, or adopted rules.

Section II - Order of Business

Par. 1. The order of business shall be determined by the President, in consultation with other officers.

Section III - Mail/Electronic Ballots or Proxy

Par. 1. Members may vote by mail/electronic ballot or proxy on matters submitted by the Board of Governors, including any matter that may otherwise be voted upon at the Annual Meeting, provided that the same period for which notice would otherwise be required for a meeting is provided for the return of ballots, and provided that the quorum requirement is met by the casting of sufficient votes as would constitute a quorum were those voting present at a meeting.

ARTICLE VIII

Section I - Dues

Par. 1. At the Annual Meeting, the Treasurer shall recommend to the membership for approval the dues to be levied for the next fiscal year.

Par. 2. The annual dues will be due and payable on January 1st of each year (other than the initial year of membership, in which dues shall be assessed as provided in Paragraph 3).

Par. 3. Applicants for Membership whose applications are submitted on or before June 30th of the year shall be assessed the full dues amount for that year. Applicants for Membership whose applications are submitted on or after July 1st of the year, but on or before October 31st shall be assessed one-half of the regular dues amount for that year. Applicants for Membership whose applications are submitted on or after November 1st of the year shall not be assessed dues for that year, but shall be charged the full amount of dues for the following year. An applicant shall not be approved for Membership until the applicant's dues obligation has been met.

Par. 4. Post-Graduate Membership dues are payable with the application. An applicant shall not be considered approved for Post-Graduate Membership until the applicant's dues obligation has been met.

Par. 5. Student Members shall not be assessed dues.

Par. 6. Honorary Members shall not be assessed dues.

Par. 7. The dues of any member for the current year may be reduced, remitted, or deferred by the Board of Governors. In addition, the Board of Governors shall, based upon the regular dues amount established, implement dues policies and procedures that are consistent with those in effect for the Connecticut State Medical Society and the American Medical Association. In the event of a discrepancy between the dues-related policies and procedures of the Connecticut State Medical Society and the American Medical Association, those of the Connecticut State Medical Society shall prevail, unless the Board of Governors, by majority vote, directs otherwise.

Par. 8. Full Members in good standing who are on full-time active military service of more than two weeks' duration shall not be subject to dues or assessments in the year following entrance into active duty and until the year following their discharge from active duty. They shall be considered full members during that time.

Section II – Dues Delinquency

Par. 1. A member whose dues are not received by the specified date of the year for which dues are prescribed is delinquent. Such member shall forfeit his/her membership in the Association if he/she fails to pay the delinquent dues within thirty (30) days after notice has been mailed to his/her last known address by the Administrator.

Par. 2. A physician who has lost membership through non-payment of dues may file for reinstatement to membership, as provided in Article III, Section II, Paragraphs 2 and 3.

Section III - Fiscal Year

Par. 1. The fiscal year of the Association shall be from January 1st through December 31st inclusive.

ARTICLE IX

Section I – Indemnification

Par. 1. The Association will indemnify any present or former Board of Governors officers, employees, or agents who are or have been engaged in Association business through service as members of committees, officers, or other officials of the staff of the Association for expenses and costs, including attorney's fees, actually and necessarily incurred by them in connection with the defense or settlement of any pending or threatened action, suit or proceeding to which they are made a party by reason of their being or having been such official, except to matters as to which they will be finally judged to be liable of willful misconduct amounting to bad faith. Expenses which may be indemnifiable incurred in defending an action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Governors, upon written agreement by or on behalf of the Board of Governors, officer, employee or agent, or their legal representative to repay such amount if they are later found not entitled to be indemnified by the Association as authorized in this section. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Certificate of Incorporation, these Bylaws, the Connecticut Revised Non-Stock Corporation Act, or under an agreement or vote of the Board of Governors or the Executive Committee, insurance purchased by the Association or otherwise.

Par. 2. The Board of Governors shall prescribe and provide at the expense of the Association proper fidelity bonds for those officials and employees of the Association responsible for the receipt, custody and disbursement of funds belonging to the Association.

Par. 3. Non-budget expenditure in excess of \$1000 must be approved by the Board of Governors.

ARTICLE X

Section I – Amendments

Par. 1. These Bylaws may be amended at any Meeting of the Members duly called, or by mail/electronic ballot or proxy, provided that such amendments are approved by the Bylaws Committee and a copy of any proposed amendment has

been provided to the Members with the notice of such meeting or with such ballot, no less than ten (10) nor more than sixty (60) days prior to the date required for the casting of a vote on such amendment, and provided, further that the quorum requirement is met (for a meeting, by attendance in person or by proxy; for a ballot, by the casting of sufficient votes as would constitute a quorum were those voting present at a meeting). The vote required to effectuate an amendment shall be: two-thirds of the Active Members present at a meeting duly called, and for which a quorum is present; or two-thirds of the Active Members casting their ballots in a mail/electronic ballot that meets the quorum and notice requirements.

Par. 2. The Certificate of Incorporation may be amended as provided herein for amendment of the Bylaws, provided, however, that no amendment of the Certificate shall be effective until recommended or approved by the Board of Governors at a duly noticed meeting of the Board of Governors which notice includes a copy of the proposed amendment.

Par. 3. To the extent that any provision of these Bylaws is inconsistent with the Certificate of Incorporation of the Corporation, the provisions of the Certificate of Incorporation shall prevail.

Revised August 2016
Revised October 2018
Revised October 2019