

ACADEMY OF MEDICINE OF CINCINNATI
CODE OF REGULATIONS
(Amended July 14, 2020)

Chapter 1-Membership

Section I-Classes of Membership

The membership of the Academy shall consist of the following:

- A. Active Academy. Any physician who has a current license to practice medicine and surgery or osteopathic medicine and surgery, issued by the Ohio State Medical Board that is in full force and effect at the time of application.
- B. Active Academy Part-Time. Any physician who qualifies as an Active Academy member who is working twenty (20) hours per week or less.
- C. Retired. Any physician who is fully retired.
- D. Post-Graduate Trainee. Any physician who has a current license issued by a State Medical Board and is enrolled in an approved medical post-graduate training program.
- E. Non-Resident. Any physician holding a current license to practice medicine who conducts the major portion of his or her practice outside of Hamilton County, Ohio.
- F. Student. Any person who is enrolled in an approved college of medicine pursuing the degree of doctor of medicine or doctor of osteopathy.

Section II-Obligations

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

Section III-Application for Membership

- A. Application Form. Any person seeking membership in the Academy shall complete the appropriate application form as prescribed by the Academy Council.
- B. Effect of Application. By submitting an application or otherwise indicating a desire to become a member, the applicant:
 - 1. Consents to verification of any and all necessary information to qualify for membership.
 - 2. Acknowledges responsibility for timely payment of required dues.
- C. Verification of Information. The Academy Council or its designee shall verify medical license and any other information that may be required. The applicant shall be notified of any problems in obtaining the information required, and it shall be the applicant's obligation to obtain the required information.
- D. Action on Application. When collection and verification of all necessary information is accomplished, the information shall be submitted to Council or the Executive Committee, acting on behalf of Council, at its next regular meeting. Council or the Executive Committee shall consider the information, and:
 - 1. Approve the application for membership by a majority vote;
 - 2. Deny the application for membership by a majority vote;
 - 3. Return the application for further investigation. If the application is approved, appropriate notice shall be sent to the applicant. If denied, notice will be sent citing the reason.
- E. Revocation/Suspension of Membership. Membership privileges will be automatically revoked for any member who is convicted of a crime that results in the revocation or suspension of his/her license. Council has the power to expel a member whose medical license is revoked or suspended for any reason.

Chapter 2-Council

Section I-Councilors

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

Section II-Membership

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

Section III-Meetings

At least six regular meetings of Council shall be held each year from September through June, inclusive. Special meetings of Council may be held at the discretion of the President or upon the written request to the Executive Director of three (3) members of Council. Regular or special meetings of Council may be cancelled by the President with 24-hour advance notice by phone or email to all Council members. Any member in good standing may attend a Council meeting with advance notice to the Executive Director.

Section IV-Duties and Responsibilities

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

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

1. To appoint Officers or Councilors to fill any vacancies, which may occur in an elective office, except that of President, declared vacant by action of Council. Any Officer or Councilor appointed to fill any such vacancy shall serve the unexpired term. If a vacancy occurs in the office of President, then the President-Elect shall complete the remainder of the term;
2. To declare vacant any office, elective or appointive, in the event the incumbent Officer or Councilor shall fail to perform the duties of his/her office in a manner satisfying to Council;
3. To levy special assessments on the members of the Academy to provide for unusual or extraordinary expenses;
4. To employ an Executive Director to conduct the affairs of the Academy;
5. To fix the salary and other terms of employment of the Executive Director; and
6. To bond the President, all Councilors, and designated employees of the Academy in the amount deemed sufficient to cover and protect the Academy.

Chapter 3-Officers/Executive Committee/Elections

Section I-Officers and Councilors

Only Active Academy members in good standing are entitled to hold an elective office. The Officers of the Academy shall consist of the President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer, and the Executive Director, ex

officio without vote. These Officers shall constitute the Executive Committee of the Academy. Past Academy Presidents may also serve as ex officio members of the Executive Committee for a period of two years after serving as Immediate Past President. The Executive Committee may meet monthly throughout the year and may act on behalf of the Council when necessary. Meetings and actions of the Executive Committee shall be reported and acted upon, as appropriate, by Council at the next meeting of Council.

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

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

The number of Councilors shall be up to fifteen (15) Active Academy members. This number will be determined annually by current Council members. The President may appoint advisory members with no voting privileges to serve on Council. Advisory members may include, but are not limited to, members-in-training and medical students. Past Academy Presidents may also serve as advisory members of Council for a period of two years after serving as Immediate Past President.

The President-Elect shall be elected by the membership of the Academy and he/she shall then serve successively as President and Immediate Past President. These terms shall be for one (1) year. The Secretary and the Treasurer shall be elected annually by the Councilors at the first Council meeting held following the Annual Meeting (Installation Ceremony).

Section II-Nomination and Election

One Nominating Committee consisting of up to nine (9) Active Academy members shall be selected by the President at a spring meeting of Council. Members of the Nominating Committee shall include at least three (3) members of the current Council. The Immediate Past President shall serve as chair of the Nominating Committee. If the Immediate Past President is unable to fulfill this obligation, the President will select a chair. No member who accepts appointment to the Nominating Committee may stand for office in that year's election.

The Nominating Committee shall develop one slate of candidates. The Nominating Committee may present one or two candidates for the office of President-Elect. Each candidate for President-Elect must be a current or former member of Council. To assure a contested election for Councilors the committee should attempt to nominate a number of candidates exceeding the number of Council positions to be elected with an attempt to nominate double that number. Only Active Academy members in good standing are entitled to hold an elective office. If an election is not contested, members will be notified, and an election will not be held. Physician candidates will then assume the positions for which they were nominated.

The Executive Director shall prepare ballots for all Active Academy members of the Academy in good standing. Each Active Academy member of the Academy voting in the election may cast one vote for President-Elect and one vote per candidate up to the number of Councilor positions to be elected. Those candidates receiving the most votes would then be elected in accordance with the number of Councilor positions to be filled.

In the event of a tie, Council shall vote to break such a tie. Voting may be done electronically.

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

Section III-Duties of Officers

- A. President: The President shall preside over all meetings of the Academy Council; shall exercise such executive and appointive powers as the Code of Regulations, parliamentary usage, and custom dictate or as may be imposed or required by Council; and shall be an ex-officio member without vote of all standing committees.
- B. President-Elect: The President-Elect shall assume the duties of the President, upon his/her request or when necessary, and shall succeed to the office of President at the next Annual Meeting.
- C. Secretary: The Secretary shall be responsible to ensure that a current roster of all Academy members is maintained; shall ensure that the permanent record book of the Academy (containing the Articles and Code of Regulations and all amendments thereto) is maintained; shall ensure that the minutes of all Council meetings are preserved; and shall certify the results of the annual election.
- D. Treasurer: The Treasurer shall be responsible to ensure that all fees, dues, and assessments are collected from the members of the Academy and from any other source; shall ensure that proper records of the Academy's finances, including a detailed record of all receipts and disbursements, are maintained; shall ensure that the Academy's funds are properly disbursed; and may be required to obtain a bond in such reasonable amount as determined by Council. The cost of this bond shall be paid by the Academy.
- E. Executive Director: The Executive Director shall be the Chief Executive Officer of the Academy for the purposes of managing its affairs; shall be responsible to the President and Council of the Academy; shall hire other individuals and set terms of employment within the limitations of the budget and may assume other duties as delegated by the Council. The Executive Director or his/her designated representative shall attend meetings of all Academy committees and Council; shall conduct all the correspondence of the Academy; and shall assist the Secretary and the Treasurer in the completion of their duties as necessary. The Executive Director may be authorized to sign checks for ordinary and regular expenditures up to the amount set by Council. All checks for amounts greater than the authorized limit shall require signatures from two of the following: the Executive Director, the President, the Assistant Executive Director, or the Treasurer. The Executive Director and Assistant Executive Director shall be bonded in such reasonable amount as determined by Council, the cost of which shall be paid by the Academy.

Chapter 4-Finances

Section I-Expenses

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

Section II-Fiscal Year

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

Chapter 5-Dues and Assessments

Section I-Determination of Dues

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

Section II-Delinquency/Non-Payment of Dues

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

Once a delinquent member is dropped from membership, he/she may be reinstated by Council upon re-application and payment of the current dues.

Section III-Dues Waivers

Any Active Academy or Active Academy Part-Time member of the Academy for whom payment of his/her regular dues constitutes a financial hardship, because of disability or some other circumstance, may request a waiver of dues from Council. This request must be made in writing and signed by the member on an annual basis.

Chapter 6-Meetings

Section I-Annual Meeting

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

Section II – Membership Meetings

Meetings of the membership of the Academy may be held at the discretion of the Council. Publication of the time and place and subject(s) of the meeting shall be provided to all members by the Executive Director at least ten (10) days prior to the meeting. The order of business at these meetings will be at the discretion of the President.

In addition, upon the written request of ten (10) Active Academy members in good standing, and with the approval of Council, a special membership meeting may be held and shall be communicated to all members by the Executive Director at least five (5) days in advance of the meeting. The notice for such a meeting shall state the purpose of the meeting and the time and place where it will be held; no business except that stated in the notice shall be transacted.

Chapter 7-Committees/Workgroups

Section I-Standing Committees

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

- A. Executive Committee. The Executive Committee consisting of the President, President-Elect, Immediate Past President, Secretary, Treasurer, and Executive Director, ex-officio, without vote, shall normally meet monthly throughout the year and may act on behalf of the Council when necessary in all matters pertaining to the Academy. Meetings and actions of the Executive Committee shall be reported and acted upon, as appropriate, by Council at the next meeting of Council.
- B. Finance Committee. The Finance Committee, consisting of seven (7) Active Academy Councilors and Academy Foundation Board members, meets with the current portfolio manager twice during the calendar year to review and manage the investments of the Academy and the Foundation.

Section II-Meetings

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

Section III-Committee/Workgroup Membership

Unless otherwise provided in this Code of Regulations, committee/workgroup members and committee/workgroup chairpersons shall be appointed by, and serve at the pleasure of, the President or President-Elect with the approval of Council. Only those committee/workgroup members who are Active Academy members in good standing may serve as chairpersons of Academy committees/workgroups. Any member of the Academy in good standing is eligible to serve on a committee/workgroup.

Chapter 8-Limitation of Liability

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

Chapter 9-Parliamentary Authority

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

Chapter 10-Medical Ethics

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

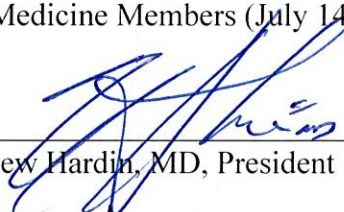
Chapter 11-Amendments and Conformity

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

Chapter 12-Code of Regulations

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

APPROVED: Academy of Medicine Members (July 14, 2020)



Matthew Hardin, MD, President



Anne Like, MD, Secretary

APPROVED: Ohio State Medical Association (July 25, 2020)