

Approved by the Board of Regents
July 22, 2023

THE ARIZONA CHAPTER OF THE
College of Physicians (ACP). Ju by

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 "

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

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

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

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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 next election of a Governor-Elect.

Section 7.3. Any officer, other than the Governor or Governor-Elect, may be removed by the Council whenever,

Governor

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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
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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

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

Qualified Persons,

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