

**BYLAWS**

**Of**

**TENNESSEE SOCIETY FOR  
LASER MEDICINE AND SURGERY, INC.**

**ARTICLE I – Name**

The name of this Society shall be the **Tennessee Society for Laser Medicine and Surgery, Inc. (TSLMS)**

**ARTICLE II - Objectives and Purpose**

Section 1. Purpose.

The purpose of this Society shall be exclusively for literary and scientific purposes within the meaning of Sec. 501(c)(3) of the Internal Revenue Code as provided in its Articles of Incorporation. These purposes may include, not as a restriction or enlargement of such purposes, but as illustrative thereof, developing lines of communication between all phases of laser technology which relate to laser biology, surgery and medicine; promoting the standards in laser medicine; continuing education and research and development; and providing meetings for the exchange of ideas and methodology for all phases of laser medicine.

Section 2. Earnings.

Under no circumstances will the net earnings of the Society inure to the benefit of any private individual.

**ARTICLE III – Offices**

The principal office of the Society in the State of Tennessee shall be located at 2301 21<sup>st</sup> Ave. South, Nashville, TN 37212-09-09 or at such other locations, within or without the state, as the Board of Directors shall lawfully designate or the affairs of the Society may require from time to time.

**ARTICLE IV - Status and Classes of Membership**

Section 1. Status.

Membership in the Society is a privilege, not a right, and shall be encouraged from all interested in research, development and use of laser technology related to biology, medicine and surgery. There shall be no discrimination in membership selection based on race, religion, national origin, sex or physical handicap.

Section 2. Classes of Membership.

The membership shall consist of the following six (6) classes of members: Member, Associate Member, Student Member, Life Associate, Honorary Fellow, Fellow.

### Section 3. Eligibility Rights and Obligations.

(a) Member:

Any scientist, physician, or other health care professional, or any individual who is qualified and duly licensed to engage in clinical practice and is qualified and recognized in his or her respective field shall be eligible to become a Member. Any individual who is recognized as being significantly involved with the laser industry shall also be eligible to become a Member. Members shall have full membership rights as recognized under customary parliamentary practice, including, but not by way of limitation, the rights to attend membership meetings, to participate in discussion, to vote and to accept appointment to committees and councils. Members shall be obligated to pay all dues and assessments imposed on Members under Article X of these Bylaws and shall be obligated to observe the Bylaws and Administrative Regulations of the Society. A Member may not hold elective office in the Society unless the Member is a duly nominated representative of a division.

(b) Associate Member:

Any scientist, physician, or health care provider who is in post-graduate training in science, biology, medicine, surgery or other related discipline may be considered for Associate Membership status. Associate Members shall have the same membership rights as Members and may not hold elective office. Associates Members shall be obligated to pay all assessments and a portion of the full membership dues imposed on Members under Article X of these Bylaws.

Any scientist, physician, or health care provider whose principle place of business is outside the state of Tennessee, and, after approval by the Board of Directors, may be awarded Associate Membership status. TSLMS recognizes that certain health care communities outside the state of Tennessee do maintain an ongoing relationship with scientists, physicians, and other health care providers, who use lasers and laser-like devices within the state of Tennessee. TSLMS recognizes that these out of state scientists, physicians, and other health care providers should be afforded an opportunity to participate in TSLMS.

(c) Fellow:

The designation of Fellow status is granted in recognition of active participation in the Society and contribution to the broad fields of laser medicine and surgery. Fellows are members of the Society who qualify by their activities and who have been Members in good standing for a period of one (1) year or a period as specified by the Board of Directors. (The initial membership has been approved by the Board of Directors as Fellows). Appropriate activities and required level of participation are delineated in the Administrative Regulations of the Society and include, but are not limited to, attendance at the Annual Meeting of the Society, authorship or co-authorship of scientific papers accepted for publication in the Society's Journal or presented at its Annual Meeting, and active participation on committees. Those Members who otherwise meet the requirements for Fellow status must attend the Society's Annual Meeting to be granted Fellow status initially. Fellow status shall be renewed each three (3)

years. Those fellows who fail to maintain the required level of participation will revert to Member status. Any scientist, physician, other health care professional who is duly licensed and qualified to engage in independent clinical practice and who is recognized in his or her respective field, or any individual recognized as significantly involved with the laser industry shall be eligible for Fellow status. All persons who are currently Fellows in good standing at the time these Bylaws become effective (January 1, 2004), shall be automatically designated as Fellow and shall be granted a grace period until the year 2006 to comply with the requirements for Fellow status.

Those Fellows who are pending a status change due to a failure to comply with the Bylaws requirements for Fellowship status shall be so notified by the Secretary. Written notice of impending change in status to Member will be provided and mechanisms to regain/retain Fellow status, including but not limited to attendance at the Annual Meetings may be suggested. Fellows shall have full membership rights as recognized under customary parliamentary practice, including, but not by way of limitation, the right to attend membership meetings, to participate in discussions, to vote, to accept appointment to committees and councils and to be a candidate for elective office. Fellows shall be obligated to pay all dues and assessments imposed on Fellows under Article X of these Bylaws and shall be obligated to observe the Bylaws and Administrative Regulations of the Society.

(d) Honorary Fellow:

An Honorary Fellow shall be a person of outstanding attainment recommended by the Board of Directors and elected by the general membership. Honorary Fellows shall enjoy all the rights and privileges of membership except the right to vote at membership meetings, hold an elective office or serve on a committee. They shall not pay dues, registration fees, social fees or any other assessment.

(e) Life Associate:

A Fellow or Member in good standing, who by reason of physical infirmity is unable to continue in scientific, biological, or medical practice or who has retired from industry, scientific, biological or medical practice, shall be made a Life Associate upon written request to the Secretary and approval by the Board of Directors. Such individuals shall enjoy all privileges of membership in the Society, except the right to hold office, and shall not be required to pay dues or assessments. Those who wish to receive the official Society journal shall pay an annual subscription fee equal to the amount the Society reimburses the publisher annually for each regular membership subscription. Life Associates shall be required to pay registration fees for social events. These individuals can be appointed to committees.

(f) Student Member:

A student who shares the stated purpose of the Society and is seeking a degree at an accredited educational institution may be elected a Student Member. This class is non-voting, non-dues-paying and not eligible for elective office.

Student Members may receive the official Society journal without charge. Student Members shall be required to pay all dues and assessments imposed on Student Members under Article X of the Bylaws and shall be obligated to observe all Bylaws and Administrative Regulations of the Society.

## **ARTICLE V - Election to Membership**

### Section 1. Applications or Nominations.

Applications or nominations for admission to the various classes of membership shall be set forth on an application approved by the Board of Directors.

### Section 2. Review and Evaluation.

(a) All properly filed applications for membership as a Member, Associate Member, Student Member, Life Associate, Honorary Fellow, Fellow must be reviewed and evaluated by the Board of Directors which shall serve as the Committee on Membership.

(b) All applications shall be submitted at least sixty (60) days before the regular Board meeting at which such applications are considered. The list of applicants shall then be circulated to the membership for study in a manner consistent with the Administrative Regulations of the Society. Members shall have the right to communicate with the Society Secretary about any and all applicants. Such communication shall then be presented to the Board of Directors when applications are reviewed.

(c) All properly filed nominations for Honorary Fellowship must be reviewed and evaluated by the Board of Directors in accordance with the procedure set forth in the Administrative Regulations of the Society.

### Section 3. Election to Membership.

(a) The Board of Directors shall review properly filed applications. Such applications may be acted upon singly or in groups. The Board of Directors shall adopt one of the following alternatives with respect to any application:

- (1) Approve applicant for membership.
- (2) Table the application for further evaluation as outlined in these Bylaws.
- (3) Reject the application.

A two-thirds (2/3) vote shall be required by the Board of Directors to adopt any of the above.

(b) A two-thirds (2/3) vote of a present and voting quorum shall be necessary for the Board of Directors to elect to Honorary Fellowship.

### Section 4. Applications for Reinstatement.

Any former member may apply for reinstatement through the regular application procedure within the limits given in Article V, Section 6, of these Bylaws.

## Section 5. Appeal from Denial of Membership.

If the Board of Directors denies membership to an applicant, or if membership is approved in a class other than the class applied for, the applicant may appeal the decision of the Board of Directors in the following manner (except that nominees for Honorary Fellowship who shall not be elected may not appeal the decision of the Board of Directors):

(a) The applicant shall, upon written request to the Secretary, be provided with a written statement of the reason(s) for the action of the Board of Directors.

(b) Within thirty (30) days of receipt of the statement of the reason(s) for the action of the Board, the applicant may request a hearing before the Board of Directors. The Board shall then schedule such a hearing to be held not less than thirty (30) days nor more than twelve (12) months after receipt of the applicant's request. The applicant shall be notified of the time and place of the hearing, at least thirty (30) days prior thereto, by certified mail addressed to applicant's last known address.

(c) The hearing before the Board of Directors shall be conducted in accordance with the procedures established in either the Administrative Regulations of the Society, or in these Bylaws, and the applicant shall have an opportunity to present oral arguments, evidence and testimony in support of the application.

(d) The Board of Directors shall act on the application appeal with a two-thirds (2/3) vote being required for decision:

(1) If the Board votes to approve membership in the class sought by the applicant, membership shall be effective immediately.

(2) If the Board votes to reject the application for membership or if the admission to membership is approved by the Board in a class of membership other than that sought by the applicant, the matter can be appealed to the general membership at its next regular business meeting provided the applicant requests such an appeal in writing. At the meeting the applicant will have the opportunity to present oral arguments, evidence and testimony in his or her own behalf. Final decision shall be made by vote of the general membership.

(3) If the applicant fails to appeal the action of the Board of Directors to the general membership at the time of its next regular business meeting the recommendation of the Board of Directors becomes final and binding.

(e) Applications shall be reviewed and acted upon by the Board of Directors at one of its regular meetings at least once each fiscal year, but the Society shall reserve the right to defer decision on any and all applications to the subsequent year when necessary and when such action is consistent with these Bylaws. The timing and frequency of regular Board meetings at which applications are considered shall be in accordance with the Administrative Regulations of the Society. Applicants shall be informed of such regulations or of any changes thereof.

## Section 6. Reapplication.

If an applicant for any class of membership (other than a nominee for Honorary membership) is denied membership in accordance with the procedures established in these Bylaws and in the Administrative Regulations of the Society, the applicant may not submit another application for the same class of membership for at least two (2) years from the date of the final action on the application.

## **ARTICLE VI - Meeting of Members**

### Section 1. Regular Meetings.

One regular business and scientific meeting of the members of the Society shall be held each year at the times and places designated by the Board of Directors and as prescribed by the Administrative Regulations of this Society.

### Section 2. Special Meetings.

Special meetings of the members of the Society may be called only by a majority of the Board of Directors, the President, or by written petition signed by at least twenty-five (25%) of the voting members of the Society and may be held at any place designated by the Board of Directors or the petition of members.

### Section 3. Notice.

Notice of any annual or special meeting of the members shall be given not less than fourteen (14) days prior thereto by written notice delivered personally or by mail, or at the direction of the President or the Secretary, to each member of the Society. Such notice shall state the place, day and hour of the meeting, and in the case of a special meeting shall also state the purpose or purposes for which it is called.

### Section 4. Quorum.

Fifty percent (50%) of the total voting membership of the Society in good standing, with voting rights shall constitute a quorum in any meeting of members, for any ballot for Society elections or for votes on matters authorized by the Board of Directors pursuant to Section 5. There shall be no representation by proxy at any meeting of members.

### Section 5. Voting.

(a) On any matter to be voted upon at any annual or special meeting of members or by mail ballot, each member with voting rights shall be entitled to one (1) vote. There shall be no voting by proxy or cumulative voting. The act of a majority of the members present and voting at a meeting at which a quorum is present shall be the act of the membership of the Society, except where otherwise provided by law or these Bylaws, and except that voting for the election of directors, the Vice President, special elections and any other matter specifically authorized by the Board of Directors shall be by mail ballot. The act of the majority of members returning a quorum of mail ballots shall be the act of the membership of the Society.

(b) Mail Ballot Procedures. The mail ballot for all elections other than special

elections authorized to be held independent of the annual membership meeting of the Society, and when practicable for any other matter specifically authorized by the Board of Directors, shall be sent to all members eligible to vote at least sixty (60) days prior to the Annual Meeting. For special elections, and when it determines that insufficient time is available using the regular mail ballot procedure for other authorized matters, the Board of Directors shall authorize an expedited procedure in which the mail ballot is sent to all members eligible to vote with a deadline for return of completed ballots of forty-five (45) days after the date the mail ballot is mailed to the members. Ballots pertaining to the election of officers and directors shall be signed for validation. The specific procedures for the vote by mail ballot shall be as set forth in the Administrative Regulations of the Society.

#### Section 6. Order of Business.

The regular order of business at any regular meeting of members shall be established in the Administrative Regulations of the Society. No business beyond the stated purpose or purposes for which the meeting was called shall be conducted at a special meeting.

### **ARTICLE VII - Board of Directors**

#### Section 1. General Powers.

The property and affairs of the Society shall be managed by its Board of Directors.

#### Section 2. Number, Tenure and Qualifications.

The Board of Directors shall consist of at least five (5) elected directors and at least a President and a Secretary. The Board of Directors may elect other officers as it determines are necessary. The elected directors shall take office after the business meeting following their election, as provided in the Administrative Regulations, and shall serve for a term of three (3) years and until their successors shall be duly elected and qualified. Only Fellows of the Society may serve on the Board of Directors. A member of the Board of Directors may only serve two (2) consecutive terms.

#### Section 3. Nominations and Election of Board of Directors Exclusive of Ex-Officio Directors.

(a) Any member of the Board of Directors shall present to the membership one or more nominees for each position on the Board of Directors exclusive of ex-officio members, according to procedures set forth in the Administrative Regulations.

(b) Election of members of the Board of Directors exclusive of ex-officio members shall be by mail ballot according to the procedure set forth in Article VI, Section 5, and its corresponding Administrative Regulations.

#### Section 4. Vacancies.

Vacancies on the Board of Directors may be filled temporarily by majority vote of the Board of Directors. If the term of office with respect to which a vacancy occurs is not

due to expire at the next regular business meeting, the position shall be filled for the unexpired portion of the scheduled term, in accordance with the normal procedure for the nomination and election of directors. If the Board of Directors determines that it has insufficient time to nominate one or more candidates and for the regular mail ballot procedure, the Society President may designate an appointee to fill the vacancy until the time of the next regularly scheduled election.

#### Section 5. Meetings.

(a) Regular meetings of the Board of Directors shall be held in connection with the regular membership meetings of the Society, and the specific times and places of such meetings shall be determined by the Board.

(b) The Board of Directors may provide, by resolution, the time and place of the holding of additional meetings, without other notice than such resolution.

(c) Special meetings of the Board of Directors may be called by the President or any three (3) directors and may be held at any place and at any time designated in the call of the meeting.

(d) Written notice of the time, place and purpose of each meeting of the Board of Directors shall be delivered to each director not less than fourteen (14) or more than sixty (60) days prior thereto, except in the case of a teleconference which may be called as in Section 5(c) above with notice either written or by telephone to be delivered not less than five (5) days prior to the conference.

(e) One-half (1/2) of the directors then in office shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors.

(f) The act of a majority of the directors present and voting at a duly called meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these Bylaws.

#### Section 6. Informal Action by Written Consent.

Any action which is required by law or these Bylaws to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by at least two-thirds (2/3) of the directors entitled to vote with respect to the subject matter thereof. Any such consent signed by the directors shall have the same force and effect as a majority vote at a duly called and constituted meeting of the Board of Directors. If a proposal for action by written consent receives the requisite signatures for approval, all members of the Board of Directors shall be immediately notified of the text of the written consent and its effective date and time.

#### Section 7. Removal.

The requirements for removal of directors shall be as provided by Tennessee law.



## Section 8. Compensation.

Directors as such shall not receive any compensation for their services as directors, but the Board of Directors may, by resolution, authorize reimbursement of expenses incurred in the performance of their duties. Such authorization may prescribe the procedure for approval and payment of expenses by designated officers of the Society. Nothing herein shall preclude a director from serving the Society in any other capacity and receiving compensation for those services.

## **ARTICLE VIII - Officers**

### Section 1. Number, Titles and Qualifications.

The officers of the Society may be a President, a Vice President, a Secretary, a Treasurer, and a Historian. Only Fellows of the Society in good standing may serve as officers. The Society is only required to elect a President and Secretary. Elected directors may serve as officers.

### Section 2. Nomination, Election and Tenure.

(a) The President, Vice-President, Treasurer, and Historian, shall be filled at a meeting of the Board of Directors by a majority vote of the Board of Directors.

(b) Except as otherwise provided for vacancies, the term of office of the officers shall be as follows:

(1) The President shall serve for a term of three (3) years.

(2) The Vice President shall serve for a term of three (3) years commencing after the regular membership meeting next following his or her election except as provided in Section 4 of this Article.

(3) The Secretary, Treasurer and Historian shall serve for a term of three (3) years, commencing after the Board of Directors meeting at which he or she is elected.

(4) Notwithstanding the foregoing provisions for the terms of office of the officers, all officers shall have been duly elected and qualified, except as provided in Section 4 of this Article.

Officers will commence their term of office following their election as defined in Article VII, Section 2.

### Section 3. Powers and Duties.

The powers and duties of the officers of the Society shall be as follows:

(a) The President shall be the presiding officer at all meetings of the members of the Society, shall be an ex-officio member of the Board of Directors and shall be an exofficio advisory member of all committees. The President shall perform all duties and exercise all powers which are by law or customary parliamentary practice incident to the office of President, and such other duties and powers as may be determined by the Board

of Directors..

(b) The Vice President shall be an ex-officio member of the Board of Directors; shall serve as ex-officio chairperson of the Committee on Membership as defined in these Bylaws; and shall perform the duties and exercise the powers of the President in the event of the absence, or inability to act, of the President. The Vice President shall also perform the duties and exercise the powers which are by law or customary parliamentary practice incident to the office of Vice President, and such other duties and powers as may be determined by the Board of Directors or the President.

(c) The Secretary shall be an ex-officio member of the Board of Directors and an ex-officio advisory member to all committees. The Secretary shall keep minutes of all meetings of the members and of the Board of Directors, shall see that all notices are duly given in accordance with law and these Bylaws; and shall, in general, perform all duties and exercise all powers which are by law or customary parliamentary practice incident to the office of Secretary, and such other duties and powers as may be determined by the Board of Directors.

(d) The Treasurer shall be an ex-officio member of the Board of Directors and an ex-officio advisory member of all committees. The Treasurer shall be the principal accounting and financial officer of the Society, and shall be responsible for the maintenance of adequate books of account of the Society, shall be responsible for the receipt and disbursement of the funds of the Society, and shall, in general, perform all duties and exercise all powers which are by law or customary parliamentary practice incident to the office of Treasurer and such other duties and powers as may be determined by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties of the office in such sum and with such surety or sureties as the Board of Directors shall determine. With the approval of the Board of Directors, the cost of any such bond or surety may be paid from the funds of the Society.

(e) The Historian shall be an ex-officio member of the Board of Directors and shall attend all meetings of the Board, shall provide for the maintenance and safekeeping of archives, including records of such other materials relating to the Society which may have substantial historical value, and shall, in general, perform all duties and exercise all powers which are by law or customary parliamentary practice incident to the office of Historian and such other duties and powers as may be determined by the Board of Directors.

#### Section 4. Vacancies.

(a) In the event of a vacancy in the office of President, the Board of Directors shall elect a new President, by a majority vote, who shall serve for the remainder of the term vacated.

(b) In the event of a vacancy in the office of Vice President, the Board of Directors shall appoint, by a majority vote, an interim Vice President to serve for the unexpired portion of the term vacated.

(c) In the event of a vacancy in the office of Secretary, Treasurer, or Historian, the Board of Directors shall appoint, by a majority vote, an interim Secretary, Treasurer, or

Historian to serve for the unexpired portion of the term. Such appointment may be made at any meeting of the Board of Directors.

Section 5. Removal.

The requirements for removal of officers shall be as provided by Tennessee law.

**ARTICLE IX - Administrative Regulations**

Section 1. Establishment.

The Board of Directors shall by majority vote establish a body of Administrative Regulations to govern the organization and operation of important aspects of the affairs of the Society. Such Administrative Regulations shall cover such matters as are specifically required by these Bylaws, and such other important administrative matters as the Board of Directors shall deem appropriate.

Section 2. Publication.

The Administrative Regulations adopted by the Board of Directors shall be available to any member of the Society upon written request to the Secretary.

Section 3. Amendment.

The Administrative Regulations of the Society may be amended by the Board of Directors at any meeting by a majority vote, provided that notice of any proposed amendment shall have been given to each director not less than fourteen (14) nor more than thirty (30) days prior to the vote.

**ARTICLE X - Dues, Assessments and Fees**

Section 1. Annual Dues.

The amount of annual dues payable by each class of dues paying members of the Society shall be established at a regular membership meeting by a majority vote of the members, provided that any proposed change in the amount of annual dues payable by any class of membership shall have been first approved by the Board of Directors and that notice of any such proposed change shall have been given to all members of the Society with the notice of the regular meeting at which the members are to vote on the proposed change.

Section 2. Special Assessments.

At any regular membership meeting, an assessment of a specified amount, which must be uniform as to the members of any one class of members, may be levied on the dues paying members of the Society by a majority vote of the members, provided that notice of the proposed assessment shall have been given to all members at least thirty (30) days prior to the annual meeting. Any such assessments shall be payable as provided by vote of the members, or if no such provision shall be made, then as provided by the Board of Directors.

### Section 3. Waiver of Dues and Assessments.

The Board of Directors may at its discretion waive or reduce the obligation of any fellows otherwise in good standing, to pay dues for a particular period or to pay a particular assessment.

### Section 4. Sanctions for Failure to Pay.

(a) Any member whose dues, assessments or fees are overdue by ninety (90) or more days shall be ineligible to vote or to be a candidate for elective office.

(b) Any member in any membership class who shall fail to make full payment of any dues, assessment or fees within ninety (90) days of the due date therefore established by the Board of Directors shall be given notice by the Secretary that his or her membership will be terminated thirty (30) days thereafter unless all delinquent dues, assessments and fees are paid within that period. If the delinquent member neither makes payment in full during the grace period nor provides the Board of Directors with an explanation satisfactory to the Board of Directors for nonpayment, then the Secretary shall remove the name of the delinquent member from the membership rolls of the Society. The delinquent member may be reinstated to membership by the Board of Directors as outlined in Regulation 10, Section 4(b) of the Administrative Regulations.

### Section 5 - Fees.

(a) The Board of Directors shall establish registration fees for courses and Annual Meetings.

(b) The Board of Directors shall establish fees for exhibitors at the Annual Meeting.

## **ARTICLE XI - Committees and Divisions**

### Section 1 - Committees.

The Board of Directors shall have the authority to create and appoint committees as needed for the conduct of Society affairs and as provided by these Bylaws.

Any committee appointed by the Board of Directors may be terminated by action of the Board of Directors provided that notice of the proposed termination shall have been given to all directors not less than thirty (30) nor more than sixty (60) days prior to the Board action.

## **ARTICLE XII - Contracts, Checks, Deposits and Gifts**

### Section 1. Contracts.

The Board of Directors may authorize any officer or agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Society. Such authority may be general or confined to specific instances.

## Section 2. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Society shall be signed by such officer, officers, agent or agents of the Society in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the President or the Secretary or the Treasurer.

## Section 3. Deposits.

All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies, or other depositories as the Board of Directors may select.

## Section 4. Gifts.

The Board of Directors may accept on behalf of the Society any contribution, gifts, or bequest for the general purposes or for any special purpose of the Society.

# **ARTICLE XIII - Books and Records**

## Section 1. General Requirements.

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of all meetings of members and of the Board of Directors.

## Section 2. Annual Audit and Report to Members.

The Treasurer shall at each meeting of the Board of Directors make a report to the Board of Directors of the financial status of the society. The Treasurer, at each annual meeting of the membership, shall make a report to the members on the results of his accounting.

# **ARTICLE XIV - Notice and Waiver of Notice**

## Section 1. Notice.

Whenever, under applicable law, these Bylaws, or the Administrative Regulations of the Society, notice is required to be given to any member, director, officer, or committee member, the notice may be given as provided in the Administrative Regulations.

## Section 2. Waiver of Notice.

Whenever, under applicable law, these Bylaws, or the Administrative Regulations of the Society, any notice is required to be given, a waiver in writing, signed by the member, director, officer, or committee member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to actual notice. In addition, the attendance of a member, director, officer, or committee member at any meeting shall constitute a waiver of notice of such meeting, except when an individual attends the

meeting with the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

## **ARTICLE XV – Miscellaneous**

### Section 1. Parliamentary Procedure.

All questions of parliamentary procedure or practice regarding the affairs of the Society, including the conduct of meetings of members shall be controlled by the Bylaws of the Society and/or Administrative Regulations adopted by the Society

### Section 2. Fiscal Year.

The fiscal year of the Society shall end December 31.

### Section 3. Corporate Seal.

The Society shall have no seal.

### Section 4. Rights in Educational Material.

Ownership of and all rights in all educational material presented at meetings, conferences, seminars, or similar functions arranged and administered by the Society, including any of its committees or councils, shall be vested in the Society or the individual(s) presenting such material; and such material may not be reproduced, transcribed or used in any way for publication without the approval of the Society or the individual(s) presenting it. Guidelines for the implementation of this section may be set forth in the Administrative Regulations of the Society.

### Section 5. Advertising.

No member or his designate or agent(s) shall use the name of the Society for promotional or advertising purposes.

### Section 6. Disciplinary Action Against Members.

The Board of Directors shall serve as the disciplinary body of the Society and shall have the authority to impose sanctions on members who violate the regulations or Bylaws provisions of this Society, or who by their conduct bring on or threaten to bring discredit to the Society or to the medical profession. Sanctions shall consist of, but need not be restricted to suspension or expulsion.

(a) Suspension shall be for a specified period of time as determined by the Board of Directors, but will not exceed two (2) years. Suspended members will lose the right to vote, to hold elected office or committee appointments, but will retain other privileges of membership and will continue to be subject to dues and assessments.

(b) Expulsion will result in a loss of all rights and privileges of membership. Members who are expelled shall not be permitted to apply for any class of membership for at least five (5) years and shall be subject to the application procedure as outlined under Article V, Section 4.

(c) Sanctions shall be imposed by a two-thirds (2/3) vote of the Board of Directors. Notice of such disciplinary action shall be sent to the member who is the subject of the action within sixty (60) days of the vote. The member shall be given the opportunity to attend the next regular or special meeting of the Board of Directors if a meeting is called to consider disciplinary matters. The member will have an opportunity to present oral arguments, testimony and evidence and to cross examine witnesses in his or her own behalf. The Board of Directors shall then vote to impose sanctions or not to impose sanctions or to impose a lesser degree of disciplinary action. The member who is the subject of the disciplinary action shall be immediately advised of the results of the vote and shall have the right to appeal the results of such vote to the general membership at the next regularly scheduled business meeting provided such an appeal is requested in writing. At the business meeting, the member who is making the appeal shall have the opportunity to present oral arguments, testimony and evidence and to cross examine witnesses, but will not have the right to vote at any time during the meeting. If the decision of the Board of Directors is not appealed to the general membership during the next subsequent regular business meeting, the decision of the Board of Directors is final. The duration of the sanctions imposed shall commence at the time that final deposition of the matter is made.

#### Section 7. Indemnification.

The corporation shall indemnify officers, directors and other persons in accordance with T.C.A. § 48-58-501, et. seq. or any successor statute.

### **ARTICLE XVI – Amendments**

#### Section 1. Proposals Approved by the Board of Directors.

Any proposed amendment to these Bylaws which shall have been approved by the Board of Directors by a two-thirds (2/3) vote may be adopted by a two-thirds (2/3) vote of the members present and voting at any membership meeting, provided that notice of any such proposed amendment shall have been given to all members with the notice of the meeting at which members are to vote on the proposed amendment(s).

#### Section 2. Other Proposals.

Any proposed amendment to these Bylaws which shall not have been approved by the Board of Directors by a two-thirds (2/3) vote may be adopted by a two-thirds (2/3) vote of the members present and voting at any membership meeting, provided that any such proposed amendment shall have been presented to the Secretary at the preceding regular membership meeting in a petition subscribed by at least twenty-five (25) voting members of the Society. Notice of any such proposed amendment shall be given to all members with the notice of the membership meeting at which the members are to vote on the proposed amendment.

Adopted January 6, 2004

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Michael H. Gold, M.D., Secretary