

CONSTITUTION AND BYLAWS
OF THE GEORGIA SOCIETY OF OTOLARYNGOLOGY/
HEAD & NECK SURGERY

As revised and amended.
Approved –Special Session Meeting, Atlanta, Georgia, November 16, 2007.

CONSTITUTION

ARTICLE I

The Society shall be known as the Georgia Society of Otolaryngology/Head & Neck Surgery.

ARTICLE II

The purpose of the Society shall be to promote and advance otolaryngology/head & neck surgery within the State of Georgia by meetings conducted in such a manner as to encourage free discussion and exchange of ideas.

ARTICLE III

Section 1: The members of the Society shall be Active, Emeritus, Honorary, and Inactive.

Section 2: Active Members shall consist of those Board Qualified or Certified Otolaryngologists licensed in the State of Georgia who presently or formerly limited their practice exclusively to otolaryngology/head & neck surgery. They shall have full society privileges and responsibilities.

Section 3: Emeritus Members shall be senior otolaryngologists/head & neck surgeons who meet the requirements for this category as delineated in the By-laws.

Section 4: Honorary Members shall be recognized leaders in the field of otolaryngology/head & neck surgery whose selection into Honorary Membership would add distinction to the Society.

Section 5: Inactive Members shall be former members in good standing no longer able to maintain membership for reasons enumerated in the by-laws.

ARTICLE IV

The officers of the Society shall be President, President-Elect, Secretary, and Treasurer.

Each officer shall serve a term of two years.

The Executive Committee shall consist of the President, Immediate Past President, President-Elect, Secretary, and Treasurer.

ARTICLE V

Section 1: Duties of the President shall be to preside at all meetings of the Society and the Executive Committee and Board of Directors.

Section 2: In the absence of the President, the President-Elect shall assume duties of the President.

Section 3: The duties of the Secretary shall be to keep a record of all the proceedings at each meeting and report this record at the succeeding meeting. He or she shall collect and preserve all records, including the membership roll, and all papers that are of documentary or historical value to the Society. It shall be the duty of the Secretary to carry on all correspondence and business as essential for the proper function of the Society. The Secretary shall be responsible for reviewing all applications for membership and presenting them to the Board of Directors for a vote.

Section 4: The duties of the Treasurer to collect dues and assessments, and to carry out all money transactions for the Society, keeping an accurate record thereof and rendering an annual report.

ARTICLE VI

All committees are to be appointed by the President, and any vacancies occurring in the offices of the Society shall be filled by appointment of the President.

ARTICLE VII

This Constitution shall take effect immediately from the time of its adoption and shall not be amended except by a written resolution that shall lie over for one year and receive a vote of two-thirds of the members present.

BYLAWS

CHAPTER I

PURPOSES

It shall be the purpose of this Society to promote and encourage the organization and professional association of duly licensed doctors of medicine in the State of Georgia who are specializing in Otolaryngology/Head & Neck surgery; to promote in all respects the medical practice, continuing education and advancement of the discipline of otolaryngology/head & neck surgery; to promote scientific and professional exchange between members of this Society; to maintain and strive constantly to improve the high level of otolaryngic care for the people of the State of Georgia, to encourage rapid dissemination of knowledge concerning advances in techniques in the practice of otolaryngology/head & neck surgery and diagnostic methods; to promote in all respects through meetings, seminars and publications the purposes of this Society and to create a specialty medical society that can represent its membership in all matters of direct concern to them. The Society shall be a non-profit organization and operate under a 501C (3) status.

CHAPTER II

MEMBERSHIP

Section 2.01: Membership in this Society is a privilege and is contingent upon compliance with the requirements specified in these Bylaws. No person shall be accepted or continued as a member of this Society unless they are of good moral character and adhere to the ethical standards of the medical profession. No person shall be accepted for membership unless they meet the above requirements and are at the time practicing in accordance with the principles of this Society as stated in these Bylaws.

CATEGORIES

Section 2.02: The categories of membership of this Society are as follows: Active, Emeritus, Honorary, and Inactive.

REQUIREMENTS

Section 2.03: The requirements for eligibility in the various categories of membership are:

Section 2.03-1: Active - Active physicians who are engaged in and whose practice is limited to otolaryngology/head & neck surgery and who are licensed by the Composite State Board of Medical Examiners to practice medicine in the State of Georgia and who have received formal training that would qualify them for tracking for certification by the American Academy of Otolaryngology/Head & Neck Surgery. Active members shall be entitled to full privileges of this Society. They shall pay annual assessments.

Section 2.03-2: Emeritus – Active members who have attained the age of sixty-five (65) years or who have had continuous active membership for twenty-five (25) years may apply for emeritus status. Members in this category will be exempt from dues and will enjoy all other privileges of active members except voting privileges.

Section 2.03-3: Honorary – The Board of Directors is authorized to elect honorary members. A proposal for honorary membership shall be made to the secretary of the society. Proposal shall be made by an active member of the society in good standing and shall be endorsed by another active member of the society in good standing. Proposals for such honorary membership shall then be referred to the Board of Directors whose decision shall be final, by a majority vote, as to the election of such honorary members. Honorary members shall not be required to pay dues of any kind. Further, honorary members shall not be entitled to a vote.

Section 2.03-4: Inactive - Inactive Members shall be former dues paying Members who, by virtue of illness, deficiency in continuing medical education requirements or other reasons, can no longer maintain such Membership. They may request transfer to Inactive Membership with the approval of the Board of Directors. The Board of Directors may restore an Inactive Membership to the former Membership status upon appropriate written request. Inactive Members may not vote or hold office or serve on Committees. They shall not be required to pay dues.

LOCATION OF PRINCIPAL PROFESSIONAL ACTIVITY

Section 2.04: Unless otherwise described in these Bylaws, the term "location of principal professional activity" is defined as the place where a member performs the greater part of their professional duties, as distinguished from their place of residence or location of temporary or other professional pursuits. In the event

of uncertainty or dispute as to the location of principal professional activity, the matter shall be referred to the Committee on Membership of this Society for a ruling, and its decision shall be final.

APPLICATION FOR MEMBERSHIP

Section 2.05-1: Application - Applications for membership shall be submitted to the Secretary for review and to the Board of Directors for final approval.

ENDORSEMENT OF APPLICATION

Section 2.06: Applications for membership in the Society in the various categories of membership shall be endorsed as follows:

Section 2.06-1: Active Membership - References that consist of two practicing otolaryngologists currently holding an unrestricted license in the United States of who are personally acquainted with the applicant.

APPROVAL FOR MEMBERSHIP

Section 2.07: Applications for membership shall be considered and voted on by the Board of Directors. Proof of eligibility as provided for in Section 2.03 shall be the responsibility of the applicant.

Section 2.07-1: Enrollment - A letter from the President verifying membership shall be sent to each new member and their name shall be enrolled on the official membership roster.

CENSURE, SUSPENSION AND EXPULSION

Section 2.10: A member of this Society may be censured, suspended or expelled for good cause in accordance with Chapter VII or these Bylaws.

Section 2:10-1: Causes:

- (a) Expulsion from membership in the American Medical Association or any of its constituent associations.

- (b) Revocation or suspension of a member's license to practice medicine by a regularly constituted state authority.
- (c) Conviction in a court of law of a felony or an offense involving moral delinquency.
- (d) Conduct unbecoming a physician.
- (e) Any cause or act which the Professional Conduct Committee deems to be detrimental to this Society.
- (f) Failure to abide by the provisions of these Bylaws.
- (g) Violation of the standards of professional conduct approved by this Society.
- (h) Failure to pay dues and/or assessments.

Section 2.10-2: Investigation - Investigations and hearings involving a member of this Society shall be conducted in accordance with Chapter VII of these Bylaws.

EFFECT OF SUSPENSION AND EXPULSION

Section 2.11: Suspension or expulsion of a member of this Society affects their status as follows:

Section 2.11-1: Suspension - Suspension of a member shall be for a definite period of time and may, in the sole discretion of the Board of Directors, be commuted at any time. During the period of suspension, the member shall not be entitled to exercise any of the rights or privileges of membership. If the suspended member is an Officer or Area Director, the Board of Directors may, at its discretion, declare his/her position vacant.

Section 2.11-2: Expulsion - All rights and privileges of a member in this Society and its property cease upon their termination of membership or expulsion. Any office held by such member in this Society thereupon becomes vacant.

REINSTATEMENT

Section 2.12: A member of this Society who has been dropped or expelled from membership may be reinstated, provided they make application for membership in the same

manner as provided in these Bylaws for an original application for membership, and they pay any assessments in arrears at the time they ceased to be a member, and their reinstatement is approved by the Board of Directors. A member who has been suspended from membership shall automatically be reinstated at the termination or commutation of their suspension. However, if the suspended member was an Officer or an Area Director and their position had been declared vacant, they shall not resume the position upon reinstatement.

ANNUAL ASSESSMENT

Section 2.13: the Board of Directors shall determine the amount of the annual assessment for Active members. Emeritus, Honorary, and Inactive members shall not be required to pay annual or special assessments.

Section 2.13-1: New Members - Applicants whose membership applications are accepted prior to July first of a year shall pay the full amount of the annual assessment for their category of membership for that year. Applicants whose membership applications are accepted after the first of July shall pay one-half of the annual assessment of their category of membership for that year.

Section 2.13-2: Dues - Annual assessments shall be due and payable on January 1st for that calendar year. If a member has not paid their annual assessment by March 1st of that year, they shall be notified that they will be dropped from membership in this Society unless payment is received by the April 1st of that year.

Section 2.13-3: Reinstatement - A member whose membership has lapsed by reason of non-payment of assessment may be reinstated by paying the amount of assessment in arrears. The Board of Directors may waive the necessity for payment of assessments in arrears if it finds that unusual circumstances make that action advisable.

Section 2.13-4: Refunds - If a member ceases to be a member for any reason other than suspension or expulsion before July 1st, one-half of their annual assessment will be refunded upon request.

Section 2.13-5: Illness - When, because of serious illness or injury, a member is prevented from pursuing the practice of medicine for more than six months, and upon application on behalf of the member, one-half of the annual dues shall be waived or refunded for each additional six month period of disability upon request.

CHAPTER III OFFICERS

Section 3.01: The elected officers of this Society shall consist of a President, a President-Elect, a Secretary, and a Treasurer. The terms of office for each officer shall be one (1) year.

Requirement

Section 3.02: No person shall be eligible for election as an officer of this Society unless they have been an active member in good standing for a least two years.

ELECTION

The Nominating Committee shall make nominations for President, President-Elect, Secretary, Treasurer, and Directors at Large. Absent nominations from the floor, the Nominating Committee's recommendations shall be considered unanimously elected. In the event additional members are nominated from the floor for any office, the election of officers shall be by secret ballot. The candidate receiving the majority of votes will be elected. Newly elected officers shall take office at the conclusion of the Annual session of the year when the preceding officers' term expires.

DUTIES OF OFFICERS

Section 3.04: The officers of this Society are charged and entrusted as follows:

Section 3.04-1: President - It shall be the duty of the President to counsel with all officers, directors, delegates, component societies, committees and members toward the best interests of the public and this Society; to attempt to further the aims and the activities of this Society to the fullest extent and to perform such other services as custom, necessity and parliamentary usage require. He/she shall appoint all committees, except as otherwise provided, and in addition to being a member and the presiding officer of the Board of Directors, he/she shall be an ex-officio member of all committees. He/she may preside and officiate at all major functions of the Annual Session and shall deliver an annual address if so desired at the time arranged with the Committee on Programs.

Section 3.04-2: President-Elect - In the absence of the President the President-Elect shall preside and assume the usual duties of the President.

Section 3.04-3: Secretary - The Secretary shall supervise and handle the secretarial material of this Society and shall act as the corporate secretary insofar as the execution of official documents or institutions of official actions are required. The Secretary will perform such other duties as are placed upon them by these Bylaws. The Secretary shall be responsible for reviewing all applications for membership

and presenting them to the Board of Directors for a vote.

Treasurer - The Treasurer shall be the custodian of all monies, securities and valuable papers of this Society in such amount as the Board of Directors may require.

VACANCIES

Section 3.05: If for any reason an officer becomes unable or unwilling to perform the functions of their office or moves from the State of Georgia, such office shall be declared vacant. Vacancies in office shall be filled in the following manner:

Section 3.05-1: President - The President-Elect shall immediately assume office.

Section 3.05-2: President-Elect - The vacancy shall remain unfilled until the next Annual Session at which time the Board of Directors shall nominate a President and a President-Elect.

Section 3.05-3: Secretary - The Board of Directors shall elect a successor to fill the vacancy until the close of the next Annual Session.

Section 3.05-4: Treasurer – The Board of Directors shall elect a successor to fill the vacancy until the close of the next Annual Session.

IMPEACHMENT

Section 3.06: Any officer, director or other official of this Society may be impeached and removed from office upon the recommendation of the Board of Directors and subsequent confirmation by a two-thirds majority of those Active members in attendance at the annual session or special session.

Section 3.06-1: Charges and Hearing - All charges of impeachment shall be directed to the Board of Directors, shall be made in writing and shall be signed by at least ten Active members who thereby agree to substantiate their statements. If the Board of Directors, after a diligent and careful investigation, finds just and sufficient cause for removal of a particular officer or director, it shall present its findings and recommendations at an annual session or special session to the Active members and shall give the accused written notice of its findings and recommendations at least 15 days prior to that annual or special session. The Active members in attendance at that session shall then permit the accused to present evidence and witnesses in their behalf, and thereafter shall take final action.

CHAPTER IV BOARD OF DIRECTORS

COMPOSITION

Section 4.01: The Board of Directors shall consist of the President; the immediate past President; the President Elect; the Secretary; the Treasurer; four regional members at large to represent the following areas of the State: North Georgia, Atlanta, Southeast Georgia, Southwest Georgia; one member-at-large; and the current Governor to the American Academy of Otolaryngology/Head & Neck Surgery.

TERMS OF OFFICE

Section 4.02: The terms of office of the Directors-at-large shall be two years. The Directors-at-large shall not be eligible to succeed himself/herself.

ELECTION PROCEDURE

Section 4.03: Directors at large shall be elected by a majority vote of the members present and voting at the annual meeting. The newly elected Director shall assume term of office immediately following the annual meeting.

Section 4.04: When a vacancy occurs in the office of a Director at large of this Society, an Alternate Director shall be appointed by the President from the same area represented by the former Director within thirty (30) days. The Alternate Director shall immediately assume the office for the unexpired term.

PURPOSE

Section 4.05: The Board of Directors shall have general charge of all the business affairs of this Society in the interim between the Annual sessions of the Society unless a special session should be called. To this end, the Board of Directors or the Executive Committee of the Board of Directors may take any action not in conflict with a former action of the Society as may be necessary to meet previously unforeseen situations and may exercise in such cases the full power of the Society provided that the Board of Directors or the Executive Committee may not act to bind this Society in any way beyond the next session of the Society.

GENERAL POWERS AND DUTIES

- Section 4.06:** The Board of Directors shall make inquiry concerning the practice of otolaryngology/head & neck surgery in this state and shall have authority to adopt such methods as may be deemed most efficient for improving and increasing of interest in the specialty of otolaryngology/head & neck surgery. It shall encourage postgraduate and research work and shall endeavor to have the results intelligently discussed and utilized.
- Section 4.06-1:** Financial - All monies of this Society received by the Board of Directors or its authorized representatives must be duly accounted for and paid to the Treasurer. The Board of Directors shall have the power to inspect and audit the accounts or the Treasurer, other officers, the committees or other officials of this Society at any time, and shall see that annual reports are made to the Society on all matters pertaining to the finances or expenditures of this Society.
- Section 4.06-2:** Committees - The Board of Directors shall have the power to create committees from its number and to endow them with authority to act in the interim between meetings of the Board of Directors upon specific matters which would ordinarily require special meetings of the Board of Directors. These committees may be augmented by appointment of additional members of this Society who are not members of the Board of Directors.
- Section 4.06-3:** Board of Censors - The Board of Directors shall be the Board of Censors of this Society and may convene as such on direction of the President of the Society.
- Section 4.07:** The Board of Directors shall hold an annual meeting prior to each Annual Session.
- Section 4.07-1:** Presiding Officer - The President shall serve as the presiding officer of the Board of Directors except as otherwise provided in these Bylaws.
- Section 4.07-2:** Quorum - A majority of the members of the Board of Directors present shall constitute a quorum.
- Section 4.07-3:** Voting Members - All members of the Board of Directors shall have the same voting privileges.
- Section 4.07-4:** Additional Meetings - Other meetings of the Board of Directors may be called at any time during the year by the President upon reasonable notice or upon

petition of three members of the Board of Directors.

EXECUTIVE COMMITTEE

- Section 4.08:** The Executive Committee of the Board of Directors shall have authority to act in the interim between meetings of the Board of Directors upon all matters which would ordinarily require approval by the Board of Directors and Which have not been delegated elsewhere by these Bylaws.
- Section 4.08-1:** Composition - The Executive Committee of the Board of Directors shall be composed of the President, the immediate Past President, the President Elect, the Secretary, and the Treasurer.
- Section 4.08-2:** Meetings - Meetings of the Executive Committee shall be held upon the call of the President. The President shall serve as the presiding officer. Three of the five members shall constitute a quorum.
- Section 4.08-3:** Reports - At each meeting of the Board of Directors the Executive Committee shall submit a detailed report of its activities since the preceding meeting of the Board.

TRAVEL EXPENSES

- Section 4.09:** Except for meetings held in conjunction with the Annual Session of this Society, the members of the Board of Directors shall receive reimbursement toward travel expenses incurred in attending meetings of that body. There shall be reimbursement for other business expenses approved in advance by the Board of Directors.

CHAPTER V ANNUAL AND SPECIAL SESSIONS

ANNUAL SESSION

- Section 5.01:** This Society shall hold an Annual Session at such time and place as has been fixed by the Board of Directors. In the event of change, due notice shall be forwarded to the membership as early as possible and not less than three weeks before the new date selected.
- Section 5.01-1:** The Society shall hold an interim meeting approximately midway between the dates of the Annual Session at such times to be set by the Directors.

GUESTS

Section 5.02: Any person may become a guest of this Society during the Annual Session or Interim Session upon invitation of an officer or director and shall be accorded the privileges of participating in all functions of the session except voting.

PROGRAMS

Section 5.03: The scientific programs at the Annual Session or Interim Session shall be known as the Annual Meeting and may consist of general meetings and sections as is deemed advisable by the Committee on Programs. There shall also be included in the program of each Session at least one business meeting for election of officers, receipt of reports from officers, directors, committees and other officials and transaction of other business affairs of the Society.

ORDER OF MEETINGS

Section 5.04: The order of Business, papers and discussions at a general or special meeting shall be followed exactly as set by the Committee on Programs except when otherwise ordered by a two-thirds vote of the members present. With the concurrence of the President, the Committee on Programs shall designate a definite time for the annual address of the President.

RESOLUTIONS

Section 5.05: All resolutions and similar official actions issued to the public or to other organizations in the name of this Society shall first be approved by the Board of Directors.

SPECIAL SESSIONS

Section 5.06: Special sessions of the membership of this Society may be called by the President upon approval by the Board of Directors. Special sessions shall be held at the time and place set by the Board of Directors. Notice of special sessions and the subject or subjects to be presented shall be forwarded to each member of the Society at least thirty days in advance of the date established for the meeting.

CHAPTER VI COMMITTEES

COMPOSITION

Section 6.01: The Standing and Special Committees of this Society shall be composed of members of this Society appointed by the President except as otherwise provided in these Bylaws.

TERMS

Section 6.02: The terms of office of the Chairman and members of standing and Special Committees shall be for the term for which the President appointing them was elected unless otherwise provided in these Bylaws.

PURPOSES

Section 6.03: It should be the aim and purpose of committee work and committee appointments to divide equitably and increase the responsibility of the work of the Society among the individual members, thereby stimulating their personal efforts toward betterment of all conditions affecting physicians as individuals and this Society as a whole. Any committee without approval by the Executive Committee or the Board of Directors may undertake no function outside of those authorized by these Bylaws.

REPORTS

Section 6.04: Each Committee shall submit a written report in duplicate to the Secretary not later than one month before each Annual Session and shall submit such other reports as the Board of Directors may require.

EXPENSES

Section 6.05: Expenditures by committees for activities or projects may be anticipated and included in the annual budget of the Society for presentation and approval of the Society by the Board of Directors. Other expenditures shall not be made, nor other obligations incurred without the consent and approval of the Board of Directors. Statements for approval of expenditures shall be certified by the Chairmen of the various committees and forwarded to the Secretary-Treasurer for payment.

STANDING COMMITTEES

Section 6.06: The Standing Committees continue from year to year. As soon as possible after assuming office, the President shall appoint the Chairman and members of each Standing Committee. The Standing Committees of this Society are:

Section 6.06-1: Committee on Bylaws, Rules and Legislation.
Composition: Three or more members, preferably at least one of who was a member of the retiring committee.

Duties: Consider matters pertaining to the Bylaws and Rules, and to make such recommendations as may arise therein in order to further the work of this Society.

Section 6.06-2: Committee on Membership.
Composition: Three or more members with the Secretary serving as chair.

Duties: Make investigations and recommendations concerning applicants for the categories of membership elsewhere provided in these Bylaws and to encourage qualified members of the medical profession to apply for membership in the Society.

Section 6.06-3: Nominating Committee.

Composition: There shall be a Nominating Committee of the Society composed of the three (3) immediate Past-Presidents, the immediate past-president to be the chair.

Duties: Find and identify nominees for positions to the Executive Committee and the Board of Directors when terms are set to expire or a position becomes vacant.

SPECIAL COMMITTEES

Section 6.07: The Special Committees of this Society are those appointed by the President for specific purposes during the term of office, provided, however, they shall not receive assignments that conflict with or duplicate the functions of any Standing Committees.

CHAPTER VII DISCIPLINE

MEDICAL ETHICS

- Section 7.01:** The Principles of Medical Ethics of the American Academy of Otolaryngology/Head & Neck Surgery (AAO/HNS) or any statement of principle or policy by this Society, as the same shall be amended from time to time, or any Bylaw, rule, regulation or resolution of this Society shall be binding upon the membership of this Society. In the event of any contradiction among these various principles, those of this Society shall take precedence.
- Section 7.02:** All complaints to the Society concerning the professional conduct of a member shall be referred to the Board of Directors.
- Section 7.02-1:** Investigation - The Board of Directors shall receive and review any members' professional conduct that is in violation of the Bylaws of the Society or is in contravention of the ethical standards of the medical profession and the Society. If a majority of the members of the Board shall determine upon submission of a written complaint that there is substantial basis for a charge of professional misconduct and that the charge, if sustained, would constitute a cause for disciplinary action under these Bylaws, then said Board shall direct the member under complaint to appear before it at a hearing. However, if a majority of the members of the Board find no need for a hearing, then the Board shall inform the complainant that no further action will be taken.
- Section 7.02-2:** Notice of Charge - At least fifteen days before the date of said hearing the Board of Directors shall give the member written notice of the charges made against them and of the time and place of the hearing with respect thereto by mailing said notice to the member by registered mail to their last address as it appears on the records of the Society.
- Section 7.02-3:** Hearing - At the hearing the member and the Board of Directors may be represented by legal counsel and may call and cross-examine witnesses and produce evidence pertaining to the charges. The Board of Directors, by letter signed by the President or by two of its members, may, upon not less than ten day's notice, direct any member Or the Society to appear before it at a hearing to give evidence with respect to the charges. It shall be in the sole discretion of the Board to call or not to call any witness including the complainant. Failure of a member to respond to such summons without satisfactory excuse shall be cause for discipline under these Bylaws. All witnesses, including the accused if they shall testify, shall be duly sworn before a notary public or other officer duly authorized to administer oaths in the county in which the hearing is held. The Board of Directors is authorized in its discretion to reimburse witnesses who are not members of the Society for expenses actually incurred in attending

the hearing. All evidence or information given to or before the Board of Directors shall be privileged. The proceedings at each hearing shall be stenographically reported and upon payment of the cost thereof, the accused shall be entitled to a copy of such report.

Section 7.02-4: Degree of Discipline - There shall be three degrees of discipline: (1) censure, (2) suspension from the rights and privileges of membership and (3) expulsion from membership. The imposition of discipline may also be suspended upon such terms and conditions as may be specified.

Section 7.02-5: Findings - After the conclusion of the hearing, the Board of Directors shall present the findings of fact concerning the charges. A finding by the Board of Directors that the member has not violated any principle, policy or any matter referred to in Section 7.01 of this Chapter shall be final and conclusive.

Section 7.02-6: Notification - The Board of Directors shall in every case serve upon the member a copy of its findings of fact and recommendations, if any, by mailing said copy to the member by registered mail to their last address as it appears on the records of the Society.

Section 7.03: If the member shall feel aggrieved either by the findings of fact or by the recommendations of the Board of Directors, they may appeal the verdict and request a second hearing.

Section 7.03-1: Appeal and Bond - A written application for such a hearing must be filed with the Secretary of the Society at any time within twenty days after the original verdict. In such application the member shall specify which of the findings of fact or recommendations they contend to be erroneous. Such application shall be accompanied by a penal bond in the sum of three hundred (\$300.00) dollars. If, after such hearing, the findings of fact of the Board of Directors shall be affirmed and its recommendations accepted, the member shall forfeit to the Society all or such share of said bond as shall represent the necessary expenditures on the part of the Society incident to such appeal. If the appeal of the member is upheld, the bond shall be refunded to them in its entirety.

Section 7.04: Notice of any disciplinary action taken pursuant to this chapter shall be published in the official publication of the Medical Association of Georgia following final appeal, if any, by the accused to the Board of Directors. Notice will also be forwarded to the Composite Board of Medical Examiners of the State of Georgia.

Section 7.05: Any physician serving as a member of the Peer Review Committee, the Board of Directors or similar committee evaluating charges against a member, which charges pertain to the quality of care rendered in a hospital, the diagnosis, treatment and care of a patient or the medical or health charges or fees to a patient, shall not be liable in damages to any person for actions taken or recommendations made by him/her within the scope of their function as a member of such committee. The reviewing member shall not be liable for such action or recommendation made without malice and reasonably believed to be warranted by the facts known to them after a reasonable effort by them to ascertain the facts. The Society, when acting in such a reviewing capacity, is to the same extent as a member physician free from liability for actions or recommendations made.

CHAPTER VIII FUNDS AND EXPENDITURES

FUNDS

Section 8.01: Funds of this Society shall be raised by an annual per capita assessment on each class of membership as provided elsewhere in these Bylaws. The amount of assessment shall be established in the manner provided in these By-laws.

Continued -

Section 8.01: Bylaws - Funds may also be derived by voluntary contributions; from bequests, patents and copyrights, by income from this Society's publications and in any other manner approved by the Board of Directors.

EXPENDITURES

Section 8.02: Funds may be appropriated by the Board of Directors to defray the expenses of this Society and for such other purposes as will promote the welfare of otolaryngology/head & neck surgery.

CHAPTER IX SEAL

The Society shall have an official seal that shall at all times remain in the custody of the Secretary.

CHAPTER X RULES OF ORDER

The deliberations of this Society shall be governed by parliamentary usage as contained in the latest edition of Demeter's Manual of Parliamentary Law and Procedure when not in conflict with these

Bylaws.

CHAPTER XI REFERENDUM

Section 9.01: The Board of Directors may by a two-thirds vote of the members present and voting at a meeting thereof, order a general referendum on any question pending before that body.

VOTING PROCEDURE

Section 9.02: The question shall then be submitted to the voting members of this Society who may vote by mail. A valid referendum shall require a vote by at least one-third of the members eligible to vote, and a majority vote of the members voting shall determine the question. The voting shall be considered completed at the end of thirty days from the day the question of the referendum is deposited in a United States Post Office.

CHAPTER XII AMENDMENTS

Section 10.01: These Bylaws may be amended by a two-thirds majority of members present at an Annual Session, Interim Session or at a Special Session called for that purpose. Amendments shall be proposed at the annual or interim session, and following that session, circulated to the membership at least 30 days prior to the session at which they will be voted upon.