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Florida Not For Profit Corporation
ASSOCIATION OF SURGICAL FACULTY CORP

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Principal Address

2016 16TH AVENUE SOUTH
202
BIRMINGHAM, AL 35205

Mailing Address

2016 16TH AVENUE SOUTH
202
BIRMINGHAM, AL 35205

Registered Agent Name & Address

MANDY, STEPHEN H, DR
1000 SOUTHPOINTE DR
1404
MAIMI BEACH, FL 33139

Officer/Director Detail

Name & Address

Title P

MONHEIT, GARY D, DR
2100 16TH AVE SOUTH #202
BIRMINGHAM, AL 32055

Title VP

WEISS, ROBERT, DR
54 SCOTT ADAM RD #301
HUNT VALLEY, MD 21030

Title T

Association of Surgical Faculty (a Florida Corporation)

Corporate Resolution February 20, 2019

Be it Resolved:

1. Establish a checking account at Wells Fargo
2. Transfer money from BB and T to Wells Fargo
3. Install Officers at Annual Meeting the the AAD;
President Dr Gary Monheit
Vice President Dr Robert Weiss
Treasurer Dr Kimberly Butterwick
Secretary Dr Stephen Mandy
4. Incorporate as a non profit in Florida (done)
5. File 1024 IRS form for non profit status.



Gary Monheit MD Director



Stephen Mandy MD Director



DEPARTMENT OF THE TREASURY
INTERNAL REVENUE SERVICE
CINCINNATI OH 45999-0023

Date of this notice: 07-16-2009

Employer Identification Number:
27-0554538

Form: SS-4

Number of this notice: CP 575 E

ASSOCIATION OF SURGICAL FACULTY
% STEPHEN H MANDY
1000 S POINTE DR APT 1404
MIAMI BEACH, FL 33139

For assistance you may call us at:
1-800-829-4933

IF YOU WRITE, ATTACH THE
STUB AT THE END OF THIS NOTICE.

WE ASSIGNED YOU AN EMPLOYER IDENTIFICATION NUMBER

Thank you for applying for an Employer Identification Number (EIN). We assigned you EIN 27-0554538. This EIN will identify you, your business accounts, tax returns, and documents, even if you have no employees. Please keep this notice in your permanent records.

When filing tax documents, payments, and related correspondence, it is very important that you use your EIN and complete name and address exactly as shown above. Any variation may cause a delay in processing, result in incorrect information in your account, or even cause you to be assigned more than one EIN. If the information is not correct as shown above, please make the correction using the attached tear off stub and return it to us.

Assigning an EIN does not grant tax-exempt status to non-profit organizations. Publication 557, *Tax Exempt Status for Your Organization*, has details on the application process, as well as information on returns you may need to file. To apply for formal recognition of tax-exempt status, most organizations will need to complete either Form 1023, *Application for Recognition of Exemption Under Section 501(c)(3) of the Internal Revenue Code*, or Form 1024, *Application for Recognition of Exemption Under Section 501(a)*. Submit the completed form, all applicable attachments, and the required user fee to:

Internal Revenue Service
PO Box 192
Covington, KY 41012-0192

The Pension Protection Act of 2006 contains numerous changes to the tax law provisions affecting tax-exempt organizations, including an annual electronic notification requirement (Form 990-N) for organizations not required to file an annual information return (Form 990 or Form 990-EZ). Additionally, if you are required to file an annual information return, you may be required to file it electronically. Please refer to the Charities & Non-Profits page at www.irs.gov for the most current information on your filing requirements and on provisions of the Pension Protection Act of 2006 that may affect you.

To obtain tax forms and publications, including those referenced in this notice, visit our Web site at www.irs.gov. If you do not have access to the Internet, call 1-800-829-3676 (TTY/TDD 1-800-829-4059) or visit your local IRS office.

BYLAWS

ASSOCIATION OF DERMATOLOGIC SURGICAL FACULTY

ARTICLE I - NAME

The name of this Association shall be the ASSOCIATION OF DERMATOLOGIC SURGICAL FACULTY. For the remainder of the text of these Bylaws it shall be referred to as the ASSOCIATION.

ARTICLE II- OBJECTIVES AND PURPOSE

The purposes of this Association are to foster, promote, support, augment and develop the knowledge and teaching of dermatologic surgery. The Association will also provide opportunities by which those engaged in the teaching of dermatologic surgery can further develop their skills and techniques. And the Association will provide a forum for the exchange of ideas and methodology for dermatologic surgery and the teaching of same.

Notwithstanding the foregoing or any other provision of these Bylaws: No part of the net earnings of the Association shall enure to the benefit of, or be distributed to, its members, directors, officers, or other private person, and the Association shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office. Further, in the event of dissolution or liquidation of the Association and after the payment of just debts and liabilities, all remaining assets shall be distributed to a not-for-profit organization with like or similar purposes, to be decided by the Board of Directors.

ARTICLE III- OFFICES

The Association shall have and maintain in the State of its incorporation a registered office, and may establish and have other offices within or without its State of incorporation as the Board of Directors may from time to time determine and establish.

ARTICLE IV- MEMBERSHIP

Section 1. Status

Membership in the Association is a privilege, not a right, and is dependent upon the candidate's adequately demonstrating compliance with the requirements for membership as contained in the Articles of Incorporation, the Bylaws, the rules and regulations and the policy statements as from time to time are adopted by the membership or the Board of Directors. No person shall be elected or remain a member of the Association without adequately demonstrating that such individual is of good reputation and standing within his community and of high ethical character and professional repute.

Section 2. Classes of Membership

There shall be one class of membership in the Association and it shall be known as ACTIVE.

Section 3. Eligibility Rights and Obligations

Any physician who is a member of the American Academy of Dermatology, and has taught for at least five (5) years as in surgically centered educational events at the Annual Scientific Assembly of the Academy shall be eligible to be an ACTIVE member in the Association. ACTIVE 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, to be a candidate for elective office and to accept appointment to committees and councils. Active members shall be obligated to pay all dues and assessments imposed on Active members under Article X of these Bylaws and shall be obligated to observe all Bylaws and administrative regulations of the Association.

ARTICLE V- ELECTION TO MEMBERSHIP

Section 1. Applications

Applications for admission to membership in the Association shall be submitted by means of a written letter of application which will contain the following:

- (1) Documentation of the minimum of five (5) years of participation as a faculty member in educational surgical events of the Annual Scientific Assembly of the American Academy of Dermatology.
- (2) Letters of Endorsement by at least two (2) members of the Association.

Letters of Application shall be submitted to the Secretary/Treasurer so that they are received at least sixty (60) days before the next regular business meeting of the Association at which such applications are considered by the Board of Directors.

Section 2. Review and Evaluation

- (a) All properly filed letters of applications and accompanying endorsements for membership must be reviewed and evaluated by the Membership Committee which will present its recommendations to the Board of Directors at the next meeting of the Board of Directors after such applications have been considered by the Committee on Membership.
- (b) All applications shall be submitted at least sixty (60) days before the regular business meeting at which such applications are to be considered by the Board of Directors.

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 recommend or adopt one of the following alternatives with respect to any application:

- (1) Recommend acceptance.
- (2) Submit the application to the general membership for a vote without recommendation.
- (3) Table the application for further evaluation as outlined in these Bylaws.
- (4) Reject the applicant.

Section 4. Applications for Reinstatement

Any former member may apply for reinstatement through the regular application procedure as defined in the Bylaws.

Section 5. Appeal from Denial of Membership

If the Board of Directors recommends denial of membership to an applicant the applicant may appeal the decision of the Board of Directors:

- (a) The applicant shall, upon written request to the Association, 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 registered mail addressed to the applicant's last known address.
- (c) The hearing before the Board of Directors shall be conducted in accordance with the procedures established in the administrative regulations of the Association, 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 upon the application with a two-thirds (2/3) vote being required for decision:
 - (1) If the Board votes to recommend membership in the class sought by the applicant, the matter shall be submitted to the general membership for a vote at the next regular business meeting at which such applications are considered.
 - (2) If the Board votes to reject the application for membership or if admission to membership is recommended 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 the next regular business meeting at which such applications are considered, 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 the vote of the general membership.

- (3) If the applicant fails to appeal the recommendation of the Board of Directors to the general membership at the time of the next regular business meeting at which such applications are considered, the recommendation of the Board of Directors becomes final and binding.
- (e) Applications shall be reviewed and acted upon by the Board of Directors and the general membership at one of its regular meetings at least once each fiscal year, but the Association shall reserve the right to defer decision on any and all applications to a subsequent year when necessary and when such action is consistent with these Bylaws. The timing and frequency of regular business meetings at which applications are considered shall be in accordance with the administrative regulations of the Association. Applicants shall be informed of such regulations or of any changes thereof.

ARTICLE VI- MEETINGS OF MEMBERS.

Section 1. Regular Meetings

One regular business meeting of the members of the Association shall be held each year at the time and place designated by the Board of Directors and as prescribed by the administrative regulations of the Association.

Section 2. Special Meetings

Special meetings of the members of the Association may be called only by the Board of Directors or by written petition signed by at least ten percent (10%) of the voting members of the Association 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 thirty (30) days prior thereto by written notice delivered personally or by mail, or at the direction of the President or the Secretary/Treasurer, to each member of the Association. 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

- (a) Fifty percent (50%) of the total voting membership of the Association in good standing, but not less than twenty-five (25) members with voting rights shall constitute a quorum in any meeting of members. There shall be no representation by proxy at any meeting of members.
- (b) With respect to the mail ballot for the election of directors, the President-Elect and the Vice-President, thirty-three and one-third percent (33 1/3%) of the total voting membership of the Association shall constitute a quorum.

Section 5. Voting

On any matter to be voted upon at any annual or special meeting of members, 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 Association, except where otherwise provided by law or these Bylaws, and except that voting for the election of directors shall be by mail ballot. At least ninety (90) days prior to each regular annual meeting of the members of the Association, the mail ballot shall be sent to all members eligible to vote, and the specific procedure for the vote by mail ballot shall be as set forth in the administrative regulations of the Association.

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 Association. 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 Association shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications

The Board of Directors shall consist of four (4) elected directors. The elected directors shall take office at the regular annual meeting of the members of the Association at which their election takes place, as provided in the administrative regulations. The Directors shall serve for a term of four (4) years and until their successors shall be duly elected and qualified. To provide an orderly rotation of first Board elected under these Bylaws one (1) Director shall serve a period of four (4) years, another shall serve a term of three (3) years, another two (2) years and another one (1) year. This specific term of office for the slate of directors first elected under these Bylaws shall be determined by lottery among the directors elected.

Section 3. Nomination and Election of Board of Directors

- (a) A Nominating Committee consisting of three (3) Members of the Association in good standing shall be appointed by the Board of Directors, the members of the Nominating Committee shall be appointed for a term of three (3) years provided however that an initial appointments to fill positions on the Committee shall be for appropriate terms of one (1), two (2), or three (3) years, so that in each subsequent year the Board of Directors shall appoint one new member to the Nominating Committee.

The members of the Nominating Committee shall possess the highest professional, scholarly and administrative skills and shall be selected with due regard for geographic representation. No incumbent member of the Board of Directors may serve on the Nominating Committee. No person shall serve consecutively terms on a nominating committee.

- (b) Each year notice of the names of the members of the Nominating Committee shall be given to all members of the Association, such notice to be given within forty-five (45) days after the regular annual meeting of the members of the Association, in accordance with the procedure therefore set forth in the administrative regulations of the Association. Suggestions for nominations may be submitted to the Nominating Committee in writing by any member of the Association, but such suggestions must be submitted by July 1st of the same year in which the December meeting is held.
- (c) The names of the nominees selected by the Nominating Committee shall be distributed to the membership not less than sixty (60) days prior to the next regular meeting of the members of the Association.
- (d) Election of directors shall be conducted by mail ballot and the results announced at the regular business meeting of the members of the Association immediately following the election in accordance with the administrative regulations of the Association.

Section 4. Vacancies

Vacancies on the Board of Directors may be filled temporarily by a 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 annual meeting of the members of the Association, the position shall be filled, for the portion of the unexpired term by a vote of the membership at its next regular annual meeting of the membership.

Section 5. Meetings

- (a) A regular meeting of the Board of Directors shall be held in connection with each regular annual meeting of the members of the Association. The specific times and places of such meetings shall be determined by the Board.
- (b) The Board of Directors may determine, by resolution, the times and places for the holding of additional regular 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 thirty (30) or more than sixty (60) days prior thereto.

- (e) One half (1/2) of the directors, including ex-officio members then in office, shall constitute a quorum for the transaction of business at any duly called meeting of the Board of Directors. Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.
- (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 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 so to be taken and signed by all of the directors, is filed in the minutes of the proceedings of the Board. Any such consent signed by the directors shall have the same force and effect as a unanimous vote at a duly called and constituted meeting of the Board of Directors.

Section 7. Removal

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

ARTICLE VIII -OFFICERS

Section 1. Number, Titles and Qualifications

The Officers of the Association shall be a Chairman of the Board and Secretary/Treasurer. Only currently sitting members of the Board of Directors may serve as officers. No two (2) of the foregoing offices may be held simultaneously by the same member. The Board of Directors will conduct an annual election of officers as part of agenda of their regular Board of Directors meeting.

Section 2. Powers and Duties

The powers and duties of the officers of the Association will be as follows:

- (a) The Chairman of the Board shall be presiding officer at all meetings of members of the Association and shall preside at all of the Board of Directors meetings. The Chairman shall perform all duties and exercise all powers which are by law or customary parliamentary practice incident to the office of chairman and such other duties and powers that may be determined by the Board of Directors.

(b) The Secretary/Treasurer shall be a member of the Board of Directors. The Secretary/Treasurer shall keep minutes of all meetings of the members and 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/Treasurer. The Secretary/Treasurer shall also be the principal accounting and financial officer of the Association, and shall be responsible for the maintenance of adequate books of account of the Association; shall be responsible for the receipt and disbursement of funds of the Association, 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/Treasurer and such other duties and powers that may be determined by the Board of Directors. If required by the Board of Directors, the Secretary/Treasurer shall give a bond for faithful discharge of the duties of the office in such sum and such 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 Association.

Section 3. Vacancies

(a) In the event of a vacancy in the office of Chairman or Secretary/Treasurer, the Board of Directors shall elect from their number an individual to succeed to these positions.

Section 4. Removal

The requirements for removal of officers shall be as provided by applicable State 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 Association. 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 Association upon written request to the Secretary/Treasurer.

Section 3. Amendment

The administrative regulations of the Association may be amended by the Board of Directors at any meeting by a two-thirds (2/3) 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 thereto. Alternatively, the administrative regulations may be amended by the membership at any membership meeting by a two-thirds (2/3) vote, provided that notice of any proposed amendments shall have been delivered to the Secretary/Treasurer at least ninety (90) days prior to the membership meeting by a written petition signed by at least twenty-five (25) voting members. Notice of any such amendment proposed by a petition of members shall be given to all members with the notice of the membership meeting at which the members are to vote thereon.

ARTICLE X- DUES AND ASSESSMENTS

Section 1. Annual Dues

The amount of annual dues payable by each class of dues paying members of the Association 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 Association 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 member, may be levied on the dues paying members of the Association 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 member 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 or assessments are overdue by ninety (90) or more days shall be ineligible to vote or to be a candidate for elective office.

- (b) Any member who shall fail to make full payment of any dues or assessments within ninety (90) days of the due date therefore established by the Board of Directors shall be given notice by the Secretary/Treasurer by registered mail that his or her membership will be terminated thirty (30) days thereafter unless all delinquent dues and assessments 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 non-payment, then the Secretary/Treasurer shall remove the name of the delinquent member from the membership rolls of the Association. Such a delinquent member may be reinstated to membership by the Board of Directors, in its discretion, upon payment of all delinquent dues and assessments or presentation of evidence sufficient to support a waiver of the obligation to pay such dues and assessments.

ARTICLE XI- COMMITTEES AND COUNCILS

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

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

ARTICLE XII- CONTRACTS CHECKS DEPOSITS, AND GIFTS

Section 1. Contracts

The Board of Directors may authorize any officer or agent or agents of the Association, 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 the behalf of, the Association. 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 Association shall be signed by such officer, officers, agent or agents of the Association 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/Treasurer.

Section 3. Deposits

All funds of the Association shall be deposited from time to time to the credit of the Association 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 Association any contribution, gift or bequest for the general purposes or for any special purpose of the Association.

ARTICLE XIII- BOOKS AND RECORDS

Section 1. General Requirements

The Association 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 Association shall provide for an annual audit of the financial records of the Association by an independent certified public accountant. The Secretary/Treasurer shall at each annual business meeting make a report to the members on the results of the independent audit, and a written summary of such results shall be provided to the members.

ARTICLE XIV- NOTICE AND WAIVER OF NOTICE

Section 1: Notice

Whenever, under applicable law, these Bylaws, or the administrative regulations of the Association, notice is required to be given to any member or director or committee member, such notice may be given in writing, by mail, addressed to such member or director or committee member at his or her address as it appears on the records of the Association. Such mailed notice shall be deemed to be given when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid.

Section 2. Waiver of Notice

Whenever, under applicable law, these Bylaws, or the administrative regulations of the Association, any notice is required to be given, a waiver thereof in writing, signed by the member, director, or committee member entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent thereto. In addition, the attendance of a member, director, 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 Association, including the conduct of meetings of members, of the Board of Directors, or of any committee or council, shall be governed by the current edition of Sturgis Standard Code of Parliamentary Procedure, except as otherwise specifically provided by law, these Bylaws, or the administrative regulations of this Association.

Section 2. Fiscal Year

The fiscal year of the Association shall be as established in the administrative regulations of the Association.

Section 3. Corporate Seal

The Corporate Seal of the Association shall consist of the following words and figures inscribed in a circle:

Association of Dermatologic Surgical Faculty

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 Association, including any of its committees or councils, shall be vested in the Association or the member(s) presenting such material; and such material may not be produced, transcribed or used in any way for publication without the approval of the Association or the member(s) presenting it. Guidelines for the implementation of this section may be set forth in the administrative regulations of the Association.

Section 5. Advertising

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

Section 6. Disciplinary Action Against Members

The Board of Directors shall serve as the disciplinary body of the Association and shall have the authority to impose sanctions on members who violate the rules, regulations, or Bylaws provisions of this Association, or who by their conduct bring or threaten to bring discredit to the Association 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 actions 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 disposition of the matter is made.

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/Treasurer at the preceding regular membership meeting in a petition subscribed by at least twenty-five (25) voting members of the Association. 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.