

**BYLAWS
OF
CHARLESTON COUNTY MEDICAL SOCIETY**

As duly adopted by the Members
this _____ day of _____, 2019

With Conflict of Interest and Dispute Resolution Policies

Prepared by
Wagenmaker & Oberly, LLC

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1 DEFINITIONS

The following terms used in these bylaws shall have the meanings set forth below.

1.1 Act

“Act” means the South Carolina Nonprofit Corporation Act of 1994, as amended.

1.2 Corporation

“Corporation” means Charleston County Medical Society, a South Carolina nonprofit corporation.

2 CORPORATE OFFICES

The Corporation shall continuously maintain in the State of South Carolina a registered office and a registered agent whose office is identical with such registered office. The Corporation may have other offices within or without the state and need not be identical with the principal office in the State of South Carolina. The address of the registered office and registered agent may be changed from time to time by the Board of Directors.

3 CORPORATE PURPOSE, CHARTER, AND CODE OF ETHICS

3.1 Corporate Purpose

As set forth in the Articles of Incorporation, the Corporation is organized and operated exclusively for the purpose of performing one or more activities within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the “Code”). More specifically, but not by limitation, the Corporation is organized and operated to bring the physicians of Charleston County into a compact, unifying, and inclusive organization for scientific and professional objectives, including focusing on advocacy, public health, education, and preservation of the values of the medical profession, to extend medical knowledge and advance medical science, and to discharge the responsibilities and enjoy the privileges of a local component medical society of the South Carolina Medical Association.

3.2 Charter and Code of Ethics

The Corporation is organized and operated as a local component medical society of the South Carolina Medical Association, and therefore of the American Medical Associations with responsibilities and privileges of such a unit. The Corporation shall, as such, preserve the Charter received from the South Carolina Medical Association. Unless otherwise provided by the Board of Directors, the Corporation’s Executive Committee shall serve the Corporation as the delegates of the Corporation to the South Carolina Medical Association. If additional delegates or alternate delegates are needed, such individuals shall be appointed by the President.

The American Medical Association Code of Medical Ethics shall be the Code of Ethics for this Society.

4 MEMBERSHIP

4.1 Membership Classes

The Corporation shall have the following four (4) classes of membership: Regular, Senior, Student, and Honorary Fellows. An individual may only be a member of one membership class at any given time.

4.1.1 General Membership Qualifications

Unless otherwise provided by these bylaws herein, all members of the Corporation shall, in addition to the specific qualifications set forth for the specific class of membership:

- a) Have graduated from an American Medical Association approved School of Medicine or School of Osteopathic Medicine, or else currently be a physician in training at such a school;
- b) Reside in Charleston County, South Carolina, or an adjacent county;
- c) Be of good moral and professional standing; and
- d) Not have been rejected for membership within the six (6) months immediately preceding the submission date of a membership application.

4.1.2 Regular Members

Regular Members must be:

- a) A physician who is duly licensed to practice medicine in the state of South Carolina.;
- b) A physician who has retired from the active practice of medicine;
- c) A military physician residing or stationed in Charleston County, South Carolina;
- d) A physician currently working full-time for a public health entity or Veteran's Administration in Charleston County, South Carolina; or
- e) A physician exclusively engaged in medical research or teaching.

Proof of licensure may be provided by notice from the South Carolina Board of Medical Examiners, or by proof of membership on the medical staff of an accredited hospital.

4.1.3 Senior Members

Senior Members must be:

- a) A physician who has retired from the active practice of medicine; and
- b) At least sixty-five (65) years of age.

4.1.4 Student Members

Student Members must be a medical student or physician-in-training (including residents or fellows of an accredited teaching institution).

Student membership is intended to invite physicians in training to become active members of the medical community.

Student Members shall not vote, nor be counted for purposes of notice, quorum, or manner of acting. Student Members may, at the discretion of the Board of Directors, receive notice of meetings, but such notice shall not be required.

4.1.5 Honorary Fellows

Honorary Fellows must have:

- a) Contributed in some outstanding way to the Corporation's welfare, or to the field of medicine generally;
- b) Been nominated before the Board of Directors at least sixty (60) days prior to an annual meeting; and
- c) Been approved by the Board of Directors.

Honorary Fellows shall not vote, nor be counted for purposes of notice, quorum, or manner of acting. Honorary Fellows may, at the discretion of the Board of Directors, receive notice of meetings, but such notice shall not be required.

4.2 Voting Rights

Regular and Senior Members of the Corporation (collectively, "Voting Members") shall have voting rights as set provided in these bylaws, with respect to the election and removal of Class I directors and other matters submitted to a vote of the Membership by the Board of Directors.

Student Members and Honorary Fellows shall not have any voting rights pursuant to these bylaws or under the Act.

4.3 Membership Application and Admission

Candidates for Membership shall submit applications using the forms and procedures established by the Board of Directors. Submitted applications shall be filed with the Corporation's corporate records.

Membership applications are subject to the approval of the Board of Directors, in accordance with the procedures set forth by the Board of Directors.

4.4 Membership Dues

Membership dues ("Dues") shall be fixed from time to time by the Board of Directors, and set forth in a dues structure document kept current by the Corporation. Dues shall be paid to the Corporation and handled as the Corporation's Board of Directors may direct, consistent with these bylaws. As set forth below, members shall pay dues on an annual basis by the Annual Meeting, subject to immediate suspension pursuant to Section 4.5.1.

4.5 Suspension and Termination of Membership

Membership in the Corporation may be suspended or terminated for one of the following reasons:

4.5.1 Failure to Pay Dues

If a Member fails to pay annual Dues by the due date, as set forth in Section 4.4, then such individual's Membership shall be automatically suspended, along with all voting rights. If a member fails to pay annual Dues within a full year of the due date, then such member's membership shall be automatically terminated.

4.5.2 For Conduct Injurious to the Interests of the Corporation

The Board of Directors may, by a majority vote of the directors present and voting at a meeting, suspend or terminate a member's membership for conduct injurious to the interests of the Corporation. At least twenty (20) days written notice of the proposed termination or suspension must be sent to all directors and the affected member. The affected member shall also be invited to submit a written statement prior to the Board meeting addressing the facts and circumstances surrounding the alleged behavior or act.

If the Board determines that such suspension or termination is fair, reasonable, and in the best interest of the Corporation after taking into consideration the member's written statement or lack thereof and all other facts and circumstances, the Board may by affirmative vote of a majority of the directors present and voting at the meeting, suspend or terminate the member's membership with notice to the member of the action taken.

4.6 Rights Upon Termination

All rights of membership in the Corporation or in its property shall cease upon termination of membership.

4.7 Reinstatement of Membership

Any suspended or terminated member may, upon a majority vote of the Corporation's Board of Directors, be reinstated under such terms and conditions as the Board determines are necessary and appropriate, including but not limited to the payment of reinstatement fees by the suspended or terminated member requesting reinstatement.

4.8 Non-Assignment of Membership

Membership is not transferrable or assignable. Each membership terminates on the death of the member. Membership is not a property right that may be transferred after such termination.

4.9 Member's Liability to Third Parties

Members of the Corporation are not, as such, personally liable for the acts, debts, liabilities, or obligations of the Corporation.

4.10 Membership Certificates

The Corporation shall not be required to provide membership certificates.

5 MEETINGS AND ACTIONS OF MEMBERS

5.1 Annual Meetings

An annual meeting of the Members shall be held in the last quarter of each calendar year at such time and place as may be designated by the Board of Directors in accordance with the notice provisions herein below, in connection with the election of Class I directors, officers, and for the transaction of such business as may come before the meeting.

At the annual meeting, the President and Secretary-Treasurer shall report on the activities and financial condition of the Corporation.

5.2 Special Meetings

Special Meetings may be called by the President, the Board of Directors, or ten-percent (10%) of the Voting Members. Notice of such Special Meetings must provide the purpose of such meeting and must be provided in accordance with the notice provisions set forth below. Such meetings may be conducted in such manner and format as they deem appropriate to the pursuit and advancement of the purposes of the Corporation. Business transacted at all special meetings shall be confined to the purposes stated in the notice thereof.

5.3 Fixing Record Date for Voting

For the purpose of determining the Voting Members entitled to notice of or to vote at any meeting of Voting Members, or in order to make a determination of Voting Members for any other proper purpose, the date on which notice of the meeting is sent by the Corporation shall be the record date for such determination of Voting Members. When a determination of Voting Members has been made as provided in this Section, such determination shall apply to any adjournment thereof.

After fixing a record date for notice of a meeting, the Corporation shall prepare an alphabetical list of the names of all its Voting Members who are entitled to notice of the meeting, and shall list the Voting Members by classification of membership, with each Voting Member's address and number of votes each Voting Member is entitled to. This must be available for inspection by any Voting Member, upon request in accordance with the Act's requirements.

5.4 Notice

5.4.1 Time

Except as otherwise provided herein, written notice stating the place, day, and hour, of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, of the Voting Members eligible to vote shall be delivered via U.S. Mail or in person not less than thirty (30) days nor more than sixty (60) days prior to the date of the scheduled meeting.

5.4.2 Email

Notice requirements may be satisfied by sending an email communication in a timely manner to each Member eligible to vote's email address on the Corporation's records.

5.4.3 Extraordinary Notice

Notice of no less than thirty (30) days shall be provided for special meetings of Voting Members, including, but not limited to, those called for purposes of removing a director, in accordance with applicable South Carolina law.

5.4.4 Waiver

Notice of any meeting of the Voting Members may be waived in writing, signed by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a Voting Member at any meeting shall constitute a waiver of notice of such meeting, except where a Voting Member attends a meeting for the expressed purpose of objection to the transaction of any business because proper notice was not given. Neither the business to be transacted, nor the purpose of any regular or special meeting, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these bylaws.

5.4.5 Member Contact Information

Each member is responsible for communicating his or her email addresses and physical mail addresses to the Corporation's Secretary, so that accurate and current records may be maintained.

5.5 Quorum

Ten-percent (10%) of the Voting Members shall constitute a quorum for any business before the Voting Members.

5.6 Manner of Acting

A majority vote of the Voting Members present and voting shall constitute the act of the Membership.

5.7 Voting By Written or Electronic Ballot

5.7.1 Notice, Ballot Requirements, and Voting Period

Voting Members may vote on any matters, whether at a duly called Voting Membership meeting or otherwise, by ballot in person, by mail, or by e-mail, as may be prescribed by the Board of Directors, and such voting may commence before an annual or special meeting takes place, provided that:

- a) the Corporation delivers a written or electronic ballot to every member entitled to vote on the matter setting forth the proposed action and providing an opportunity to vote for or against the proposed action;
- b) the ballot indicates the number of responses needed to meet quorum, the percentage required for manner of acting, and the time by which a ballot must be received by the Corporation to be counted.
- c) Voting must remain open for not less than five (5) days from the date the ballots are delivered.

A written or electronic ballot may not be revoked.

5.7.2 Approval by Ballot

Approval by written or electronic ballot is valid only:

- a) when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action; and
- b) when the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

6 BOARD OF DIRECTORS

6.1 General Powers

The affairs, business, and all legal matters of the Corporation shall be managed by its Board of Directors.

6.2 Number, Classes, and Term

The Board of Directors shall be composed of ten (10) directors and may be increased to fifteen (15) directors by a resolution of the Board of Directors. The Board shall be divided into two classes: Class I Directors and Class II directors. Class I directors shall be appointed directly by the Voting Members. Class II directors shall be elected by the Corporation's Board. The number of directors shall be evenly divided between Class I and Class II directors. However, in the event that the total number of directors is an odd number, the majority shall be Class II directors.

Each director shall hold office for a term of two (2) years unless the individual is elected for a shorter term. Director's terms shall be staggered so that approximately one-half of the Board seats are up for election each year. Directors may serve three consecutive terms. All directors, notwithstanding the end of the term, shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided. Additionally, a director who also holds an officer position shall continue as a director while serving in such officer position until such time as the term as officer concludes.

6.3 Qualifications

Those who seek to be directors of the Corporation must be Voting Members in good standing with the Corporation, must personally affirm the Corporation's statement of purpose, must abide in all respects with the corporate policies set forth in these bylaws, and must characterize personal commitment to the values of the Corporation.

6.4 Procedure for Election of Class I Directors

Class I Directors shall be elected at the Annual Meeting of the Members. To facilitate the election process, the Nominating Committee shall develop a slate of candidates that meet the Qualifications for Directors in the Bylaws for submission to the Voting Members at least thirty (30) days in advance of the Annual Meeting. A Voting Member's inclusion on the slate of candidates shall not be a required condition for election so that the Voting Members may write-in candidate(s) but no write-in shall be eligible unless the individual meets the Qualifications for Directors under these bylaws. Each Voting Member shall have one vote per vacant seat and may not cumulate votes for a candidate. Those candidates receiving the most votes cast for the number of vacant seats shall be elected as Class I Directors.

6.5 Procedure for Election of Class II Directors

The Board of Directors shall have the exclusive right to elect all Class II directors to serve on the Corporation's Board. Class II directors shall be elected at the Annual Meeting of the Board immediately preceding the Annual Meeting of the Members. If the election of Class II directors shall not occur at such meeting, such election shall be held as soon thereafter as conveniently may be.

The Board of Directors shall, in selecting, Class II directors, elect individuals that strategically represent a broad diversity of experience and expertise beneficial to the Corporation and its purposes. This may include, but not be limited to, one or more past presidents of the Corporation, current South Carolina Medical Association Trustees, the Dean of the Medical University of South Carolina, and one or more young physician representative(s) (less than five-years of practice).

6.6 Resignation and Removal

Any director may resign at any time by giving written notice to the President of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect

on the date of receipt or at any later time specified therein. Any Class I director may be removed with or without cause at any time by a vote of the Voting Members, at a meeting called for that purpose. Any Class II director may be removed with or without cause at any time by a majority of directors present and voting at a meeting called for that purpose.

6.7 Vacancies

Any vacancy occurring in the Board of Directors to be filled by reason of any increase in the number of directors or resignation or termination of a director shall be filled as soon as is practicable in accordance with the election provisions for the type of class of director set forth above (Class I vacancies filled by the Voting Members and Class II vacancies filled by the Board of Directors). A director so elected to fill a vacancy may be elected for the unexpired term of his or her predecessor in office.

6.8 Compensation

Directors shall not receive compensation for their services as directors. However, by resolution of the Board of Directors, expenses of attendance, if any, may be reimbursed for each regular or special meeting of the Board of Directors, provided that nothing herein contained shall be construed to preclude any directors from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

6.9 Confidentiality

As part of their fiduciary duties owed to the Corporation, all directors, officers, and key employees of the Corporation are expected to maintain appropriate confidentiality of information related to the Corporation, including financial information and supporter lists and related records, fundraising strategies, financial information about the Corporation, organizational plans, marketing information, expense information, personnel matters, and all credentials used to access physical or digital media containing information related to the Corporation and any software or services owned, leased, subscribed to, or used by the Corporation for the Corporation's purposes, including, but not limited to, computer login identification and passwords, email login identification and passwords, serial numbers or software keys for local copies of software, and cloud-based services login identification and passwords, and to prevent unauthorized disclosure to any outside party, except to the extent such information is otherwise disclosed in accordance with the ordinary course of business to the public or third parties or otherwise is required to be disclosed under applicable law. Such confidentiality is expected to be maintained at all times subsequent to service to the Corporation. Each director, officer, and key employee shall annually complete a confidentiality agreement. Notwithstanding the dispute resolution provision contained in Addendum B, the Corporation may enforce this provision as it deems appropriate (including mediation and arbitration at its option), and it shall be entitled to recover attorneys' fees and costs against those found liable for violating this provision.

7 MEETINGS AND ACTIONS OF THE BOARD OF DIRECTORS

7.1 Regular Meetings

The Board of Directors shall, by resolution, establish a schedule for regular meetings, which shall not be less than quarterly nor more than monthly, for the purposes of overseeing the affairs, finances, and operations of the Corporation, including approving an annual budget, the election of officers, appointment of committees, and for the transaction of such other business as may come before the meeting.

7.2 Special Meeting

Special meetings of the Board of Directors may be called by, or at the request of, the President or any two directors. The person or persons authorized to

call special meetings of the Board of Directors may fix any place for holding any special meeting of the Board of Directors called by them.

7.3 Notice

7.3.1 Time

Except as otherwise provided herein, written notice of any meeting of the Board of Directors shall be delivered not less than five (5) days nor more than sixty (60) days prior to the date of the scheduled meeting.

7.3.2 Email

Notice requirements may be satisfied by sending an email communication in a timely manner to the director's email address on the Corporation's records. Telephone communications may be useful for establishing the time and place of meeting but shall not be used in lieu of the email notice. At any duly convened meeting of the Board a resolution may be approved concerning future meetings of the Board. Timely emailing of the Board minutes to each director may qualify as notice of the next meeting of the Board if the minute concerning the meeting is clearly set forth and concise in its composition.

7.3.3 Extraordinary Notice

Notice of no less than ten (10) days shall be provided for meetings of directors called for the purposes of amending the bylaws or removing a director as required under applicable South Carolina law.

7.3.4 Waiver

Notice of any meeting of the Board of Directors may be waived in writing or electronically, by the person or persons entitled to the notice either before or after the time of the meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the expressed purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, nor the purpose of any regular or special meeting of the Board of Directors, need be specified in the notice or waiver of such meeting, unless specifically required by law or by these bylaws.

7.4 Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of the business at any meeting of the Board of Directors, provided that if fewer than half of the directors are present at the said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

7.5 Manner of Acting

The act of a majority of the directors present and voting at a duly convened meeting shall be the act of the Corporation unless the act of a greater number is required by statute, these bylaws, or the Articles of Incorporation. Directors may not vote by proxy or under any other power of attorney.

7.6 Telephone Meeting

Any meeting of the directors may be conducted in simultaneous multiple locations if the various locations are effectively connected by telephonic or other communications equipment, including videoconference. Directors or non-director committee members may participate in and act at any meeting of the Board or committee through the use of such equipment, provided all persons participating in the meeting can communicate with each other simultaneously. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

7.7 Action Without a Meeting

Any action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so taken shall be approved in writing by all of the directors or all of the members of such committee entitled to vote with respect to the subject matter thereof, as the case may be. The consent shall be evidenced by one or more written approvals, each of which sets forth the action taken and provides a written record of approval. Consent provided by reply email from a director's email address shall be sufficient to constitute written consent. The action must be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes filed with the corporate records reflecting the action taken. The action taken shall be effective when all the directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

8 COMMITTEES

8.1 Appointment of Committees and Committee Members

The Corporation's Board of Directors shall have the power to appoint standing and special committees by a resolution of the Board. The resolution of the Board creating the standing or special committee shall specify:

- a) the task(s) assigned to the committee;
- b) whether or not the committee has authority to act on behalf of the Corporation (see Sections 8.2 and 8.3); and
- c) the duration of the committee, which may be generalized to a period necessary to bring the matter to full resolution.

Unless otherwise designated by the Board, all committee members shall be appointed for one (1) year terms by the Board of Directors beginning each year at the Board's Annual Meeting. The Board shall also designate an individual to serve as chair of the committee.

8.2 Committees with Corporate Authority

The Board of Directors may appoint committees that are delegated certain authority generally reserved to the Board, provided such authority is not prohibited for delegation under the Act. Committees with corporate authority must have two or more directors.

8.3 Committees Without Corporate Authority

The Board of Directors may appoint committees without corporate authority. These committees will generally be responsible for investigating, reporting, and advising the Board on certain activities and programs as well as making recommendations to the Board of Directors or officers for approval. The

committees shall not have authority to bind the Corporation. For purposes of clarity, committees without corporate authority should be identified as advisory boards, commissions, task forces, or similar names. These committees may be composed of persons appointed by the Board of Directors for specific skills and need not be directors or officers of the Corporation.

8.4 Executive Committee

The Executive Committee shall be a committee with corporate authority, shall represent the Board of Directors between meetings, and have full supervision of all work and activities of the Corporation. As such, the Committee shall have full authority to act on behalf of the Board and may take all action advisable in its judgment for the purpose of organizing and carrying on all activities approved by the Board, provided such action is not prohibited for delegation to a committee under the Act. The Committee shall consist of the President, Vice President, Secretary-Treasurer, and at least two (2) additional directors. The President shall chair the Executive Committee.

8.5 Nominating and Governance Committee

The Nominating Committee shall consist of at least three (3) directors and at least three Voting Members who are not directors or officers. The Committee shall be responsible for increasing participation among the Corporation's members in governance and leadership positions. This includes presenting a list of candidates to serve as Class I directors and officers. The Committee shall also assist the Board with identifying and encouraging members for service on the Corporation's committees.

8.6 Additional Standing and Ad Hoc Committees

The Corporation may maintain additional standing and ad hoc committees. The scope of each committee's authority, responsibilities, and composition shall be set forth in the Corporation's Statement of Committees. The Statement of Committees shall contain a description of all the committees, be regularly approved by the Board of Directors, and maintained as a standing resolution governing the committees. If any provision of the Statement of Committees is inconsistent with a provision of these bylaws, the bylaws shall govern.

8.7 Committee Meetings

Meetings of any committee may be called by the President of the Corporation, the chairperson of the committee, or a majority of the committee's voting members. Notice of the time and place of any meeting of a committee shall be given at least three (3) days prior to the meeting, and otherwise in accordance with Section 7.3.

8.8 Resignation and Removal

Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the Secretary of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any member of a committee may be removed at any time by resolution adopted by a majority of the Board of Directors.

8.9 Quorum and Manner of Acting

Unless otherwise provided in the resolution of the Board designating a committee, a majority of a committee's members shall constitute a quorum. The act of a majority of committee members present

at a meeting with a quorum shall be the act of the committee. A committee may otherwise conduct its meetings and act in accordance with Sections 7.6 and 7.7.

9 OFFICERS AND AGENTS

9.1 Officers

The officers of the Corporation shall consist of a President, Vice President (President Elect), Secretary-Treasurer. Such other officers and assistant officers and agents as may be deemed necessary may be appointed by the Board. The President, Vice President, and Secretary-Treasurer must be directors at the time of election.

9.2 Election and Term of Office

The Vice President and the Secretary-Treasurer shall be elected by the Voting Members at the Annual Meeting for terms of two (2) years. If the election of such officers is not to be held at such meeting, such election shall be held as soon thereafter as conveniently may be. The Vice President shall automatically succeed to the office of President and serve a term of two (2) years as provided herein. Each officer shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not in itself create contract rights. Only Voting Members shall be eligible to be officers of the Corporation.

9.3 President

The President shall be a director at the time of election and continue to serve as a director until his/her two-year term as President concludes. The President shall serve as the chief executive officer of the Corporation, unless the Board otherwise authorizes an Executive Director to do so. Subject to the control of the Board, the President shall preside at all meetings of the Board as chair of the Board, shall chair the meetings of the Membership, and serve as chair of the Executive Committee. The President may sign documents on behalf of the Corporation, as provided below in Section 10. The President shall discharge all duties incident to the office of President and such other duties as may be assigned to him or her by the Board from time to time.

9.4 Vice President (President Elect)

The Vice President shall be a director at the time of election and succeed automatically to the office of President upon the President's two-year term concludes or a vacancy in the Presidency occurs. Additionally, the Vice President shall exercise all of the functions of President during the absence or disability of the President. He or she shall have such powers and discharge such other duties as may be assigned to him or her from time to time by the Board.

9.5 Secretary-Treasurer

The Secretary-Treasurer shall be a director at the time of election. The Secretary-Treasurer shall:

- a) be responsible for the keeping of the minutes of the Board and committee meetings in one or more books provided for that purpose;
- b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law;
- c) be custodian of and maintain copies of all corporate records, including all notices and voting records, whether in electronic or paper form; and

- d) monitor the financial books of the Corporation;
- e) keep regular books of account and make them available for inspection at all times to the directors of the Corporation;
- f) render to the Board from time to time as may be required of him or her, an account of the financial condition of the Corporation; and
- g) in general, discharge all duties incident to the office of Secretary-Treasurer, and such other duties as may be assigned to him or her by the President or by the Board.

9.6 Executive Director

If an Executive Director is hired, he or she shall be an officer and shall supervise and be principally responsible for the day-to-day administrative management of the Corporation. The Executive Director shall work closely with the President to ensure that all corporate functions are adequately carried out. The duties and responsibilities of the Executive Director shall include:

- a) carrying out all policies established by the Board;
- b) selecting, employing, training, controlling and discharging all other employees of the Corporation;
- c) attending all meetings of the Board and committees of the Board;
- d) preparing and presenting to the Board regular reports reflecting accomplishment of corporate goals and the Corporation's mission; and
- e) any other duties and responsibilities as may be assigned to him or her by the President or by the Board.

9.7 Delegation of Authority

In case of the absence of any officer of the Corporation, or for any other reason that it may deem sufficient, the Board may either delegate the powers or duties of such officer to any director or employee of the Corporation, for the time being, or may eliminate some or all of such powers or duties of such officer, provided a majority of the Board concurs therein.

9.8 Removal

Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Vacancy in an officer position shall be filled in accordance with the election procedures set forth above with the exception of the President, who shall be automatically succeeded by the Vice President.

10 FINANCIAL POLICIES

10.1 Fiscal Year

The fiscal year of the Corporation shall be from July 1st to June 30th.

10.2 Sale of Assets

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the Corporation outside the normal course of business may be made by the Board upon such terms and conditions and for such considerations, which may consist in whole or in part of the money or property, real or

personal, as may be authorized by the Board; provided, however, that a sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only upon receiving the vote of two-thirds of the directors in office.

10.3 Contracts

The President may sign contracts with another officer of the Corporation provided, however, that the Board may authorize him or any other officer or officers, agent or agents, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Corporation, individually or together, and such authority may be general or confined to specific instances.

10.4 Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

10.5 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 Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

10.6 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

11 INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, the Corporation shall have powers to indemnify any director, officer, or former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another entity or joint venture, whether for profit or not-for-profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or intentional misconduct in the performance of a duty.

12 CORPORATE LIMITATIONS

12.1 Corporate Limitations

- a) The Corporation shall not engage in a business ordinarily conducted for profit.
- b) The Corporation shall not engage in price-fixing, anti-competitive agreements, or any other unfair methods of competition that restrain trade and are prohibited under the Sherman Act, Federal Trade Commission Act, and/or other current or future federal and state antitrust laws.
- c) No part of the net earnings of the Corporation shall inure to the benefit of the Corporation's directors, officers, members, or other private persons.

- d) The Corporation shall be permitted to engage in lobbying and other legislative activities provided such activities further its corporate purposes and comply with Section 501(c)(6) of the Code and other applicable federal tax provisions.

12.2 Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively as an exempt organization(s) under Section 501(c)(6) or Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for exempt purposes.

13 MISCELLANEOUS

13.1 Books and Records

The Corporation, at its offices, shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees, and shall keep a record of the names and addresses of all Board and Members. All books and records of the Corporation may be inspected by a director, a Voting Member, or an attorney representing a director or Voting Member at any reasonable time.

13.2 Amendments

The Articles of Incorporation and these Bylaws may be altered, amended or repealed, and new articles and bylaws may be adopted by a vote of two-thirds of the Directors present and voting. Notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all directors per the requirements of Section 7.3 herein, and shall identify the persons proposing the amendment.

13.3 Corporate Acquisition, Consolidation, Merger, or Dissolution

In the event of a proposed acquisition, consolidation, merger or dissolution, the Board of Directors shall adopt a plan setting forth the terms and conditions of the proposed transaction and such other provisions with respect to the proposed transaction as are deemed necessary under applicable state law or desirable. No acquisition, merger, or other dissolution shall be adopted unless approved by a vote of two-thirds of the Board of Directors present and voting.

13.4 Conflict of Interest Policy

Attached at Addendum A is the Corporation's Conflict of Interest Policy, which shall govern all actions and decisions by the Corporation's Board of Directors.

13.5 Dispute Resolution Policy

Attached to these Bylaws as Addendum B is the Dispute Resolution Policy, which shall be the policy of the Corporation. Provided, however, that with respect to breaches of confidentiality as required herein, the Corporation may at its option protect its interests through injunctive and other judicial relief available through litigation.

13.6 Seal

The Corporation shall not maintain a corporate seal.

13.7 Inconsistencies with Articles of Incorporation

If any provision of these bylaws is inconsistent with a provision of the Corporation's Articles of Incorporation, as amended from time to time, the Articles of Incorporation shall govern.

13.8 Severability

The invalidity or unenforceability of any provision in these bylaws shall not affect the validity or enforceability of the remaining provisions.

CERTIFICATION OF ADOPTION OF BYLAWS

The undersigned, being the duly elected Secretary of Charleston County Medical Society, a South Carolina nonprofit corporation, hereby certifies that the attached bylaws were adopted by the official act of the Members and the same do constitute the Bylaws of the Corporation.

Date

Secretary

ADDENDUM A
CONFLICT OF INTEREST POLICY

CONFLICT OF INTEREST POLICY

1 PURPOSE

The purpose of this Conflict of Interest Policy is to protect the Corporation and its tax-exempt status when the Corporation is contemplating entering into a transaction or arrangement that involves certain individuals that have a special relationship with the Corporation, either directly or through family or business relationships. The law imposes a fiduciary duty on the Corporation's directors, which carries with it a broad and unbending duty of loyalty to the Corporation. The directors have the responsibility of administering the Corporation's affairs honestly and prudently, and of exercising their best care, skill, and judgment for the Corporation's sole benefit. As such, they shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with the Corporation or knowledge gained therefrom for improper private benefit. The interests of the Corporation must be the first priority in each director's decisions and actions. This Policy is intended to supplement but not replace applicable laws governing conflicts of interest for nonprofits.

2 DEFINITION OF INTERESTED PERSON AND CONFLICT OF INTEREST

2.1 Interested Person

An "Interested Person" shall include:

- a) any director, officer, member of a committee with board-delegated power, or key employee of the Corporation (an employee with decision-making authority);
- b) a substantial contributor to the Corporation;
- c) any family member of the individuals described above¹; and
- d) any corporation, trust, or other entity in which persons described above hold more than 35 percent of the total combined voting power.

2.2 Conflict of Interest

A "Conflict of Interest" is any transaction or arrangement involving the Corporation, which directly or indirectly benefits an Interested Person.

3 ANNUAL STATEMENTS

3.1 Annual Affirmations

Each director, officer, member of a committee with board-delegated power, or key employees of the Corporation shall annually sign a statement which affirms that such person:

- a) has received a copy of this Policy;
- b) has read and understands the Policy;
- c) has disclosed on the annual statement all known potential Conflicts of Interest that may arise, or have arisen; and
- d) agrees to comply with the Policy.

¹ A person's family is limited to: (i) Spouse; (ii) Brothers or sisters (by whole or half-blood); (iii) Spouses of brothers or sisters (by whole or half-blood); (iv) Ancestors; (v) Children; (vi) Grandchildren; (vii) Great-grandchildren; and (viii) Spouses of children, grandchildren, and great-grandchildren.

3.2 Recordkeeping

The Corporation's Board of Directors shall maintain a record of other known potential Conflicts of Interest that may arise, or have arisen with Interested Persons not otherwise disclosed under Section 3.1.

4 PROCEDURES FOR ADDRESSING CONFLICTS OF INTEREST

4.1 Loyalty to the Corporation

The Corporation must be careful in undertaking transactions with Interested Persons to ensure that the transaction is in the best interest of the Corporation and that the Interested Person is not receiving an improper private benefit. This may include, but is not limited to, those transactions involving Interested Persons with decision-making authority in the Corporation.

4.2 Duty to Disclose and Recuse from Discussion and Vote

Interested Persons with decision-making authority in the Corporation have a duty to disclose the existence of a potential Conflict of Interest in any proposed transaction or arrangement under consideration by the Corporation. After disclosure of the interest and all material facts related thereto by the Interested Person, including any initial questioning by the independent individuals on the board or committee, the Interested Person with the Conflict of Interest shall recuse himself or herself and is not permitted to participate in any discussion or vote, on the transaction or arrangement.

4.3 Investigation and Due Diligence Analysis

The Corporation has a duty to investigate alternatives to any proposed transaction or arrangements involving Interested Persons to determine whether the proposed action is in the best interest of the Corporation. If appropriate, the chairperson may appoint a disinterested person or committee to perform this investigation. After exercising due diligence, the board or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a Conflict of Interest.

4.4 Decision-Making Process

If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a Conflict of Interest, the board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest and whether the transaction is fair and reasonable to the Corporation, and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

4.5 Contemporaneous Reporting

The acts taken to comply with this Policy, including the disclosure of the Conflict of Interest, investigation thereafter, explanation of the decision-making process, including the explanation of why the proposed action is or is not in the best interest of the Corporation, and the individuals voting on the proposed transaction, shall be contemporaneously recorded in writing by the Corporation in the minutes of the meeting, together with any comparability data or other supporting documentation.

5 VIOLATIONS OF THE CONFLICTS OF INTEREST POLICY

If the board or committee has cause to believe that a director, officer, member of a committee, or key employee has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and provide an opportunity to explain the alleged failure to disclose.

If, after hearing the response and making such further investigation as may be warranted in the circumstances, the independent board or committee determines that he or she has in fact knowingly failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action, including suspension or removal from his or her position with the Corporation.

6 COMPENSATION AND AVOIDING EXCESS BENEFITS

6.1 Duty to Recuse for Compensation

An Interested Person who receives compensation, directly or indirectly, from the Corporation for services, whether as an employee or an independent contractor, is precluded from voting on matters pertaining to his/her compensation or any benefits provided by the Corporation to the individual.

6.2 Review of Compensation Arrangements

All compensation arrangements between the Corporation and an Interested Person shall be reviewed at least every other year by the Corporation to assure that compensation is reasonable and is the result of arms-length bargaining. Decisions regarding compensation shall be made only after the Board or an appropriate independent committee examines relevant financial information regarding compensation received by similarly situated individuals for similar services performed. A copy of such relevant comparable financial information, including a description of how the data was obtained, shall be maintained as a part of the records of board or appropriate committee making such compensation decision.

ADDENDUM B
DISPUTE RESOLUTION POLICY

DISPUTE RESOLUTION POLICY

In the event a dispute may arise between directors, officers, executive staff, or committee members regarding any matter under these Bylaws or otherwise affecting the Corporation, and except as specifically provided otherwise in the Corporation's Bylaws regarding confidentiality, the parties to the dispute shall submit the circumstances and issues in dispute for mediation or arbitration as follows.

1 MEDIATION

1.1 Neutral Mediator

The parties shall promptly retain a mutually-agreed upon neutral mediator. The goal of the mediation process and the mediator is to bring about an amicable, voluntary resolution of the dispute, and the parties shall make a good faith effort to work with one another and the mediator to effect such a resolution of their dispute.

1.2 Source of Mediator

Such mediator shall be retained from a reputable source or organization such as the Center for Conflict Resolution (located in Chicago, Illinois) or JAMS End Dispute.

1.3 Selection of Mediator

In the event that the parties cannot agree on a mediator, then each party shall select a mediator. The two individually selected mediators shall jointly identify a third mediator, who then will be responsible for facilitating a binding resolution of the parties' dispute at a mutually agreed upon time and place.

1.4 Conducting the Mediation

The mediation shall be conducted in accordance with the rules of the organization from which the mediator who facilitates the parties' dispute is retained. Notwithstanding the foregoing, any and all mediation conferences shall be private and all communications therein confidential unless the parties otherwise agree.

1.5 Fees and Costs of Mediator

The fees and costs of the mediator who facilitates the mediation shall be borne equally by the parties. The fees and costs of any mediator whom a party retains individually shall be borne by that party.

1.6 Mediator's Sole Discretion

The mediator shall have sole discretion to make the determination that the parties have reached an impasse and no voluntary resolution will be forthcoming.

2 ARBITRATION

If the parties cannot reach a resolution through mediation, and the mediator makes the determination that the parties have reached an impasse and no resolution will be forthcoming, the parties shall submit the matter for arbitration.

2.1 Choice of Arbitrator

2.1.1 Single Arbitrator

The parties may agree on a single arbitrator.

2.1.2 Arbitration Panel

Alternatively, each party to the dispute shall select an impartial, disinterested person to be part of the arbitration. The persons so selected shall appoint one or more additional person(s) as may be necessary to provide an odd numbered arbitration panel and such additional person(s) shall be similarly qualified as to all of the parties in conflict.

2.2 Binding Arbitration

When the single arbitration or arbitration panel is identified, the matter shall proceed to binding arbitration.

2.3 Compensation for Arbitration

Compensation for the arbitration shall be paid equally by the parties.

3 SOLE LEGAL REMEDY

These methods shall be the sole legal remedy for any controversy or claim arising out of this Agreement. No party shall bring any dispute under these Bylaws to any court of law or chancery except to enforce a mediation agreement or arbitration decision and except as otherwise provided in the Confidentiality provision of the attached Bylaws ("Dispute Resolution Policy"). Notwithstanding anything to the contrary, this Dispute Resolution Policy shall be subject to the approval of any insurance carrier providing coverage for the Corporation.