

**AMENDED BYLAWS
OF
Physicians for Responsible Negotiation**

Pursuant to the powers granted to us in the Constitution of Physicians for Responsible Negotiation, the Board of Directors do, hereby, unanimously adopt the following Bylaws for governance of this organization.

I. Rights and Obligations of Members

SECTION 1.

a) Subject to the provisions of this Article, the persons eligible for membership in Physicians for Responsible Negotiation are all medical doctors and doctors of osteopathy who are engaged in the practice of medicine and all resident physicians and fellows participating in an ACGME or AOA accredited medical specialty program (including any physician who has retired or become permanently disabled). Such persons shall be eligible without regard to race, creed, color, national origin, age, sex, disability or veteran status or sexual orientation. No physician shall, however, be required to join or become a member of this or any chapter or affiliate of this organization as a condition of obtaining or continuing his/her employment.

b) Membership shall be obtained by the making of a written application signed by the applicant. The National Board of Directors shall pass upon the eligibility of the applicant with all applicants who are found eligible being admitted to membership. Any person who has been expelled by the membership or who has resigned his/her membership or whose membership has otherwise been terminated, may be readmitted to membership within the discretion of the National Board of Directors. Employment with an employer whose physician employees have selected Physicians for Responsible Negotiation as their bargaining representative is not a requirement of membership.

c) If any chapter or affiliate can prove to the satisfaction of the National President that the membership of any individual would be detrimental to the welfare of the chapter or affiliate it may present such facts, in writing, to the National President for authority to refuse to accept such person as a member of the chapter or affiliate. The National President shall consider all of the facts and circumstances and render a decision in the matter, subject to appeal by either the applicant or the chapter/affiliate to the National Board of Directors, whose decision shall be final and binding.

SECTION 2.

Since this organization may receive grants, services, and/or other funds from the American Medical Association and its Federation of State and County Medical Societies and Medical Specialty Societies, no physician who is an employee of any of those medical societies may become a member of this organization.

SECTION 3.

Physicians for Responsible Negotiation and all of its chapters and affiliates shall permit its retired and permanently disabled members to retain their membership.

SECTION 4.

No person may become a member of Physicians for Responsible Negotiation or any chapter or affiliate who has, at any time, engaged in any conduct violative of Article VII, Sec. 8 of these Bylaws without express written approval of the National Board of Directors, after having been fully advised of the circumstances.

SECTION 5.

Membership in Physicians for Responsible Negotiation may be terminated by resignation, expulsion, or loss of eligibility for membership. Resignation shall become effective upon the date of receipt of written notice of resignation by the National Board of Directors, or its designee. The membership of any member who becomes ineligible for membership shall, upon finding of such ineligibility by the National Board of Directors, or its designee, be deemed to have been terminated as of the date upon which he/she became ineligible.

SECTION 6.

Physicians for Responsible Negotiation subscribes to the pertinent Executive Order, Labor and Management Relation rules, regulations and laws governing the Federal “Standards of Conduct for Labor Organizations” and subscribes to comparable codes for States, Counties, Municipalities and their subdivisions as may be applicable.

SECTION 7.

No member shall use, conspire to use, or threaten to use force or violence to restrain, coerce, or intimidate, or attempt to restrain, coerce, or intimidate any member of Physicians for Responsible Negotiation for the purpose of interfering with or preventing the exercise of any right to which he/she is entitled under the pertinent rules, regulations, laws and executive orders referred to in Section 6.

SECTION 8.

Physicians for Responsible Negotiation prohibits its National and Chapter officers and members from directly or indirectly through a spouse, minor child, or otherwise, from participating in business or financial interests which conflict with their duty to Physicians for Responsible Negotiation.

SECTION 9.

Neither Physicians for Responsible Negotiation or any chapter or affiliate shall directly or indirectly make any loan to any officer, member or employee which results in a total indebtedness on the part of such officer, member or employee to Physicians for Responsible Negotiation in excess of \$2,000.

II. National Convention

SECTION 1.

The governing body of Physicians for Responsible Negotiation shall be the National Convention, and except as otherwise provided in these Bylaws, the decisions of the Convention shall be by majority vote.

SECTION 2.

The first Convention shall be held within a reasonable time, not to exceed five years, from the date of formation of this organization which date shall be determined and announced by the National Board of Directors as required by law. The second and subsequent Convention(s) of the Association shall be held every five years thereafter at a time to be fixed by the preceding National Convention.

In the event of a chapter or national emergency which renders the holding of a Convention impracticable, the National Board of Directors, by a majority vote, may postpone the holding of the Convention until such time as it may become practicable to hold a Convention. In such event, the date and location of the Convention will be left to the discretion of the National Board of Directors.

SECTION 3.

The National President is authorized to appoint, with the approval of the National Board of Directors, such committees and chairman thereof, as may be necessary to serve during the Convention.

SECTION 4. Rules and order of business of the first convention shall be as set by the National Board of Directors as required by law and rules and order of business governing the preceding Convention shall be in force from the opening of any Convention of Physicians for Responsible Negotiation until new rules have been adopted by action of the Convention.

SECTION 5.

Each chapter or other authorized affiliate of Physicians for Responsible Negotiation may elect delegates or alternates to any Convention, which delegates shall have such authority to vote at such convention as shall be set forth in the rules adopted by the National Board of Directors in conformance with applicable law. Such elected

delegates must be members in good standing of Physicians for Responsible Negotiation as well as members in good standing of the chapter or affiliate that elected him/her as a delegate. Election of delegates must be conducted by secret ballot. Chapter and/or affiliate officers elected by secret ballot also may be voting delegates to the National Conventions if the Constitution and Bylaws of the chapter/affiliate so provide. Notice of the election must be mailed to each member of the chapter at his/her last known address, not less than 15 days prior to the election. Notice of nominations and elections may be combined provided that a reasonable time is allowed for nominations. The chapter/affiliate secretary shall preserve for one year the ballots and all other records pertaining to the election.

SECTION 6.

In the National Convention, each delegate shall be entitled to vote as specified in the rules of the convention in conformance with applicable law.

SECTION 7.

The vote of any delegate absent and not represented by an alternate, shall be cast by the majority of the delegates present from his/her chapter or affiliate.

SECTION 8.

A quorum for the transaction of business shall consist of not less than 50% of the delegates properly seated at the Convention. In the absence of a quorum, the then duly selected National officers shall continue in office (unless otherwise removed or replaced pursuant to Article III, Section 2) with the full powers granted herein.

SECTION 9.

A Special National Convention of Physicians for Responsible Negotiation can be called by either: a) The National President, with the approval of two-thirds of the members of the National Board of Directors; or b) The chapters and other authorized affiliates if a majority of the members of each of twenty-five (25) chapters or other authorized affiliates, affirm in writing their desire for such special Convention, provided such requesting members must represent not less than fifty percent of the then total membership of Physicians for Responsible Negotiation.

III. National Officers

SECTION 1.

The National Convention shall elect a National President, a National Treasurer and a National Secretary, who shall serve as the Executive Committee of Physicians for Responsible Negotiation.

The first National Officers shall be:

National President
National Treasurer
National Secretary

SECTION 2.

Such officers shall serve until the election and installation of their successors at the National Convention following their election. Prior to the occurrence of the first National Convention, an officer may be removed from office by the National Board of Directors. Vacancies in these offices occurring between National Conventions shall be filled by the National Board of Directors, at a meeting called for that purpose, and any member of Physicians for Responsible Negotiation in good standing shall be eligible for such vacancy. Provided, no member whose job duties cause him/her to be a “supervisor” or “manager”, as those terms are defined by the National Labor Relations Act, as amended, of any person eligible for membership in Physicians for Responsible Negotiation shall be qualified for election as an officer of Physicians for Responsible Negotiation. Provided, also, any officer who, although qualified when elected, may not continue in office upon becoming a “supervisor” or “manager” of any person eligible for membership in PRN.

SECTION 3.

National President. The National President shall preside at the National Convention and at the National Board of Directors meetings. He/she shall enforce the Constitution and these Bylaws; it shall be his/her duty to insure that the will of the National Convention is carried out. He/she will sign all official documents pertaining to his/her office. He/she shall be a member of all committees of Physicians for Responsible Negotiation. He/she shall appoint a budget committee of not less than three members, one of whom shall be the National Treasurer. The duties of the budget committee shall be to estimate the revenues and expenses of Physicians for Responsible Negotiation, present it to the National Board of Directors for approval and make recommendations for the allocation of funds and other recommendations related to the finances of Physicians for Responsible Negotiation. The President shall direct a yearly independent audit of the National Treasurer and the organization’s books and records immediately following the close of each fiscal year, and at such other times as the President or the National Board of Directors shall deem necessary. Copies of the annual financial statements and of the annual audit report shall be furnished to members of the National Board of Directors and mailed to each Chapter President. He/she shall also perform such other duties as are usually incidental to his/her office.

SECTION 4.

National Treasurer. The National Treasurer shall be custodian of all of the funds and assets of Physicians for Responsible Negotiation and shall receive and receipt for all monies. He/she shall direct disbursement of monies of Physicians for Responsible Negotiation in

payments of obligations incurred on behalf of Physicians for Responsible Negotiation upon the proper presentation of a voucher signed by the National President, the Executive Vice President, or the National Board of Directors. The National Treasurer shall direct the opening of, with the approval of the National Board of Directors, checking and other accounts. Each check drawn upon the general account of Physicians for Responsible Negotiation shall be signed by the National Treasurer, the National President or the National Executive Vice President. The National Treasurer shall be a member of the National Board of Directors. He/she shall also perform such other duties as are usually incidental to the office of treasurer. The National Treasurer shall, with the approval of the National President and subject to policies approved by the National Board of Directors, direct the investment of any surplus funds of Physicians for Responsible Negotiation. In making such investments in all cases, such investments shall be made in accordance with the 'Prudent Man Rule'. In addition to the foregoing powers and discretion, the National Treasurer is authorized to direct purchase of certificates of deposits, securities of the United States, corporations, commercial notes, and to make investments in the securities of registered investment companies. In connection with the investments of Physicians for Responsible Negotiation, the National Treasurer is authorized, subject to the approval of the National Board of Directors, to approve the payment of reasonable fees and expenses of any bank or investment counselor for advice with respect to such transactions.

SECTION 5.

National Secretary. The National Secretary shall have the custody of and maintain the papers and other documents and records of Physicians for Responsible Negotiation, its National headquarters office, the National Board of Directors and of the preceding National Convention. He/she shall be authorized in the event of the death, resignation or other inability to serve of the National President to summon the National Board of Directors for the election and installation of a successor. In the event that the National Secretary shall fail, refuse or neglect, within fifteen days after said death, resignation or other cause, to issue a call for said meeting of the National Board of Directors to be held within thirty days after said death or resignation, then said meeting for the purpose of electing a successor may be held upon the written demand signed by representatives of three or more chapters/or affiliates, giving fifteen days notice thereof.

IV. National Board of Directors

SECTION 1.

Between National Conventions and before the first Convention, the administrative powers of Physicians for Responsible Negotiation shall be vested in the National Board of Directors. The National Board of Directors shall have power to interpret and, when necessary, amend and rescind these Bylaws, to adopt resolutions, make rules and take such other actions necessary to govern Physicians for Responsible Negotiation, provided all such activities shall be consistent with the Constitution.

SECTION 2.

The National Board of Directors shall be composed of the National President, the National Treasurer, the National Secretary and six Trustees. Each member of the National Board of Directors shall have one vote on all matters coming before the Board. Provided, no National Board member whose job duties cause him/her to be a “supervisor” or “manager” as those terms are defined by the National Labor Relations Act, as amended, of any person eligible for membership in Physicians for Responsible Negotiation shall be qualified for election as a Trustee of the National Board of Directors. Provided, also, any Trustee who, although qualified when elected, may not continue to be a member of the National Board of Directors upon becoming a “supervisor” or “manager” of any person eligible for membership in Physicians for Responsible Negotiation. Further, at no time may a majority of the then serving members of the National Board of Directors be persons whose non-Physicians for Responsible Negotiation job duties cause them to be a “supervisor” and/or “manager” over two or more non -physician employees.

SECTION 3.

The National Board of Directors may select and retain an Executive Vice President and may delegate such powers and responsibilities to such Executive Vice President as it shall, in its sole discretion, deem appropriate. Such delegable powers and duties include, but are not limited to, the responsibility for execution of all decisions and policies of the Board of Directors, supervision of all employed staff of Physicians for Responsible Negotiation and performance of all duties of a chief executive officer.

SECTION 4.

Members of the National Board of Directors shall be delegates to the National Convention with one (1) vote each, except that the vote of the National President shall be exercised only in his/her capacity as Chairman of the National Convention.

SECTION 5.

The National Board of Directors shall meet:

- a) Within twenty-four hours after adjournment of the National Convention, and
- b) At least quarterly during each fiscal year, and
- c) At such time or times as determined by the National President, and
- d) Within ten days after the written request of four or more members of the National Board of Directors, and
- e) Immediately preceding the holding of the succeeding National Convention.

SECTION 6.

Two-thirds of the members shall constitute a quorum of the National Board of

Directors. Reasonable advance notice of meetings shall be provided to all members of the Board of Directors . Nothing herein shall be construed to prohibit attendance of one or more Board member(s) or all Board members via telephone at any meeting of the Board of Directors.

SECTION 7.

All questions affecting the election, eligibility and conduct of the National Officers shall be referred to and determined by the National Board of Directors, which shall be the final authority thereon except as to recall proceedings.

SECTION 8.

A majority vote of the members of seven or more chapters who have sufficient proof at hand to show that a National Officer or Officers have acted dishonestly or otherwise detrimentally to the best interests of the members, can file a petition for recall with the National Board of Directors. A copy of the charges, which shall be made in duplicate form, must be submitted with petitions for recall. The National Board of Directors shall send one copy of the charges to the Officer who has had recall proceedings filed against him/her, and he/she shall be given an opportunity for defense. Fifteen days shall be allowed him/her to reply to the charges, same to be in writing. If after fifteen days the National Board of Directors has failed to receive reply, they shall proceed to consider whether removal from office is appropriate pursuant to Article III, Section 2.

Questions concerning the interpretation of any provision of the Constitution shall be finally resolved by the National Board of Directors.

Provisions in this Constitution may only be adopted, amended or repealed in the following manner: (1) After the first Convention, written consent of not less than two-thirds of the members, or (2) by vote of a not less than two-thirds of a quorum at a Convention, or (3) by a not less than two-thirds vote of a quorum at a Special Meeting of members duly called for the purpose of considering the adoption, amendment, or repeal of all or certain enumerated Articles or Sections of the Constitution and Bylaws. Prior to the first Convention, the Constitution and these Bylaws may be amended by written consent or vote of not less than two-thirds of the members of the National Board of Directors.

Any adoption, amendment, or repeal of an Article or Section of the Constitution and/or these Bylaws shall become effective immediately after the vote required therefore shall have been certified by the Secretary.

The National Board of Directors of Physicians for Responsible Negotiation shall resolve any question raised concerning the amendment process and procedures.

V. Financial Responsibility

SECTION 1.

Every National Officer and every employee of Physicians for Responsible Negotiation who handles funds or securities of Physicians for Responsible Negotiation shall be bonded, with a recognized surety company, in accordance with the provisions of Section 502(a) of the Federal Reporting and Disclosure Act of 1959, as amended. The bond of each such person shall be fixed at the beginning of the fiscal year and shall be in an amount not less than 10 percent of the funds/securities handled by such person and his predecessor or predecessors, if any, during the preceding fiscal year of the National, but in no case more than \$500,000.

SECTION 2.

Except with respect to a chapter whose property or annual receipts does not exceed \$5,000 in value, every officer, agent, or employee of any chapter who handles funds or other property of such chapter shall be bonded in the same manner as provided for National Officers and employees of Physicians for Responsible Negotiation under Section 1 of this Article V.

VI. Dues and Initiation Fees

SECTION 1.

Physicians for Responsible Negotiation may, as determined by the National Board of Directors, be organized into divisions for physicians employed in the private sector, physicians employed in the public sector, residents and fellows in training and "independent" physicians. "Independent" members are non-supervisory/non-managerial physicians who are either self-employed or not members of a unit of physicians that Physicians for Responsible Negotiation has been certified to represent. "Independent" members also includes State, County, and Specialty Medical Societies that admit only physicians to their membership and who chose to support PRN through a form of Sustaining Membership (non-voting) in Physicians for Responsible Negotiation. The National Board of Directors may also create geographic regions of Physicians for Responsible Negotiation. The National Board of Directors may also establish chapters and other affiliated organizations in the states and territorial commonwealths and insular possessions of the United States as well and shall designate the regional areas under which they shall be assigned.

SECTION 2.

No person shall be required to pay an initiation fee as a condition of joining Physicians for Responsible Negotiation.

SECTION 3.

The dues for physicians who are members of a unit of physicians that Physicians for Responsible Negotiation has been certified to represent shall be \$25.00 per month for residents and fellows in training, and \$50.00 per month for public sector employed physicians and private sector employed physicians. The dues for “independent” members shall be \$50.00 per year for individual physicians and \$250.00 per year for medical societies. Retired or permanently disabled members not in active practice shall also pay dues of \$50.00 per year. Dues shall be increased only in conformance with the requirements of the Labor Management Reporting and Disclosure Act.

SECTION 4.

Assessments for the payment of expenses of Physicians for Responsible Negotiation not covered by monies received as membership dues and initiation fees may be levied by the National Board of Directors against each member only in conformance with the requirements of the Labor Management Reporting and Disclosure Act.

VII. Chartering and Governance of Chapters, Affiliates and Members

SECTION 1.

Chapters and other affiliates may be chartered by the National Board of Directors.

SECTION 2.

Each chapter or other affiliate shall propose a name, which must be approved by the National Board of Directors.

SECTION 3.

Those who desire to form a chapter or other affiliate shall make written application to the National Board of Directors. The National President and the National Secretary shall review such application, and if approved by them and the Board of Directors, the Chapter Members will be so notified by the National Secretary.

SECTION 4.

Upon chartering of a chapter by Physicians for Responsible Negotiation, the members shall elect a President, a Treasurer and such other officers as they shall deem advisable from the membership of the organization.

SECTION 5.

All officers of a chapter shall be elected by a majority vote of the membership

participating in the election who are eligible to vote. The election shall be by secret ballot not less than once every three years. Absentee balloting may be permitted subject to the regulations of the U.S. Department of Labor.

SECTION 6.

No less than fifteen days prior to an election, notice thereof shall be mailed to each member at his/her last known home address. A reasonable opportunity shall be given for the nomination of candidates and every member in good standing shall be eligible to be a candidate and to hold office and shall have the right to vote for or otherwise support the candidate or candidates of his choice, without being subject to penalty, discipline or improper interference or reprisal of any kind by the chapter or any member thereof. Each member eligible to vote shall be entitled to one vote. No member whose dues have been withheld by an Agency pursuant to his/her voluntary authorization shall be declared ineligible to vote or be a candidate for office by reason of alleged delay or default in the payment of dues. The votes cast shall be counted; the results published separately. The ballots and records pertaining to the election shall be preserved for one year. No monies received by way of dues, assessments, or similar levy, shall be contributed or applied to promote the candidacy of any person in a chapter election. However, such monies may be utilized for notices, factual statements of issues not involving candidates, and other expenses necessary for the holding of an election.

SECTION 7.

Each newly authorized chapter may adopt as its constitution and bylaws, the Constitution and Bylaws of Physicians for Responsible Negotiation. If any other form of Constitution or Bylaws is adopted, it must be approved, in advance, by the National Board of Directors. No permanent charter will be issued until the requirements of this Section are fulfilled. Chapter and affiliate dues and assessments shall be only those dues and assessments approved by the National Board of Directors as set forth in the Chapter's Bylaws.

SECTION 8.

The following shall constitute offenses the commission of which shall subject any officer or member of Physicians for Responsible Negotiation or of any subordinate or affiliated body of Physicians for Responsible Negotiation or a subordinate body itself, to disciplinary action as set forth herein: a) Violating any provision of the Constitution or Bylaws of Physicians for Responsible Negotiation or of a subordinate body or failure to perform duties or functions specified or required therein; b) Violation of the oath of office; c) The wrongful taking, destruction or retention of any money, property, books, papers or any other item belonging to Physicians for Responsible Negotiation, or an affiliate or chapter. d) Committing any unlawful or dishonest act; e) Making known the confidential business of Physicians for Responsible Negotiation or of a subordinate body thereof to persons not entitled to such confidential information; f) Failure of

members to pay their membership dues; g) Physicians for Responsible Negotiation expects its officers and the officers of its chapters and affiliates to adhere to a high and exemplary standard of conduct at all times. Accordingly, any officer who commits an illegal or fraudulent act or engages in conduct contrary to the mission and purpose of Physicians for Responsible Negotiation shall also be subject to discipline.

SECTION 9.

An officer or member or subordinate body found guilty of any of the foregoing after the filing of charges and the holding of hearings and other procedures as prescribed herein, may be disciplined by fines, suspension, expulsion, probation, being placed in trusteeship, or other appropriate disciplinary action.

SECTION 10.

Except in cases of automatic suspension or expulsion for nonpayment of dues or other financial obligations, no disciplinary action shall be taken for violation of any provision of the Constitution or these Bylaws until the charged party, be it an individual or a subordinate body, has been accorded the following procedures:

a) The charged party shall be furnished a copy of the charges, together with a notice of hearing on such charges before a trial board. Such notice shall give the accused reasonable time (not less than ten (10) consecutive days within which to prepare a defense and appear for trial). Charges against a chapter or officer of a chapter shall be forwarded to the attention of the National Board of Directors immediately by the charging authority. b) The charged party shall be accorded a full and impartial trial, with the right to appear personally and be represented by any member of Physicians for Responsible Negotiation and/or legal counsel.

SECTION 11.

All charges shall be in writing signed by the charging party, and shall be sufficiently explicit so as to inform the accused of the nature of the offense with which he/she is charged.

SECTION 12. Each chapter or affiliate will have a trial board which will consist of three members elected by the chapter membership. The trial board will elect one of its members to act as the hearing officer for the purpose of holding hearings. The hearing officer shall conduct the trial, shall make findings of fact and conclusions of law in respect to such charges, and shall recommend to the trial board what disciplinary action, if any, is to be taken by the trial board, but the trial board shall determine for itself what disposition should be made of the charges. Further, appeal may be made to the National Board of Directors within thirty days after receipt of the final decision of the trial board.

SECTION 13.

The National Board of Directors shall have jurisdiction to hear and determine

any and all charges brought under or against the Constitution or these Bylaws. In cases where charges involving a subordinate body, its officers or members are presented to the National Board of Directors, the National Board of Directors may, if it deems it expedient, refer such charges to the subordinate body involved. The Boards of Directors or trial boards of chapters have jurisdiction only to hear charges against members and officers of the chapter.

SECTION 14.

In any emergency situation created by acts of subordinate bodies or their members or officers, which violate the Constitution and/or Bylaws of Physicians for Responsible Negotiation, the National President with approval of the National Board of Directors, if in his/her judgment such an emergency exists and the best interests of Physicians for Responsible Negotiation so require, may assume original jurisdiction in such matters whether or not charges have been filed with another body and are pending. Under such circumstances, the National President may suspend the member, officer or subordinate body involved for thirty (30) days pending an appeal to the National Board of Directors. It is further provided, however, that in emergency situations where secession or dissolution of a subordinate body is threatened, or where the dissipation, removal or loss of the funds or assets of a subordinate body is threatened, the National President is empowered summarily to suspend such subordinate body, officer or member, pending a hearing, which hearing shall be held within thirty (30) days after said suspension.

SECTION 15.

In case of the dissolution or the expulsion of a subordinate body or an officer of a subordinate body or of a National Officer, all funds, properties, books and assets belonging to the subordinate body, or held by an officer of the subordinate body, or the National Officer shall be turned over to a duly-authorized representative of Physicians for Responsible Negotiation designated by the National President or the National Board of Directors and Physicians for Responsible Negotiation shall have the right to possession of such funds, properties, books and assets. All such funds, properties, books and assets received by the National Board of Directors shall be held in trust by it until such time as such subordinate body which has been dissolved or expelled is either reconstituted, rechartered or reorganized, at which time such funds, properties, books and assets shall be returned to such reconstituted body; provided, however, that if such subordinate body is not reconstituted, rechartered or reorganized within a period of two (2) years from the time such funds, properties, books and assets are received by the National Board of Directors, such funds, properties, books and assets shall become the property of Physicians for Responsible Negotiation.

SECTION 16.

In all cases where a subordinate body has been suspended under the provisions of these Bylaws, the National President shall, with the approval of the National Board of Directors, have the power to assume charge of the affairs and business of such suspended

subordinate body by the appointment of a trustee for the purpose of assuming such charge. Such trustee shall have the right upon demand, to all the funds, properties, books and assets of the suspended organization for the period that he/she is in charge, such properties to be held in trust for the benefit of the subordinate body and to be expended only to the extent necessary for the proper conduct of the affairs of the subordinate body. The trustee shall be adequately bonded. The trustee so appointed shall be authorized and empowered to remove any or all officers from office but not from membership and appoint temporary officers for the duration of his/her trusteeship, and to take such other actions as in his/her judgment are necessary for the preservation of the subordinate body, all subject to the direction, instructions, and approval of the National President. Any officer who may be suspended by the trustee under the provisions of this section shall surrender to him/her upon proper receipt therefore, all monies, books and properties of the subordinate body. The trustee may appoint temporary chapter officers. The trustee shall be empowered to pay all claims which are properly approved if funds therefore are available, and in all necessary particulars to conduct the affairs and management of the subordinate body with the assistance of the temporary officers herein provided for until the trusteeship is terminated. Expenses including salaries, but not exceeding the current costs of administration of the affairs of the subordinate body, which are assumed by such trustee, shall be paid out of the funds of the subordinate body, if they are available; otherwise they shall be borne by Physicians for Responsible Negotiation. Such trusteeship shall be continued no longer than is necessary to coordinate and reorganize the affairs of the subordinate body and shall in all events be concluded as soon as practicable within the judgment of the National President; provided, however, that the suspended subordinate body shall have the right to appeal to the National Board of Directors for removal of the trusteeship if it is deemed that such trusteeship has been continued longer than necessary; provided, further, however, that no such appeal shall be made at an interval of less than six (6) months. In connection with any such appeal, the subordinate body involved shall have the right to a full hearing on the question of whether the trusteeship shall be continued. In no event, shall a trusteeship be continued for a period longer than two (2) years.

SECTION 17.

Any person or body against whom disciplinary action has been taken or whose charges have been dismissed in whole or in part shall have the right to appeal as follows:

- a) From the disciplinary action of, or dismissal of charges by a chapter,
 - 1) to the National President
 - 2) to the National Board of Directors and
 - 3) to the Convention
- b) From the disciplinary action of, or dismissal of charges by the National Board of Directors, 1) to the Convention.

SECTION 18.

In acting as an appeal board, the National Board of Directors may appoint one or

more of its members, who shall be impartial, to act for it for the purpose of hearing any appeal, in which case the member so named shall make recommendation to the National Board of Directors concerning the disposition of the appeal, but the National Board of Directors shall determine for itself what final disposition shall be made of the appeal.

SECTION 19.

Appeals shall be taken within reasonable time not to exceed thirty (30) days from the date that notice of disposition of the charges or disposition of any intermediate appeal is received; provided, however, that the body considering the appeal may, in its discretion, extend such time for appeal if circumstances so warrant. Appeals shall be in writing and shall state the basis of the appeal. The appellant shall be permitted to present such appeal in person before any appellate tribunal, provided, however, that in the case of an appeal to a Convention, such personal appeal shall be limited to appearance before the Convention Committee established to deal with appeals unless such appeals committee or the Convention itself determines to permit a personal appearance before the Convention.

SECTION 20.

Individuals, or subordinate bodies against whom disciplinary action has been taken shall be obligated to exhaust all remedies provided in these Bylaws before resorting to a court of law or other tribunal.

SECTION 21.

Any member of a chapter may use the following procedure to appeal the results of an election for chapter offices and delegates to the National Convention.

a) Within seven calendar days after the tally of ballots has been furnished to the members of the chapter, any member of that chapter may file objections to the conduct of the election or conduct effecting results of the election to the chapter's executive committee or Board of Directors. Objections must be made in writing and must contain specific reasons in support thereof.

b) The chapter's Board of Directors will conduct an investigation into the election. Such inquiry will be made by that body in any manner it deems necessary to conduct a fair and impartial investigation. The decision by that body will be in writing and the decision will be rendered within 15 calendar days after receipt of the objections. All members of the chapter will be informed of the decision including the party filing the objections. If any member of the chapter is not satisfied with the decision, he/she may appeal that decision to the National Board of Directors within seven calendar days after the decision has been furnished to the members of the chapter. If the body investigating the election does not render the decision within 15 calendar days after receipt of the objections, the party filing the complaint may terminate his/her appeal to the chapter and file his/her objections with the National Board of Directors. The National Board of Directors may extend the time limit to which the party may appeal for good cause.

c) Within seven calendar days after receipt of the objection, the National President will appoint a three-member board of review to investigate the objections to the election.

d) The National Board of Directors may designate any three individuals to serve on this Board, with the proviso that one national vice president will be Chairman of the Board of Review. The Board will investigate the election by taking the following steps:

- 1) Inform all members of the chapter of the time and place of the investigation.
- 2) Secure any documentary evidence that is pertinent and material.
- 3) Conduct personal interview with anyone who desires to testify.

e) After the Board of Review makes its review as outline in Subsection c, it will review its findings. After a decision is reached by a majority of the Board, the chairman will render the decision to the National Board of Directors. The decision of the Board of Review will be final and the results of the chapter election will be certified. The National Board of Directors will notify the chapter president and the party filing the objections of the decision of the Board of Review.

Approved this 4th day of February, 2002.

Mark L. Fox, MD
Secretary