

CONSTITUTION
OF
PHYSICIANS FOR RESPONSIBLE NEGOTIATION

PREAMBLE

We the physicians of the United States, in order to form a national labor organization that will promote the art and science of medicine, the betterment of public health and the integrity of the patient/physician relationship through collective bargaining, have adopted this Constitution for Physicians for Responsible Negotiation. We are dedicated to fair treatment for our members, quality patient care and the protection of patient rights. We will accomplish our goals through the ethical use of advocacy, negotiation and other lawful means.

ARTICLE I

NAME

This organization shall be known as Physicians for Responsible Negotiation.

ARTICLE II

MEMBERS

All licensed 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 training program shall be eligible for membership in Physicians for Responsible Negotiation, on such terms, conditions and limitations as shall be specified in the Bylaws.

ARTICLE III

GOVERNANCE

The governing body of Physicians for Responsible Negotiation shall be the National Convention, which shall establish the policies, priorities and rules of the organization, and which shall elect the officers and directors of the organization. The first National 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, along with the place, be announced by the Board of Directors as required by law. The second and all subsequent Convention(s) of the organization shall be held every five years at times and places fixed by the National Convention. Selection of delegates to the National Convention and all other rules and conduct of the National Convention shall be as set forth in the Bylaws.

ARTICLE IV

ETHICS

Physicians for Responsible Negotiation shall strictly adhere to the American Medical Association's Principles of Medical Ethics, which prohibit this organization, or any of its members, from engaging in any strike by the withholding of essential medical services from patients. Physicians for Responsible Negotiation also subscribes to and shall conduct itself in accordance with all applicable Standards for Conduct of Labor Organizations as announced by the United States, the several States, Counties and Municipalities and their subdivisions. Standards of Conduct for all officers, directors and members shall be established in the Bylaws.

ARTICLE V

OFFICERS

The national officers of Physicians for Responsible Negotiation shall be:

National President
National Treasurer
National Secretary

The officers shall be elected by the National Convention, except for vacancies occurring between National Conventions, and shall have such authority, duties, responsibilities and requirements as shall be specified in the Bylaws. Prior to the first National Convention, the officers shall be selected, and replaced if necessary, by the Board of Directors.

ARTICLE VI

BOARD OF DIRECTORS

There shall be nine members of the National Board of Directors. Those members are: the National President; the National Treasurer; the National Secretary and six members elected by the National Convention. Prior to the first National Convention, the National Board of Directors shall have the power and authority to interpret and, when necessary, amend this Constitution, to adopt Bylaws, resolutions and make such rules and take such other actions

necessary to govern Physicians for Responsible Negotiation, provided all such activities shall be consistent with this Constitution. The other powers, authorities and obligations of the National Board and its members shall be as set forth in the Bylaws. The first members of the Board of Directors shall be:

Susan Hershberg Adelman, M.D.
Mark L. Fox, M.D.
Douglas S. Kaplan, M.D.
Michael S. Katz, M.D.
Jerry D. McLaughlin, II, M.D.
John C. Nelson, M.D.
Ross Rubin
Andrew McLean Thomas, M.D.
J. Todd Vande Hey

ARTICLE VII

FINANCIAL RESPONSIBILITY

Every National Officer and every employee of Physicians for Responsible Negotiation who handles funds or other property 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 each fiscal year and shall be in an amount not less than 10 percent of the funds handled by such person and his/her predecessor or predecessors, if any, during the preceding fiscal year, but not more than \$500,000. The Board of Directors may require other persons to be bonded by resolution or Bylaw.

ARTICLE VIII

DUES AND INITIATION FEES

The dues and initiation fees for membership in Physicians for Responsible Negotiation shall be as set forth in the Bylaws and shall be established and announced as required by law.

ARTICLE IX

AMENDMENTS

This Constitution may be amended or repealed only in the following manner:

After the first Convention, (1) by 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, this Constitution 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 this Constitution and Bylaws shall become effective immediately after the vote required therefor shall have been certified by the Secretary.

ARTICLE X

SAVINGS CLAUSE

If any provision of this Constitution shall be declared invalid or inoperative, by any competent authority of the executive, judicial, or legislative branch of the Federal or a State government, the Board of Directors shall have the authority to suspend the operation of such provision during the period of its invalidity and to substitute in its place and stead a temporary provision which will satisfy the objections to its validity and which will be in accord with the intent and purpose of the invalid provision. However, unless said temporary provision is duly approved as a permanent amendment to the Constitution, it shall automatically cease to have any effect or validity. The remainder of the provisions of this Constitution shall not be affected by the invalidity of any specific provision, and they shall remain in full force and effect.

Executed this 21st day of November, 1999.

Susan Hershberg Adelman, M.D.
President