

**AMENDED AND RESTATED CODE OF REGULATIONS
OF
OHIO DERMATOLOGICAL FOUNDATION**
Last Amended October 3, 2010
by
Board of Trustees

ARTICLE I

PURPOSE

The purpose or purposes for which the Ohio Dermatological Foundation, (the Corporation), was formed is to promote the education of physicians, especially dermatologists, in the diagnosis, care and cure of skin diseases, and to promote the best interests of the specialty of dermatology in the State of Ohio. Also, it is the organizational purpose to approve funds to support education of Ohio dermatologists by creating an endowment of not less than \$1,000,000 as rapidly as possible. Funds will accrue from profits made at the annual meeting and made by donation by various philanthropists.

ARTICLE II

MEMBERS

Section 2.1. Membership.

The members of the Corporation shall consist of members of the Ohio Dermatological Association (the "ODA").

Section 2.2. Rights of Members.

A member shall have no vested right, interest or privilege of, in, or to the assets, functions, or affairs of the Corporation, or any right, interest or privilege which may be transferable or inheritable, or which shall continue after his OR HER membership ceases.

Section 2.3. Termination of Membership.

Whenever any member shall cease to have the qualifications necessary for admission to membership in the Corporation, then such membership shall terminate. Any member may resign from the Corporation by delivering a written resignation to the President or Secretary of the Corporation.

Section 2.4. Removal of Members.

The Board of Trustees shall develop criteria for the removal of members.

Any member may be removed from membership by the affirmative vote of a majority of the membership, registered in person or by proxy, at a regular or special meeting called for that purpose; or by the affirmative vote of a majority of the Board of Trustees. Any such member proposed to be removed shall be entitled to at least ten (10) days notice in writing by certified mail return receipt requested of the meeting at which such removal is to be voted upon and shall be entitled to appear before and heard at such meeting.

Section 2.5. Annual Dues.

Except as otherwise provided herein, every member may be required to pay annual dues based upon such membership classes and in amounts which may be determined by the Board of trustees from time to time.

ARTICLE III

MEETINGS OF MEMBERS

Section 3.1 Annual Meetings.

The annual meeting of the members of the Corporation shall be held to coincide with the annual meeting of the Ohio Dermatological Association, or on such other date, and at such place, as may be designated by the Board of Trustees from time to time, for the transaction of such business as may come before the meeting.

Section 3.2. Special Meetings.

A special meeting of this Corporation shall be called by the Secretary or President, pursuant to a resolution of the Board of Trustees, or upon the written request of two trustees, or by ten percent (10%) of the members. Calls for special meetings shall specify the time, place, and object(s) Special meetings could also be conducted by internet. If trustees were not elected at the annual meeting, or if vacancies have occurred since the last election, the election of Trustees may be held at a special meeting of the Corporation.

Section 3.3 Waiver of Notice.

Any member, either before or after any meeting, may waive notice thereof required by law, the

Articles, or these Regulations. Waiver must be in writing and filed with, or entered upon, the records of the meeting. Notice of a meeting will be deemed to have been waived by any member who attends such meeting either in person or by proxy and who does not, before or at, the commencement of the meeting, protest the lack of proper notice.

Section 3.4. Quorum.

At any meeting of the members a quorum shall consist of ten percent (10%) of the members entitled to vote, whether in person or by proxy. Less than ten percent (10%) in person or by proxy shall adjourn the meeting. However, if membership voting is conducted via the internet, ten percent (10%) of the members would need to vote (either yes, no, or abstain) to sanction the process.

Section 3.5. Member Actions.

The affirmative vote of a majority of the members authorized to vote, whether in person, by internet or by proxy, present at any meeting of the members at which a quorum is present shall be the act of the members, provided that less than a majority affirmative vote of the members shall be sufficient to defeat any matter brought to vote. Internet votes are to be recorded and entered into the minutes.

Section 3.6. Proxies.

Any member entitled to vote at a meeting of members may be represented and vote thereat by proxy appointed by an instrument in writing, submitted by such member, or by his/her duly authorized attorney, and submitted to the Secretary at or before each meeting.

Section 3.7. Voting.

Each member shall be entitled to one (1) vote in person or by internet or by proxy. A vote may be by written ballot, mail ballot, or by internet or orally. The Board of Trustees shall establish procedures with respect to voting by written mail ballot.

Section 3.8. Order of Business.

The order of business shall be as follows at all meetings of members:

- a) Roll call to establish quorum.
- b) Appointment of inspectors of election.
- c) Reading and approval of previous meeting=s minutes.
- d) Presentation of financial reports.
- e) Reports of Trustees and Committees.
- f) Presentation of Officers= reports.

- g) Election of Trustees.
- h) Consideration of unfinished business.
- i) Consideration of new business.

Section 3.9. Conduct of Meetings.

The rules contained in "Roberts Rules of Order Revised" shall govern the conduct of the members of the Corporation in all cases in which they are applicable so long as they are consistent with the laws of the State of Ohio, the Articles of Incorporation and these Code of Regulations.

Section 3.10. Inspectors by Election.

Three (3) Inspectors of Election shall be chosen by vote of members at the first meeting and by the Board of Trustees at each subsequent meeting. Any question relating to the number of members in good standing, the voting rights of each, the vote at a meeting, the existence of a quorum, the authenticity, validity, and effect of proxies, votes, ballots, consents, waivers, or releases shall be determined by a majority vote of the Inspectors with such decision being final.

ARTICLE IV

BOARD OF TRUSTEES

Section 4.1. General Powers of Board.

The power of the Corporation shall be exercised, its business and affairs shall be conducted and its property controlled by the Board of Trustees, except as otherwise provided by the laws of the State of Ohio, the Articles, or these Regulations.

A trustee shall perform his/her duties as a trustee including committee membership, in good faith and in the best interests of the Corporation, with the care that an ordinarily prudent person in like position would use in similar circumstances. The trustee is entitled to rely on information, opinion, reports or statements, including financial statements, and other financial data that are presented by:

- A) Other trustees, officers, or employees of the Corporation who the trustee believes are reliable and competent.
- B) Counsel, public accounts, or their persons the trustee reasonably believes are within that person's professional or expert competence.
- C) A committee of the Trustees upon which the trustee does not serve, which as duly established

in accordance with the Articles or Regulations, as to matters within its designated authority, which committee the trustee reasonably merits confidence.

A person who, as a Trustee of the Corporation, performs his/her duties in accordance with this Section, shall have no liability because he/she is or has been a trustee of the Corporation.

Section 4.2. Number and Qualifications.

The number of Trustees shall be eleven (11) without amending these regulations, the number of Trustees may be fixed or changed by resolution adopted by the vote of members representing a majority of the voting power present, in person or by proxy, at any annual meeting, or any special meeting called for that purpose, provided, however, that the Trustee roll is maintained at an odd number of trustees, as opposed to an even number. No reduction of the number of trustees shall have the effect of removing any trustee prior to the expiration of his/her term of office.

Section 4.3. Composition of Trustees and Term.

The composition of the Board of Trustees shall be as follows:

- A) Seven (7) trustees shall be from the membership of the Ohio Dermatological Association (ODA), and shall include the current ODA President, the current ODA President-Elect, and the Immediate Past President of the ODA. In addition, after the immediate Past President completes his/her one year appointment, he/she will automatically assume an additional three-year appointment as an ODF Trustee. The one remaining trustee position to be filled from the ODA membership shall be elected by the ODA membership or appointed by the Board of Trustees for a three (3)-year appointment.
- B) The remaining four (4) trustees shall be appointed (appointed trustees) by the seven (7) trustees drawn from the ODA and shall be comprised as follows:

1. One (1) Appointed Trustee shall be a physician from within the membership of the ODA (appointed trustee at large). The term of the appointed trustee at large shall be for one (1) year.
2. The remaining three (3) Appointed Trustees shall be appointed for one (1) year from members of the general public or distinguished past or present members of the ODA/ODF, who are philanthropists of the Corporation or have shown great interest in the Corporation.

C) There are no restrictions on how many terms a Trustee can serve.

Section 4.4. Election of ODA Trustees at Large.

At each meeting of the members called for the purpose of electing ODF Trustees at Large, at which a quorum is present, the person receiving the greatest number of votes shall be the ODF Trustee at Large.

Section 4.5 Election of Appointed Trustees.

Following the Annual Meeting of the members, or in the case of a vacancy, at a meeting held by the ODF Trustees to fill a vacancy in the Appointed Trustees, which a quorum of ODF Trustees is present, the persons receiving the greatest number of votes shall be the Appointed Trustees, provided that there shall, at all times, be no more than one (1) Appointed Trustee at Large or three (3) Lay Trustees appointed to the Board of Trustees.

Section 4.6. Vacancies.

Except as otherwise provided for herein, a vacancy in the Board of Trustees may be filled by a majority vote of the remaining Trustees, (not including the Appointed Trustees), even though they are less than a quorum, until the members hold an election to fill the vacancy. The members may fill any ODF Trustee at Large vacancy in the Board (whether or not the vacancy has previously been temporarily filled by the remaining Trustees) at any members= meeting called for that purpose. Vacancies of Appointed Trustees may be filled for the unexpired term only by the ODF Trustees, and not by the members.

Section 4.7. Removal of Trustee.

Any Trustee may be removed either with or without cause at any time by the affirmative vote of a majority in voting power of the members of record of the Corporation entitled to vote taken at a special meeting of the members called for that purpose. The vacancy in the Board of Trustees caused by any such removal may be filled by the members at such meeting.

Section 4.8. Compensation and Expenses.

The Trustees shall not receive any compensation for their services as such, but the Board of Trustees, by resolution, shall have the power to, and in their discretion may, contract for and pay to Trustees rendering unusual or special services to the Corporation, special compensation appropriate to the value of such services. No Trustee shall be precluded from serving the Corporation as an officer or in any other capacity or from receiving compensation therefor. Trustees may be reimbursed for their reasonable expenses incurred in the performance of their duties if such reimbursement is authorized by majority of them.

Section 4.9. May Adopt Bylaws.

The Board of Trustees may adopt Bylaws to govern its own proceedings and its transaction of business, as well as the administration of the Corporation, the conduct of the Corporation's business and other affairs, management of the Corporation's property, and any other matters properly with the authority or discretion of the Board of Trustees so long as they are consistent with the laws of the State of Ohio, the Articles of Incorporation and the Code of Regulations.

Section 4.10. Quorum.

At any meeting of the Board of Trustees a quorum shall consist of a simple majority of all the Trustees. Less than a majority of all the Trustees in attendance shall adjourn the meeting of Trustees. However, if the Board conducts voting via the internet, a simple majority of members would be needed to sanction the process, unless voting on amendments which takes a two-thirds majority.

Section 4.11. Trustees Actions.

The affirmative vote of a majority of the Trustees present at any meeting of the Board of Trustees which a quorum is present shall be the act of the Trustees, provided that less than a majority affirmative vote of the Trustees shall be sufficient to defeat any matter brought to vote.

Section 4.12. Action in Lieu of Meeting.

Any action which, by virtue of any provisions of the laws of Ohio, these Articles, or these Regulations, may be taken at a meeting of the Trustees, may be taken without a meeting if authorized by a writing signed by all of the Trustees.

Section 4.13. Meetings By Any Means of Communication.

Any action which, by virtue of any provisions of the laws of Ohio, these Articles, or these Regulations, may be taken at a meeting of the Trustees, may be taken without a meeting through the use of, any means of communication by which all the Trustees participating may simultaneously communicate with each other. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

Section 4.14. Voting Stock in Other Corporations.

Shares of stock in other corporations held by this Corporation shall be voted by an officer or officers of this Corporation in the manner designated by the Trustees. A Trustee of this Corporation may serve as a Director or Trustee of such other corporation if so elected without being disqualified as a Trustee of this Corporation.

ARTICLE V.

OFFICERS

Section 5.1. Number and Titles.

The officers of this Corporation shall be a President, Executive Vice President, Secretary and a Treasurer. Officers may or may not be Trustees of this Corporation. The Board of Trustees, in its discretion, may create additional offices of Vice-President or Executive Director, as it may from time to time see fit, and may further create Assistant Secretaries and Assistant Treasurers. Other than the President, any person may hold two or more offices and perform the duties thereof. The office of Secretary and Treasurer may be combined.

Section 5.2. Election. Terms of Office, Qualifications and Compensation.

At the first meeting of the Board of Trustees in each year (at which a quorum shall be present) held next after the annual meeting of the members, the Board of Trustees may elect officers of the Corporation (including the President), and designate and appoint such subordinate officers and employees as it shall determine. They may also appoint an Executive Committee or Committees from their number and define their power and duties. The term of office shall be for one (1) year or until a successor is elected and qualified. The offices of Secretary and Treasurer may serve up to three (3) annual terms, and thereafter, they may not succeed themselves without at least one year=s absence from office. Officers shall serve without compensation unless the Board specifically grants compensation to one or more officers. Officers may be reimbursed for their reasonable expenses incurred in the performance of their duties if such reimbursement is authorized by the Board of Trustees.

Section 5.3. Removal.

Any officer may be removed, either with or without cause, at any time by the Board of Trustees at any meeting. The notices (or waiver of notices) shall specify that such removal action was to be considered. Any officer appointed by an officer or committee to which the Board shall have delegated the power of appointment may be removed either with or without cause by the committee or superior officer (including successors) who made the appointment, or by any committee or officers upon whom such power of removal may be conferred by the Board of Trustees.

Section 5.4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled in the manner prescribed for regular appointments or election to such office.

Section 5.5. Powers, Authority and Duties of Officers.

Officers of the Corporation shall have the powers and authority conferred and the duties prescribed by law in addition to those hereinafter specified.

Section 5.6. President.

The President of the Corporation shall preside at and over all meetings of the members. Subject to the control of the Board of Trustees, the President shall be the chief executive officer of the Corporation, supervise and manage the business of the Corporation, coordinate and supervise the work of its officers, and carry into effect the resolutions of the Board of Trustees, employ, direct, fix the compensation of, discipline, and discharge its personnel, employees, agents, professional advisors and consultants, and to perform all functions as a General Manager of the Corporation in business, as provided in section 1702.34. Of the Revised Code of Ohio, or any other pertinent statute. The President may sign, execute and deliver in the name of the Corporation, all deeds, mortgages, bonds, contracts, or other instruments, either when specifically authorized by the Board of Trustees.

Section 5.7. Executive Vice President.

The Executive Vice President of the Corporation shall perform all of the duties of the President, in the event of the President's death or disability.

Section 5.8. Vice President.

The Vice-President shall perform such duties as may be assigned to him/her or them, individually or collectively, by the Board of Trustees or by the President. In the absence or disability of the President, the Vice-President or Vice-Presidents may perform such duties of the President as the President or Board of Trustees may designate.

Section 5.9. Treasurer.

The treasurer shall have the custody of the funds and securities of the Corporation, under direction of the Board of Trustees, he may endorse on behalf of the Corporation for collection, checks, notes, or other obligations. He shall deposit the funds of the Corporation to its credit in such banks or depositories as the Board of Trustees may from time to time designate. The fiscal year of the Corporation shall be such year as the Board of Trustees may elect. He shall submit to the annual meeting of the members, a statement of the financial condition of the Corporation, including Profit and Loss statements and Balance sheet, and whatever else is required by the Board of Trustees. He shall keep in books of the Corporation full and accurate accounts of all monies received, and paid by him for accounts of the Corporation. He shall render statements for services rendered by said Corporation and such statements shall be rendered in the corporate name and may, at the discretion of the Board of Trustees, be rendered in a division name or trade name owned or used by said Corporation.

The Treasurer can be replaced by a majority vote of the Board of Trustees at any time, but will be allowed to succeed himself, if no replacement is named by the Board of Trustees.

Section 5.10. Secretary.

The Secretary shall keep the minutes of all proceedings of the Board of Trustees and the members, and make a proper record of the same, which shall be attested by him. He shall take charge of such corporate record minutes, and generally perform such duties as may be required by the Board of Trustees. The Secretary shall sign membership certificates as may from time to time be issued by this Corporation.

ARTICLE VI.

EXECUTIVE AND ADVISORY COMMITTEES

Section 6.1. Executive Committee.

The Board of Trustees may designate three (3) or more Trustees to constitute an Executive Committee, which shall have and may exercise all of the authority of the Board of Trustees in the management of the business and affairs of the Corporation, provided such Committee shall not have the authority of the Board of Trustees in reference to amending the Articles of Incorporation, adopting a plan of merger or adopting a

plan of consolidation with another corporation or corporations, recommending to the members, the sale, lease, exchange, mortgage, pledge, or other disposition of all or substantially all of the property and assets of the Corporation if not made in the usual and regular course of its business, recommending to the members a voluntary dissolution of the Corporation or a revocation thereof, amending, altering or repealing the Regulations of the Corporation, electing or removing officers of the Corporation or members of the Executive Committee, fixing the compensation of any members of the Executive Committee, amending, altering, or repealing any resolution of the Board of Trustees which by its terms provided that it shall not be amended, altered or repealed by the Executive Committee. The designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Trustees, or any member thereof, of any responsibility imposed upon it or him by law.

Section 6.2. Advisory Committee.

The Board of Trustees may appoint from the Corporation=s members, or from such other person or persons as the Board may select, one or more Advisory Committees, and at any time may appoint additional members thereto. The members of any such Committee shall serve at the pleasure of the Board of Trustees. Such Advisory Committees shall advise with and aid the officers and Board of the Corporation in all matters designated by the Board. Each Committee may, subject to the approval of the Board of Trustees, prescribe rules and regulations for call and conduct of meetings of the Committee and other matters relating to its procedure, so long as they are consistent with the laws of the State of Ohio, the Articles of Incorporation and this Code of Regulations. Example of Advisory Committees which may be set up are: Education Committee, Publication Committee, Finance Committee, Scholarship/Grant Committee and Research Committee.

Section 6.3. Advisory Committee of Department Chairmen.

The Board of Trustees may cause to be formed a standing advisory committee consisting of the current chairperson from the department of dermatology from each respective accredited formal dermatology teaching program located within Ohio (Faculty Advisory Committee). At the time of adoption of this Amended Code of Regulations, such recognized programs are at the following institutions:

The Ohio State University School of Medicine
University of Cincinnati School of Medicine
The Cleveland Clinic Foundation
University Hospitals of Cleveland
MetroHealth Medical Center
Wright State University School of Medicine
University of Toledo College of Medicine

Ohio University College of Osteopathic Medicine
Northwestern Medical School

During their tenure on the Faculty Advisory Committee, the committee members may not hold office as a Trustee or officer of the Foundation. The Faculty Advisory Committee members shall be limited to the current dermatology department or division chairpersons or acting chairpersons. Any change in chairpersons at any of the institutions which comprise the Faculty Advisory Committee shall automatically be reflected on this committee without any formal action taken by the Board of Trustees.

Section 6.4. Nominating Committee.

The Nominating Committee shall consist of three (3) members of the Board of Trustees including the President of the ODA, The President-elect of the ODA, and the Immediate Past President of the ODA. They will decide among themselves who will act as Chairman. The Nominating Committee shall recommend to the ODF Trustees at least two (2) members to run for each elected and/or appointed position of Trustee, except for the Appointed Trustee at Large who shall be appointed only by the ODF Trustees. The Board of Trustees will fill appointments from the names presented by the Nominating Committee.

Section 6.5. Compensation and Expenses.

The members of any Advisory Committee shall not receive any compensation for their services as such, but by resolution of the Board of Trustees, the Board shall have the power to, and in their discretion may, contract for and pay to members rendering unusual or special services to the Corporation, special compensation appropriate to the value of such services. Members of such Advisory Committees may be reimbursed for their reasonable expenses in the performance of their duties if such reimbursement is authorized by the Board of Trustees.

Section 6.6. Removal of Committee Members and Board Appointees.

Any Committee Member or Board Appointee may be removed, either with or without cause, at any time by the Board of Trustees at any meeting. The notices (or waiver of notice) shall specify that such removal action was to be considered.

ARTICLE VII.

INDEMNIFICATION

A. The Corporation may indemnify or agree to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he is or was a Trustee, officer, employee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, against expenses, including attorney fees, judgment, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by a judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. The Corporation may indemnify or agree to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a Trustee, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Trustee, officer, employee, or agent of another corporation, domestic or foreign, non-profit or for profit, partnership, joint venture, trust, or other enterprise, against expenses, including attorney fees, actually and reasonably incurred by him in connection with the defense or settlement or such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for the negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court of Common Pleas or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the Court of Common Pleas for such other court shall deem proper.

C. To the extent that a Trustee, officer, employee or agent has been successful on the merits or otherwise in defense if any action, suit, or proceeding referred to in paragraphs A and B above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by him in connection therewith.

D. Any indemnification under paragraphs A and B above unless ordered by a court, shall be made the Corporation only as authorized in the specific case upon determination that indemnification of the Trustee, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs A and B above. Such determination shall be made by

- (i) by a majority vote of a quorum consisting of Trustees of the indemnifying corporation who were not and are not parties to or threatened with any such action, suit, or proceeding, or
- (ii) if such a quorum is not obtainable, or if a majority of a quorum of disinterested Trustees to directs, in a written opinion by independent legal counsel other than an attorney, or firm having associated with it, or an attorney, who has been retained by or who has performed services for the Corporation or any person to be indemnified within the past five (5) years, or
- (iii) by the members, or
- (iv) by the Court of Common Pleas or the court in which such action, suit or proceeding was brought. Any determination made by the disinterested trustees herein, or by independent legal counsel as specified herein, shall be promptly communicated to the person who threatened or brought the action or suit by or in the right of the Corporation under paragraphs A and B of this section, and within ten (10) days after receipt of such notification, such person shall have the right to petition the Court of Common Pleas or the court in which such action or suit was brought to review the reasonableness of such termination.

E. Expenses, including attorney fees, incurred in defending any action, suit, or proceeding referred to in paragraphs A and B above, may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Trustees in the specific case upon receipt of an undertaking by or on behalf of the Trustee, director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized by this section.

F. The indemnification provided herein shall not be deemed exclusion of any other rights to which those seeking indemnification may be entitled under the Articles or Regulations or any agreement, vote of members or disinterested Trustees, or otherwise, both as to the action in his official capacity and as to the action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Trustee, director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

G. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Trustee, officer, employee, or agent of the Corporation, or who is or was serving at the request of the Corporation as a Trustee, director, officer, employee or agent of another corporation, domestic or foreign,

non-profit or for profit, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this section.

ARTICLE VIII.

PROHIBITION AGAINST SHARING CORPORATE EARNINGS

No member, trustee, officer or employee of or member of a committee of or persons connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment to any such person of such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as shall be fixed by the Board of Trustees; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. All members of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding-up of the affairs of the Corporation, after all debts have been satisfied, then remaining in the hands of the Board of Trustees shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Board of Trustees may determine or as may be determined by a court to competent jurisdiction upon application of the Board of Trustees, exclusive to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE IX.

INVESTMENTS

The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Trustees, without being restricted to the class of investments which a Trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE X.

AMENDMENTS

Section 10.1. By Trustees. The Board of Trustees shall have power to make, alter, amend, and repeal the Code of Regulations of the Corporation (except as the changes may affect the composition and/or the appointment or election of the Trustees) by affirmative vote of two-thirds of the Board, provided, however, that any amendment made must be adopted at a subsequent regular or special meeting of the members, except as otherwise provided by law. If adopted by the members, the amendment shall be effective as of the date of enactment by the Board. If the members fail to adopt the amendment, it shall be null and void effective as of the date of enactment by the Board.

In the event the Code of Regulations is amended pursuant to this Section 10.1, the Secretary shall send by mail, overnight delivery service, or authorized communications equipment, a copy of the amendment or new regulations to each voting member at the voting member's address as it appears on the records of the corporation.

Section 10.2. By Members. The Code of Regulations may be altered, amended or repealed at any meeting of members of the Corporation which a quorum is present, by a majority vote of the members, represented either in person or by proxy, provided that the proposed action is inserted into the notice of such meeting.

ARTICLE XI.

EXEMPT ACTIVITIES

Notwithstanding any other provision of this Code of Regulations, no member, Trustee, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XII.

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of October and terminate on the thirtieth day of September of each year.

This Amended Code of Regulations was approved and adopted at a duly held meeting of the members this 3rd day of October, 2010 and is effective as of the same date.

By: _____
Brett M. Coldiron, MD, Secretary

7/16/99

CODE

Correction 7/21/04 – Summarization of number of trustees/Article IV: Sections 4.2, 4.3A, 4.3B.

Amendment 10/14/06 (Article I, Purpose)

Amendment 10/20/07 (Article IV: Section 4.13 – Communication)

Amendment 6/12/08 (Article IV: Section 4.3, Part B, Item 2-three appointed trustees)

Amendment 9/27/08 – Addition to Article X: Section 10.1 Amendments. Title of document amended.

Amendment 10/3/10 (Section 3.2 Special Meetings; Section 3.4 Quorum; Section 3.5 Member Actions; Section 3.7 Voting; Section 4.10 Quorum; Section 5.6 President; Section 5.8 Vice President; Section 6.3 Advisory Committee of Department Chairman)