

THE REED CENTRE for Ambulatory Urological Surgery

1111 KANE CONCOURSE, BAY HARBOR ISLANDS, FL 33154 (305) 865-2000 FAX 865-2002

No 200008734

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-10/04/02--01022--019
*****70.00 *****70.0

Please register the AMERICAN ACADEMY OF PHALLOPLASTY
SURGEONS, INC as a not-for-profit corporation. Enclosed
are the articles of incorporation and a check for \$70
(\$35 filing fee and \$35 for designation of registered
agent.)

Thank you,

Harold M. Reed

Harold M. Reed, M.D.
HMR/ms

305-865-2000

02 NOV 12 AM 8:58
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

[Signature] 11/13

Glenn Dei
~~1002-28920~~



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 7, 2002

HARLLD M. REED, M.D.
THE REED CENTRE
1111 KANE CONCOURSE
BAY HARBOR ISLAND, FL 33154

SUBJECT: AMERICAN ACADEMY OF PHALLOPLASTY SURGEONS, INC,
Ref. Number: W02000028930

We have received your document for AMERICAN ACADEMY OF PHALLOPLASTY SURGEONS, INC,. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 902A00056137



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 21, 2002

HAROLD M. REED, M.D.
THE REED CENTRE
1111 KANE CONCOURSE
BAY HARBOR ISLAND, FL 33154

SUBJECT: AMERICAN ACADEMY OF PHALLOPLASTY SURGEONS, INC,
Ref. Number: W02000028930

We have received your document for AMERICAN ACADEMY OF PHALLOPLASTY SURGEONS, INC,. However, the document has not been filed and is being returned for the following:

YOUR ARTICLES OF INCORPORATION ARE INCOMPLETE, PAGE 1 OF THE ORIGINAL ARTICLES ARE MISSING.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Corporate Specialist
New Filings Section

Letter Number: 902A00056137

THE REED CENTRE for Ambulatory Urological Surgery

1111 KANE CONCOURSE, BAY HARBOR ISLANDS, FL 33154 (305) 865-2000 FAX 865-2002

November 10, 2002

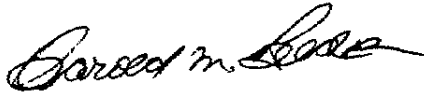
Ms. Loria Poole,
Corporate Specialist
New Filings Section, Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Ms. Poole,

Enclosed please find corrected Articles of Incorporation
in compliance with your suggestions.

Thank you for reviewing my application and your critique.

Sincerely yours,

A handwritten signature in dark ink, appearing to read "Harold M. Reed". The signature is fluid and cursive, with the first name "Harold" being more prominent.

Harold M. Reed, M.D.
HMR/ms

ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:

AMERICAN ACADEMY OF PHALLOPLASTY SURGEONS, INC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

American Academy of Phalloplasty Surgeons (c/o Dr. Harold M. Reed)
1111 Kane Concourse, Suite # 311, Bay Harbor Islands, Fl 33154-2041)

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

A. administer affairs of above organization, B. further education and provide periodic meetings for its membership relating to phalloplasty surgery and alternate techniques, and C. to set forth rules and bylaws for its conduct.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

The manner in which the board of Directors are elected are set forth below: they shall serve for 3 years and include not less than 4 or more than 10 members. See ARTICLE XI. SECTION 3, on page 8.

ARTICLE V INITIAL DIRECTORS/OFFICERS

The name(s), address(es) and title(s):

1. Dr. E Douglas Whitehead, M.D. President 24 East 12th Street Suite 2-1 New York, New York 10003
2. William Canada, M.D. Vice-President 8068 West Sahara Avenue, Suite G Las Vegas, Nevada 89117
3. Harold M. Reed, M.D. Treasurer, 1111 Kane Concourse, Suite # 311 Bay Harbor Islands, Florida 33154

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Harold M. Reed, M.D., 1111 Kane Concourse, Suite # 311
Bay Harbor Islands, Fl 33154

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Harold M. Reed, M.D.
1111 Kane Concourse, Suite # 311
Bay Harbor, Florida 33154

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Harold M. Reed
Signature/Registered Agent

10/1/02
Date

Harold M. Reed
Signature/Incorporator

10/1/02
Date

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE VIII:

MEMBERS

The Academy shall have six (6) classes of members with the designation of each class of members and the qualifications and rights of members of each class being as provided in this Article III.

Section 1. Classes of Members. The six (6) classes of members are: Fellow, Corresponding Associate, Associate Member, Resident Member, Emeritus Member and Honorary Member.

Section 2. Qualifications of Members. All members, except Honorary Members, shall be physicians licensed to practice medicine in the state, province or country of their residence whose license to practice medicine is in good standing, including for appropriate classes of members a license in inactive status due to retirement from good standing, and must agree to abide by the Academy's rules, regulations, and code of ethics. In addition to the foregoing, members must have the additional qualifications, meet the criteria and have the experience described in this Section with respect to the class of membership applied for and granted.

(a) **Fellow.** Membership as a Fellow may be granted to any surgeon who: (i) has performed at least _____ () phalloplastic surgery procedures during a one (1) year period prior to applying for admission as a Fellow, (ii) is eligible to be certified or is certified in one or more of the medical specialties of urology, plastic surgery, cosmetic surgery or general surgery by the most recognized medical specialty association in the country of the surgeon's residence which certifies physicians in these specialties, and (iii) has published at least one (1) scientific article in a recognized medical journal of national or international circulation. The Credentials Committee is the final arbiter of any question concerning the recognition of medical specialty associations and medical journals.

(b) **Associate.** Membership as an Associate may be granted to any surgeon who meets all of the requirements, except the publishing requirement, for membership as a Fellow.

(b) **Corresponding Associate.** Membership as a Corresponding Associate may be granted to any surgeon who has an interest in phalloplasty surgery.

(c) **Resident Member.** Membership as a Resident Member may be granted to any physician who is participating in residency or fellowship training in urology, plastic surgery, cosmetic surgery or general surgery and who has an interest in the field of phalloplastic surgery.

(d) **Emeritus Member.** Membership as an Emeritus Member, further denominated as an Emeritus Fellow or Emeritus Associate, respectively, may be granted to any Fellow or Associate in good standing who has either reached the age of sixty-five (65) years and has been a member of the Academy for at least ten (10) years or has retired from surgical practice because of physical disability.

(e) **Honorary Member.** Membership as an Honorary Member, further denominated as an Honorary Fellow or Honorary Associate, may be granted to any individual who has contributed in an outstanding way to the field of phalloplasty surgery, regardless of prior membership in the Academy.

Section 3. Rights and Privileges of Membership. All members shall have the right to receive notices of and attend meetings of the members of the Academy, to receive Academy publications and to attend Academy sponsored events, all at the cost as established by the Board of Directors applicable to all members or by class of members. All other rights and privileges of membership are dependent upon the class of membership and are as follows:

(a) **Fellows and Associates.** Fellows and Associates shall have the right to: attend all meetings of the Board of Directors, attend and participate in meetings of the members, vote on all matters reserved to the vote of the members under law and the Academy's Articles of Incorporation and Bylaws, hold elective office as a director and officer of the Academy and accept appointment to committees and councils. Fellows and Associates shall be obligated to pay all dues and assessments imposed on Fellows and Associates pursuant to these Bylaws. If different dues structures are established for Fellows and Associates, then after three (3) years as an Associate member, the Associate member shall pay the same dues and assessments as does a Fellow.

(b) **Corresponding Associate.** Corresponding Associates shall have all of the rights of Fellows and Associates except that they shall not have the right to vote and shall not be eligible to serve on the Board of Directors or as an officer of the Academy. Corresponding Associates shall be obligated to pay all dues and assessments imposed on Corresponding Associates pursuant to these Bylaws.

(c) **Resident Members.** The membership rights of Resident Members shall be those rights applicable to all members. Resident Members shall not have the right to vote. Resident Members shall be obligated to pay all dues and assessments imposed on Resident Members pursuant to these Bylaws.

(d) **Emeritus Members.** Emeritus Members shall continue to have all the membership rights of his or her previous membership category, except for the right to vote. Emeritus Members shall not be obligated to pay any membership dues or assessments.

(e) **Honorary Members.** The membership rights of Honorary Members shall be those rights applicable to all members. Honorary Members shall not have the right to vote. Honorary Members shall not be obligated to pay any membership dues or assessments.

Section 4. Application and Approval. Any person submitting an application for membership in the Academy must include a statement of qualification for the class of membership for which application is made. Applications shall be reviewed and investigated by the Credentials Committee whose recommendation on each application shall be forwarded to the Board of Directors for its acceptance or rejection of the applicant for membership. Applicants for membership shall be considered under criteria and procedures established by the Board of Directors and uniformly applied to all applicants for a class of membership. The Academy, through its Board of Directors, shall proscribe the form of application for membership in the Academy which shall include, in addition to a statement of qualification for the class of membership for which application is made, proof of licensure as a physician in good standing, proof of surgical privileges at a hospital compatible with any eligibility for certification or certification supporting the class of membership for which application is made, a curriculum vitae, two letters of reference from Fellows, Associates or Emeritus Members of the Academy and such further information as the Board of Directors may determine and uniformly require of all applicants for a class of membership. The Board of Directors shall develop a program under which any prospective member who cannot obtain the required letters of reference

from Academy members may have the opportunity to obtain such references (the "Reference Program"). The Reference Program may consist of preceptorship, consultation and case review procedures or any other medically reasonable procedure as determined in the discretion of the Board of Directors. Prospective members shall bear any cost associated with participation in the Reference Program, but neither the Academy nor any of its members shall charge any fee or pass through any cost to a prospective member who participates in the Reference Program.

Section 5. Grandfathering Provision. Notwithstanding any other provision of these Bylaws, each of those physicians who was invited to attend the pre-organizational meeting of the Academy held on June 3, 1995 in Palm Springs, California and who indicated his or her interest on or before July 31, 1995 to become a Fellow or Associate of the Academy shall be admitted as a Fellow or Associate member of the Academy without further proof of qualifications provided the annual dues for the first year of membership are paid on or before November 30, 1995, and, for Fellows, a copy of the requisite published scientific article is submitted upon the request of the Academy's President. Those invited physicians not submitting the requisite published scientific article but paying dues shall be admitted as Associate members.

Section 6. Certificate. The Board of Directors shall issue the Certificate of the Academy evidencing the member's admission to the Academy and indicating membership status. These certificates remain the sole property of the Academy and shall be surrendered upon written demand.

Section 7. Appeal from Denial of Membership. If membership is denied to an applicant, or if membership is granted in a category other than the category applied for, the applicant may appeal the decision to the Board of Directors in accordance with written procedures adopted by the Board of Directors from time to time and uniformly applied to all applicants. The decision of the Board of Directors shall be final and binding on all involved parties.

Section 8. Confidentiality. The entire contents of an application for membership in the Academy, in whatever category, shall be privileged and confidential. An application shall be forwarded only to appropriate individuals in the Academy and their designated agents, including the Credentials Committee and the Board of Directors for consideration. Any investigations or inquiries made and responses received by these individuals along with all proceedings and testimony received by these individuals, if any, shall likewise be privileged and confidential. Applicants shall at no time be permitted to reveal or copy the contents of their application files. Publication to the membership of the Academy of a list of applicants for membership and a list of newly elected members or current members shall not be considered a disclosure of the contents of the application.

Section 9. Resignation. Members may resign from the Academy at any time by giving written notice to the Secretary of the Academy. Such resignation shall not relieve the member of any obligation for dues, assessments or other charges theretofore accrued and unpaid.

Section 10. Termination of Membership. Membership in the Academy may be terminated for cause. Sufficient cause for such termination of membership shall be a violation of the bylaws or any

rule or practice of the Academy. Expulsion shall be in accordance with the procedures set form in Article IX. In addition, the membership of any member who becomes ineligible for membership or who shall be 90 days in default in the payment of any dues or charges shall be terminated automatically. In special circumstances such termination may be delayed by the Executive Committee.

Section 11. **Application for Reinstatement.** Any former member of the Academy may apply for reinstatement through the regular application procedure.

ARTICLE IX.

DUES AND ASSESSMENTS

The initial and annual dues for each class of member of the Academy, the time for paying such dues, and other assessments, if any, shall be determined from time to time by the Board of Directors. Dues increases must be approved by the Board of Directors. Annual dues are not refundable.

ARTICLE X.

MEETINGS OF MEMBERS

Section 1. **Annual Meeting.** The annual meeting of the members, beginning with the year 1995, shall be held in the month of October on such date and at such time and place as shall be determined by the Board of Directors and published to the members.

Section 2. **Purpose.** The purpose of the annual meeting of the members is to elect Directors and to receive reports from the Board of Directors on the activities of the Academy and to provide members an opportunity to express their opinions on matters affecting the Academy and to dispense with such other business properly before the meeting. Notice of any new business to be brought before the annual meeting shall be submitted to the Secretary at least 10 days before the date of the annual meeting.

Section 3. **Special Meetings.** Special meetings of the members may be called by the President or the Board of Directors. Special meetings shall be held at such date, time and place as shall be determined by the Board of Directors.

Section 4. **Notice of Meetings.** Written notice of the date, time and place of the annual meeting shall be published at least sixty (60) days before the annual meeting. Written notice stating the date, time, and place of any annual or special meeting shall be delivered not less than ten (10) days nor more than forty (40) days before the date of the meeting to each member entitled to vote at such meeting, or, in case of a removal of one or more directors, a merger, consolidation, dissolution or

sale, lease or exchange of substantially all of the Academy's assets, not less than twenty (20) days nor more than sixty (60) days before the date of the meeting, by or at the direction of the President or the Secretary, or the persons calling the meeting, to each member entitled to vote at such meeting.

Section 5. Participation at Meetings by Conference Telephone. Members entitled to vote may participate in and act at any meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Such participation in member meeting shall be arranged by and at the expense of the members participating by such means and shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 6. Quorum. Members holding at least twenty five percent (25%) of the votes entitled to be cast represented in person or by proxy, but no less than three (3) members, shall constitute a quorum for the transaction of business at a meeting of members. At a duly called or duly held meeting at which a quorum is present, members may continue to transact business until adjournment, even though the departure of some members leaves less than the number required for a quorum, and may approve any action by a majority vote of members then present, except as otherwise provided by law or the Articles of Incorporation of the Academy or other provisions of these Bylaws.

Section 7. Voting. On any matter to be voted upon at any meeting of members, each member with voting rights shall be entitled to one (1) vote. There shall be no cumulative voting. The affirmative vote of a majority of the votes present and voted, either in person or by proxy, at a meeting where a quorum is present, shall be necessary for the adoption of any matter voted upon by the members, except where otherwise provided by law, the Articles of Incorporation of the Academy or these Bylaws.

Section 8. Informal Action. Any action required to or which may be taken at a meeting of members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed either by all members entitled to vote with respect to the subject matter thereof, or when permitted by the law of Colorado by the members having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voting, except that dissolution of the Academy must be voted on at a special meeting of members entitled to vote thereon. If such consent is signed by less than all of the members entitled to vote, then such consent shall become effective only if: (i) at least 10 days prior to the effective date of such consent, a notice in writing of the proposed action is delivered to all of the members entitled to vote with respect to the subject matter thereof, and (ii) after the effective date of such consent, prompt notice in writing of the taking of the corporate action without a meeting is delivered to those members entitled to vote who have not consented in writing.

ARTICLE XI.

BOARD OF DIRECTORS

Section 1. General Powers. The property, business and affairs of the Academy shall be managed by its Board of Directors. The Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the power granted, appoint such agents as it may consider necessary. The Board of Directors shall have the authority to promulgate any rules, regulations, policies and codes they deem advisable for the interests of the Academy.

Section 2. Number, Tenure and Qualifications. The Board of Directors shall consist of not less than four (4) nor more than ten (10) members who are either Fellows or Associates, the exact number of directors to be fixed from time to time by resolution of the Board of Directors, and whenever possible at least one director shall represent each of the following medical disciplines: urology, plastic surgery, cosmetic surgery and general surgery and other disciplines as determined by the Board of Directors. Directors shall serve for three (3) year terms, except for the initial Board of Directors, who shall be elected to staggered terms as provided in section 4 of this Article. No trustee shall serve as such for more than three (3) consecutive terms. The Executive Director shall be an ex-officio a member of the Board without the right to vote.

Section 3. Election. Except for the first elected Board of Directors as provided in section 4 of this Article, directors shall be elected annually by the voting members at their annual meeting to hold office for three years and until their successors shall have been elected and qualified or until their death, resignation, or removal, or they are otherwise unable to fulfill an unexpired term.

Section 4. First Elected Board of Directors. The first elected Board of Directors shall be elected by the initial Board of Directors named in the Articles of Incorporation and shall be elected for staggered terms of approximately one, two and three years, with the one year term to expire at the annual meeting of members held in 1996, the two year term to expire at the annual meeting to be held in 1997 and the three year term to expire at the annual meeting to be held in 1998. If the number of directors is not evenly divisible by three, then the greatest number of directors shall be elected for three year terms and the smallest number of directors shall be elected for one year terms.

Section 5. Change in Number of Directors. If the number of Directors is changed, any increase or decrease in Directors shall be apportioned among the classes of terms so as to maintain the number of Directors comprising each class as nearly equal as possible. Any additional Directors of a class shall hold office for a term which will coincide with the remaining term of the other Directors of the class. Candidates for office may be nominated under the procedures set forth in Article IX, Section 2 of these Bylaws or by submitting a petition signed by not less than 5% of the members eligible to vote. Incumbents who have served one term as a director and who are eligible and willing to serve an additional term shall be nominated without further action by the nominating committee.

Section 6. **Resignation.** Any director may resign at any time by giving written notice to the President. Such resignation shall take effect when the notice is delivered unless the notice specifies a future date; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 7. **Removal.** One or more of the directors may be removed, with or without cause, at a meeting of members by the affirmative vote of two-thirds of the votes present and voted, either in person or by proxy. Written notice of such meeting shall be delivered to all members entitled to vote on the removal of directors. Such notice shall state that a purpose of the meeting is to vote upon the removal of one or more directors named in the notice, and only the named director or directors may be removed at such meeting.

Section 8. **Vacancies.** Any vacancy occurring in the Board of Directors, or any Directorship to be filled by reason of an increase in the number of Directors, may be filled by the Board of Directors at the annual meeting, any regular meeting, or at a special meeting of the Board of Directors called for that purpose. Each director elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office.

Section 9. **Annual Meetings.** The annual meeting of the Board of Directors shall be held without other notice than this bylaw immediately preceding and at the same place as the annual meeting of members, or at such other place and such time as may be determined by the Board of Directors.

Section 10. **Regular Meetings.** The Board of Directors may hold regular meetings at such place and at such times as may be designated by resolution of the Board of Directors, without other notice than such resolution.

Section 11. **Special Meetings.** Special meetings of the Board of Directors may be held at any time on the call of the President or at the request in writing of any three Directors. Special meetings of the Board of Directors may be held at such place, either within or without the State of Colorado, as shall be specified or fixed in the call for such meeting or notice thereof.

Section 12. **Notice of Meetings.** Notice of each special meeting shall be delivered by or at the direction of the Secretary to each director at least five (5) days before the day on which the meeting is to be held. Notice may be waived in writing by a director, either before or after the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting except where the director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 13. **Quorum.** A majority of directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. If a quorum is not present, a majority of those Directors present may adjourn the meeting from time to time without further notice.

Section 14. **Manner of Acting.** The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or by these Bylaws.

Section 15. **Informal Action.** Any action required to or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the Directors.

Section 16. **Participation at Meetings by Conference Telephone.** Members of the Board of Directors, or of any committee designated by the Board of Directors, may take any action permitted or authorized by these Bylaws pursuant to meeting by conference telephone or similar telecommunications equipment by means of which persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.

Section 17. **Compensation.** Directors, as such, shall not receive any stated compensation for their services as Directors, but the Board of Directors may, by resolution, authorize reimbursement for reasonable expenses incurred in the performance of their duties. The Board of Directors will from time to time review the reimbursement policies.

ARTICLE XII.

OFFICERS AND EXECUTIVE DIRECTOR

Section 1. **Officers.** The officers of the Academy shall consist of a President, a President-Elect, a Secretary, a Treasurer and such other officers and assistant officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other officers as it shall deem necessary, who shall have the authority to perform such duties as may be prescribed from time to time by the Board of Directors.

Section 2. **Election and Term of Office.** The officers shall be elected biennially by and from the Board of Directors. Except for the initial officers elected at the organizational meeting of the Academy as provided in section 3 of this Article, the term of office shall be for a two-year period and until their successors have been duly elected and qualified. No officer may serve more than three (3) consecutive terms in a given office. Officers shall be elected by the Board of Directors at its annual meeting and according to such procedures as the Board may from time to time adopt. Such officers shall assume office at the conclusion of the same annual meeting. New offices may be created and filled at any meeting of the Board of Directors.

Section 3. **Initial Officers.** The term of office for the initial officers of the Academy elected at the organizational meeting of the Academy shall be a period of four (4) years and until their successors are elected and qualified.

Section 4. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the Academy would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer who is removed. Election to an office shall not of itself create contract rights. Removal of an officer shall require the majority vote of all directors then in office.

Section 5. Resignation. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Academy. Any such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors at an annual or regular meeting or at a special meeting called for such purpose.

Section 7. President. The President shall be the principal elected officer of the Academy and shall in general direct all of the business and affairs of the Academy. The President shall preside at all meetings of the Board of Directors. The President may appoint, with the consent of the Board, standing committees, ad-hoc committees, and their respective chairpersons, and may appoint the editorial staff of the journal. The President shall be ex-officio a member of all committees of which he or she is not otherwise a member and may sign, with another proper officer of the Academy authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Academy, and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. President-Elect. In the absence of the President or in the event of his or her inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-Elect shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors. Upon the termination of the term of office of the President, the President-Elect shall be President for a two-year term. If necessary, the term of the President-Elect as a director shall be extended for two years in order to allow the President-Elect upon succession to the Presidency to serve a full two-year term as President.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for the purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Academy's records; keep a register of the post office address of each member which shall be furnished

to the Secretary by such member, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. The ministerial duties of the Secretary may be assigned, in whole or in part, to the Executive Director.

Section 10. **Treasurer.** The Treasurer shall keep an account of all monies received and expended by the Academy and shall make disbursements authorized by the Board of Directors. All sums received shall be deposited or invested in such bank, trust company, or other depositories authorized by the Board of Directors. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. The ministerial duties of the Treasurer may be assigned, in whole or in part, to the Executive Director.

Section 11. **Executive Director.** The ministerial, administrative and day to day operation of the Academy shall be in a salaried staff head or firm employed or appointed by the Board of Directors. The Executive Director shall be responsible to the Board of Directors. The Executive Director shall have the authority to execute contracts on behalf of the Academy as approved by the Board of Directors. The Executive Director shall employ and may terminate the employment of staff members necessary to carry out the work of the Academy and shall perform such other duties as may be specified by the Board of Directors.

ARTICLE XIII.

COMMITTEES

Section 1. **Executive Committee.** There shall be an Executive Committee which shall consist of the officers of the Academy and the Immediate Past President. The Executive Director shall be ex-officio a member of the Executive Committee without the right to vote. To the fullest extent permitted by law, the Executive Committee may exercise the authority of the Board of Directors in the management of the affairs of the Academy during the intervals between meetings of the Board of Directors, subject at all times to the bylaws of the Academy, and the prior resolutions, regulations, and directives issued, adopted or promulgated by the Board of Directors. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business. Action by the Executive Committee shall be by majority vote of the members present at a meeting where a quorum is present. Meetings may be called by the President or by any two Executive Committee members.

Section 2. **Nominating Committee.** The Nominating Committee shall consist of two (2) or more members who are either Fellows or Associates, one of whom shall be designated Chairperson, and none of whom themselves shall be eligible for election. The Nominating Committee shall be appointed one hundred and twenty (120) days in advance of the annual meeting in each calendar year

by the President with the approval of the Board of Directors. The Nominating Committee shall recommend a slate of candidates to the voting members for election as Directors.

Section 3. Credentials Committee. The Credentials Committee shall consist of at least three (3) and no more than five (5) members who are Fellows, Associates or Emeritus Members who shall be appointed by the President with the approval of the Board of Directors. The President shall appoint one of these as Chairperson. The Credentials Committee shall review and make recommendations to the Board of Directors on all applications for membership pursuant to procedures adopted by it for such review and recommendation. The Board of Directors shall approve all procedures adopted by the Credentials Committee before they are implemented. In reviewing applications, the Credentials Committee may cause such investigation to be completed as it deems appropriate. All procedures of the Credentials Committee shall be applied in a uniform manner to all applicants for a class of membership. The Credentials Committee shall meet regularly, at least once each calendar quarter.

Section 4. Quality Assurance Standing Committee. The Quality Assurance Standing Committee shall consist of four (4) members who are Fellows, Associates or Emeritus Members who shall be appointed by the President with the approval of the Board of Directors. The President shall designate one of these as Chairperson. The Quality Assurance Committee shall: (a) establish guidelines governing ethical standards for the dissemination of factual information to prospective patients; (b) establish parameters for evaluating treatment results; (c) define criteria for informed patient consent; and (d) establish guidelines for patient follow-up. These guidelines, parameters and criteria shall be submitted to the Board of Directors for approval and, once approved, published as the position of the Academy. The Quality Assurance Standing Committee has no authority to regulate the advertising of any member of the Academy.

Section 5. Grievance Committee. The Grievance Committee shall consist of five (5) members who are Fellows, Associates or Emeritus Members who shall be appointed by the President with the approval of the Board of Directors. The President shall designate one of these as Chairperson. The Grievance Committee shall: (a) serve as a resource for patients who wish to express, in written form, dissatisfaction with some aspect of their care or treatment rendered by a member of the Academy; (b) request from the named member a written explanation of the grievance; (c) make its best efforts to mediate, alleviate or remedy the grievance; and (d) report to the Board of Directors any deviation from acceptable standards it deems significant. The Grievance Committee has no authority to effect the membership status of any member of the Academy.

Section 6. Other Committees. Other committees may be designated by a resolution adopted by a majority of the Board of Directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each committee shall be members of the Academy, and the President of the Academy shall appoint the members thereof. Any member may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interest of the Academy shall be served by such removal.

Section 7. *Term of Office.* Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 8. *Chairperson.* One member of each committee shall be appointed chairperson by the person or persons authorized to appoint the members thereof.

Section 9. *Vacancies.* Vacancies in the membership of any committee may be filled by appointment made in the same manner as provided in the case of the original appointments.

Section 10. *Quorum.* Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of any committee shall constitute a quorum for committee action at any meeting of the committee, and the act of a majority of committee members present and voting at a meeting at which a quorum is present shall be the act of the committee.

Section 11. *Participation at Meetings by Conference Telephone.* Committee members may participate in and act at any committee meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the member or members so participating.

Section 12. *Meetings of Committees.* Subject to action by the Board of Directors, each committee by majority vote of its members shall determine the time and place of meetings and the notice required thereof.

Section 13. *Informal Action.* Any action required to or which may be taken at a meeting of a committee may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the committee members.

Section 14. *Rules.* Each committee may adopt rules for its own government no inconsistent with these Bylaws or with rules adopted by the Board of Directors.

ARTICLE XIV.

JUDICIAL AFFAIRS COUNCIL

Section 1. *Judicial Affairs Council.* The Judicial Affairs Council (the "Council") is the judicial authority of the Academy. The function of the Council is to interpret the bylaws, policies, codes, rules, and regulations of the Academy with the advice and consent of the Board of Directors.

Section 2. Composition. The Council shall consist of three (3) members who are Fellows or Associates appointed by the Board of Directors for three-year terms; provided, however, that none of the members of the Council may be a director of the Academy. No member may serve for more than one consecutive full term. In order to establish a staggered rotation of members, three (3) members initially shall be appointed, one for a one year term, one for a two year term and one for a three year term. Each member shall serve until that member's successor is appointed and assumes the appointment.

Section 3. Council Procedures. The Council shall adopt procedures for the submission and review of matters involving member conduct and issues involving the interpretation and application of the Academy's rules, regulations, policies and codes. The procedures adopted, including amendments to those procedures adopted, by the Council shall be approved by the Board of Directors before they are implemented. The procedures adopted shall provide a basis of appeal of any decision of the Council to the Board of Directors.

Section 3. Member Conduct. The Council may take action with respect to any member in the event that the Council determines that such member has engaged or is engaging in conduct that violates the bylaws, policies, codes, rules or regulations of the Academy as may be amended from time to time. Such action may consist of censure, suspension (for a specified period of time) or expulsion.

Section 4. Confidentiality. All information considered by the Council shall be confidential and shall not be subject to publication, discovery, or public dissemination except in accordance with these policies and procedures or as otherwise may be required by law.

Section 5. Impartiality. Only disinterested and impartial members of the Council and the Board of Directors shall participate in deliberations with respect to actions against any member.

Section 6. Reinstatement. In the event that action taken against a member shall result in suspension or expulsion, such member may be reinstated in accordance with the Council's action or under such terms and conditions as the Board of Directors may determine.

ARTICLE XV.

CONTRACTS, CHECKS, DEPOSITS & FUNDS, BONDING

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Academy, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Academy and such authority may be general or confined to specific instances.

Section 2. **Corporate Seal.** The corporate seal of the Academy shall be circular in form, bearing the name of the Academy and the word "COLORADO, in the marginal circle, and the words "Corporate Seal" in the inner circle. Said seal may be used by causing it or a facsimile or equivalent thereof to be impressed or affixed or reproduced.

Section 3. **Depositories.** All funds of the Academy not otherwise employed shall be deposited from time to time to the credit of the Academy in such banks, trust companies or other depositories as the Board of Directors may designate.

Section 4. **Checks, drafts, notes, etc.** All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of the Academy shall be signed by such officer or officers, or agent or agents, of the Academy and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 5. **Bonding.** When funds are available, The Board of Directors shall provide for the bonding of such officers and employees of the Academy as it may from time to time determine.

ARTICLE XVI.

BOOKS AND RECORDS

The Academy shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Academy, except those relating to any action taken concerning a specific applicant for membership or member, may be inspected by any member, or his or her agent or attorney, for any proper purpose at any reasonable time. A request for inspection shall specify a proper purpose for the inspection sought.

ARTICLE XVII.

FISCAL YEAR

The fiscal year of the Academy shall be established from time to time by the Board of Directors.

ARTICLE XVIII.

WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the Colorado Nonprofit Corporation Act, or under the provisions of the Articles of Incorporation or the Bylaws of the Academy, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting shall constitute waiver of notice thereof unless the person at the meeting objects to the holding of the meeting because proper notice was not given.

ARTICLE XIX.

GENERAL PROVISIONS

Section 1. Duality and Conflicts of Interest. Any director, officer, employee or committee member having a duality of interest which poses a possible conflict of interest involving a contract or other transaction presented to the Board of Directors or a committee thereof for authorization, approval or ratification shall give prompt, full and frank disclosure of her or his interest to the Board of Directors or committee prior to its action on such contract or transaction. Where conflict of interest exists or can reasonably be construed, such person shall not vote on, or use her or his personal influence on, such contract or transaction. Such person may be counted in determining the existence of a quorum at any meeting where the contract or transaction is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made and the abstention from voting.

Section 2. Indemnification of Directors and Officers. The Academy shall indemnify and defend all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors may serve or at any time have served as directors or officers, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the Academy, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for gross negligence or willful misconduct in the performance of duty. Such indemnification shall be in addition to any other right to which those indemnified may be entitled under law, the Articles of Incorporation of the Academy, agreement, insurance policy, vote of directors, or otherwise. The Academy shall use its best efforts to purchase an appropriate and adequate liability insurance policy, commonly referred to as Directors' and Officers' Liability Policy,

to protect said directors and officers against claims arising by reason of their being or having been directors or officers or a director or officer of the Academy as aforesaid.

Section 3. **Effect of Amendment.** Any amendment, repeal or modification of any provision of this Article XIV by the members or the Board of Directors of the Academy shall not adversely affect any right or protection of a director or officer of the Academy existing at the time of such amendment, repeal or modification.

Section 4. **Delivery of Notice.** Any notices required to be delivered pursuant to these bylaws shall be deemed to be delivered when transferred or presented in person or deposited in the United States mail addressed to the person at his, her or its address as it appears on the records of the Academy, with sufficient first class postage prepaid thereon.

ARTICLE XX.

DISSOLUTION

Upon the dissolution of the Academy, and after payment of all indebtedness of the Academy, any remaining funds, investments and other assets of the Academy shall be distributed by the Board of Directors as required by the Academy's Articles of Incorporation and law.

ARTICLE XXI.

AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new and other bylaws may be made and adopted at any annual or regular meeting of the Board of Directors, or at a special meeting called for that purpose, by the affirmative vote of two thirds of the Directors present at the meeting and, thereafter, any such changes are approved by the voting members of the Academy as provided in this Article. Upon a vote of the Directors to alter, amend or repeal the bylaws or to make or adopt new bylaws, the language of the proposed change to the then-existing form of the bylaws, including any language to be repealed or adopted, shall be mailed by first class mail to each voting member of the Academy. The changes proposed by the Board of Directors shall be approved by the voting members and effective upon a majority of those members returning ballots approving the proposed change, provided that not less than twenty five percent (25%) of the members return ballots and provided further that the voting period remains open for not less than 30 days from the date of the mailing of the ballots.