

FEDERATION BYLAWS

CHAPTER I. CLASSES OF MEMBERSHIP, ELECTION AND MEMBERSHIP RIGHTS

SECTION A. MEMBER MEDICAL BOARDS

The term "Member Medical Board" as used in the Articles of Incorporation and in these Bylaws shall refer to any board, committee or other group in any state, territory, the District of Columbia or possession of the United States of America that is empowered by law to pass on the qualifications of applicants for licensure to practice allopathic or osteopathic medicine or to discipline such licensees. If a state or other jurisdiction has more than one such entity and if each is an independent agency unrelated to the others, each is eligible for membership. Any eligible Medical Board may become a Member Medical Board upon approval of its application by the Board of Directors.

SECTION B. FELLOWS

Individual members of Member Medical Boards shall be Fellows of the corporation so long as they serve as members of a Member Medical Board, and for a period of 36 months thereafter. Only Fellows may run for elective office.

SECTION C. HONORARY FELLOWS

Thirty-six months after completion of service on a Member Medical Board, Fellows shall become Honorary Fellows of the corporation and may be appointed by the Chair to serve as members of all committees or in other appointive capacities.

SECTION D. ASSOCIATE MEMBERS

Each Member Medical Board may designate employees or staff members to be an Associate Member. No Associate Member shall continue in that capacity upon termination of his/her employment by or service to the Member Medical Board or upon designation of a new Associate Member by that Board. If an Associate Member is elected to the Board of Directors or a committee established pursuant to these Bylaws, that Associate Member shall be entitled to vote.

SECTION E. COURTESY MEMBERS

Any physician licensed by or any individual currently employed by and/or serving as staff of a member board and not eligible for any other type of membership may become a Courtesy Member of the corporation upon approval of his/her application. Courtesy Members may serve as members of committees and in other capacities upon appointment by the Chair, but shall serve on standing committees without vote.

SECTION F. AFFILIATE MEMBERS

A physician licensing board or authority of another country or a state medical licensing or disciplinary board or authority in the United States that is not otherwise eligible for membership may become an Affiliate Member of the corporation upon approval of its application by the Board of Directors.

SECTION G. OFFICIAL OBSERVERS

Organizations may apply for Official Observer status at meetings of the House of Delegates. The Board of Directors shall prescribe rules and procedures to govern the application for, the granting of and the exercise of Official Observer status.

SECTION H. RIGHTS OF MEMBERS

The right to vote at meetings of the House of Delegates is vested in, and restricted to, Member Medical Boards. Each Member Medical Board is entitled to one vote, said vote to be cast by the delegate of the Member Board. The delegate shall be the president of the Member Medical Board or his/her designated alternate. All classes of membership shall have the right of the floor at meetings of the House upon request of a delegate and approval of the presiding officer; however, the right to introduce resolutions is restricted to Member Medical Boards and the Board of Directors and the procedure for submission of such resolutions shall be in accordance with Federation Policy. Except as otherwise provided in these Bylaws, rights, duties, privileges and obligations of a member of the Federation may be exercised only by a Member Medical Board.

CHAPTER II. OFFICERS, ELECTION AND DUTIES

SECTION A. OFFICES OF THE FEDERATION

The offices shall be that of Chair, Chair-elect, Treasurer and Secretary.

SECTION B. ELECTION OF OFFICERS

1. Only individuals who are Fellows at the time of their election or appointment shall be eligible for election or appointment as Officers of the corporation, except for the position of Secretary. The position of Secretary shall be an ex-officio office, without vote, and the President shall serve as Secretary.
2. At each Annual Meeting of the House of Delegates, the Chair-elect shall be elected.
3. Every third year at the Annual Meeting of the House of Delegates, the Treasurer shall be elected.
4. Officers shall be elected by a majority of the members of the House of Delegates who are voting.
5. In any election, should no candidate receive a majority of the votes cast, a runoff election shall be held between the two candidates who received the most votes for that office on the first ballot.

SECTION C. DUTIES OF OFFICERS

1. The duties of the Chair shall be to:
 - a. preside at all meetings and sessions of the House of Delegates and the Board of Directors;
 - b. perform the duties customary to the office of the Chair of the corporation;
 - c. make appointments to committees and define duties of committee members in accordance with Chapters I and VI of these Bylaws, except as otherwise provided herein;
 - d. serve, ex-officio, on all committees except as otherwise provided herein; and
 - e. exercise such other rights and customs as the Bylaws and parliamentary usage may require or as the corporation or the Board of Directors shall deem appropriate.
2. The Chair-elect shall assist the Chair in the discharge of his/her duties and shall perform the duties of the Chair at his/her request or, in the event of the Chair's temporary absence or incapacitation, at the request of the Board of Directors.
3. The Treasurer shall perform the duties customary to that office and shall perform such other duties as the Bylaws and custom and parliamentary usage may require or as the Board of Directors shall deem appropriate. The Treasurer shall ensure that an annual audit of the financial accounts and records of the corporation is performed by an independent Certified Public Accountant, and shall promptly submit such audit to the Board of Directors and to the next meeting of the Finance Committee.
4. The Secretary shall administer the affairs of the corporation and shall have such duties and responsibilities as the corporation and the Board of Directors shall determine.

SECTION D. TERMS OF OFFICE AND SUCCESSION

The Chair and Chair-elect shall serve for terms of one year or until their successors assume office. The Treasurer shall serve for a single term of three years or until his/her successor assumes the office. Officers shall assume office upon final adjournment of the Annual Meeting of the House of Delegates at which they were elected, except that the Chair-elect shall then assume the office of the Chair. The term of the Secretary is co-terminus with that of the President.

SECTION E. VACANCIES

1. In the event of a vacancy in the office of the Chair, the Chair-elect shall assume the position of Chair for the remainder of the unexpired term, and shall then serve a full one-year term as Chair.
2. In the event of a vacancy in the office of the Chair-elect, the Board of Directors shall appoint a Director-at-Large to assume the duties, but not the office, of Chair-elect for the remainder of the unexpired term. At the next Annual Meeting of the House of Delegates, both a Chair and a Chair-elect shall be elected in accordance with the provisions in Section B of this chapter.
3. In the event of a vacancy in the office of the Treasurer, the Board of Directors shall elect one of the Directors-at-Large to serve as Treasurer (with one vote on the Board of Directors and one vote on the Executive Committee) until the next year's Annual Meeting of the House of Delegates, at which time a Treasurer shall be elected for a full three-year term.

CHAPTER III. BOARD OF DIRECTORS

Section A. Membership, Election and Terms

1. **MEMBERSHIP:** The Board of Directors shall be composed of the officers, the Immediate Past Chair, nine Directors-at-Large and two Associate Members. At least two members of the Board, who are not Associate Members, shall be non-physicians, at least one of whom shall be a public/consumer member. Nominations for Associate Member positions shall be accepted from Member Boards, the Board of Directors and Administrators in Medicine (AIM). Associate Members shall be selected by the Board of Directors in accordance with policies and procedures established by the Board of Directors.
2. **TERMS:** Directors-at-Large shall each serve for a term of three years and shall be eligible to be reelected to one additional term. For this purpose, a partial term or terms totaling one-and-a-half years or more shall count as a full term. Associate Members shall each serve for a term of two years with staggered terms. Associate Members shall not be eligible to serve consecutive terms.
3. **ELECTION:** At least three of the Directors-at-Large shall be elected each year at the Annual Meeting of the House of Delegates by a majority of the votes cast. If no candidate receives a majority of the votes on the first ballot, and one seat is to be filled, a runoff election shall be held between the two candidates who received the most votes on the first ballot. If more than one seat is to be filled from a single list of candidates, and if one or more seats are not filled by majority vote on the first ballot, a runoff election shall be held, with the ballot listing candidates equal in number to twice the number of undesignated seats remaining to be filled. These candidates shall be those who received the most votes short of majority on the first ballot. The same procedure shall be used for any required subsequent runoff elections. Directors shall assume office upon final adjournment of the Annual Meeting of the House of Delegates at which they were elected.

SECTION B. DUTIES OF THE BOARD OF DIRECTORS

The control and administration of the corporation is vested in the Board of Directors, and it shall act for the corporation between annual meetings. The Board of Directors shall carry out the mandates of the corporation as established by the House of Delegates, and it shall have full and complete power and authority to perform all acts and to transact all business for and on behalf of the corporation. It shall conduct and manage all property, affairs, work and activities of the corporation, subject only to the provisions of the Articles of Incorporation and these Bylaws and to resolutions and enactments of the House of Delegates. The Board of Directors shall be the fiscal agent of the corporation. In its complete discretion, it shall establish rules for its operations and meetings. The corporation may indemnify Directors, Officers and other individuals acting on behalf of the corporation. Such indemnification shall be subject to the approval of the Board of Directors and shall be in accordance with the laws of the State of Nebraska and the operational policies and procedures of the Board of Directors, as adopted. The Board shall report to the membership of the corporation at the Annual Meeting of the House of Delegates.

1. The Board of Directors shall establish a strategic plan for the corporation that states the corporation's mission and objectives and shall submit that plan to the House of Delegates for ratification, modification or rejection. The Board shall review the current strategic plan annually and propose any amendments to the Annual Meeting of the House of Delegates for ratification, modification or rejection. The President shall report to the Annual Meeting of the House of Delegates on the extent to which the corporation's stated objectives have been accomplished in the preceding year.

SECTION C. REMOVAL FROM OFFICE

1. **REMOVAL:** Any officer or member of the Board of Directors may be removed as such officer or member for any cause deemed sufficient by an affirmative vote of two-thirds (2/3) of the total members of the Board of Directors entitled to vote and who are not subject to removal from office. Any officer or member of the Board of Directors being considered for possible removal shall be notified in writing, setting out the reason or reasons for removal in summary form. Such written notice shall be provided to the individual at least fifteen (15) days prior to the meeting during which the removal is to be considered.
2. **APPEAL:** Any officer or member of the Board of Directors removed by the Board of Directors may appeal to the House of Delegates at its next business meeting. Such individual may be reinstated by a two-thirds (2/3) vote of the House of Delegates.
3. **PROCEDURES:** The procedure for removal and appeal shall be conducted in accordance with the Manual of Disciplinary Procedures, which shall be available from the Federation upon written request of any member.

SECTION D. PUBLIC POLICY STATEMENTS

A “public policy” is defined as the official public position of the Federation on a matter that may be reasonably expected to affect member boards when dealing with their licensees, other health care providers, health-related special interest groups, governmental bodies or the public. The House of Delegates is the official public policy-making body of the Federation. When the interests of the Federation require more immediate action, the Board of Directors, or the President in consultation with the Chair, if feasible, is authorized to issue statements on matters of public policy between annual meetings.

SECTION E. VACANCY

In the event of a vacancy in the membership of the Directors-at-Large, the Board of Directors may appoint a Fellow who meets the qualifications for the position to serve until the next Annual Meeting of the House of Delegates, at which time an individual shall be nominated and elected to serve for the remainder of the unexpired term. In the event a Director-at-Large is elected to the office of Treasurer or Chair-elect, that vacancy shall be filled by an election at the same Annual Meeting of the House of Delegates.

SECTION F. EXECUTIVE COMMITTEE OF THE BOARD

1. **MEMBERSHIP:** The Board of Directors shall establish an Executive Committee of the Board, which shall consist of the Chair as Chair, Chair-elect, Treasurer, Immediate Past Chair and two Directors-at-Large. The Directors-at-Large shall be elected for a one-year term by majority vote of the Directors-at-Large and the Associate Members of the Board of Directors at the first regular meeting of the Board following the Annual Meeting of the House of Delegates. In the event of a vacancy in a Director-at-Large position, the Directors-at-Large and the Associate Members of the Board, by majority vote, shall choose another Director-at-Large to serve the remainder of the one-year term. In the event of vacancy in the position of Immediate Past Chair, this position shall remain vacant until the next Annual Meeting of the House of Delegates.
2. **DUTIES:** In intervals between Board meetings, the Executive Committee shall act for and on behalf of the Board in any matters that require prompt attention. It shall not modify actions previously taken by the Board.
3. **MEETINGS:** The Executive Committee may meet as frequently as required and may conduct its business by telephone conference call. Minutes must be kept of all meetings.
4. **REPORTING:** The Executive Committee shall report in writing all formal actions taken by it to the Board of Directors within five working days of taking those actions. At each meeting of the Board, the Executive Committee shall present to the Board a written report of all its formal actions since the previous meeting of the Board.

CHAPTER IV. PRESIDENT

The Board of Directors may, by a two-thirds majority vote of the full Board, appoint a President, who shall be a physician, to serve without term. The President shall administer the affairs of the corporation and shall have such duties and responsibilities as the Board of Directors and the corporation shall direct. The President shall serve as Secretary of the corporation and shall be an ex-officio member, without vote, of the Board of Directors.

CHAPTER V. MEETINGS

SECTION A. ANNUAL MEETING OF THE HOUSE OF DELEGATES

The annual meeting of the corporation, which shall be called the House of Delegates, shall be held at such time and place as may be fixed by the Board of Directors. Written notice of the time and place of the meeting shall be given to all Member Medical Boards by mail not fewer than 90 days prior to the date of the meeting.

SECTION B. SPECIAL MEETINGS OF THE HOUSE OF DELEGATES

Special meetings of the House of Delegates may be called at any time by the Chair, on the written request of 10 Member Medical Boards or by action of the Board of Directors. Written notice of the time and place of such meetings shall be given to all Member Medical Boards by mail not fewer than 30 days prior to the date of the meeting.

SECTION C. QUORUM

A majority of Member Medical Boards shall constitute a quorum at any meeting of the House of Delegates. A majority of the voting members of the Board of Directors or any committee or other constituted group shall constitute a quorum of the Board, committee or group.

SECTION D. RULES OF ORDER

Meetings of the House of Delegates, Board of Directors and all committees shall be conducted in accordance with Sturgis Standard Code of Parliamentary Procedure, current edition, except when in conflict with the Articles of Incorporation or these Bylaws, in which case the Articles of Incorporation or these Bylaws shall prevail.

CHAPTER VI. STANDING AND SPECIAL COMMITTEES

SECTION A. STANDING COMMITTEES

1. The Standing Committees of the corporation shall be:
 - a. Audit Committee
 - b. Bylaws Committee
 - c. Editorial Committee
 - d. Education Committee
 - e. Finance Committee
 - f. Nominating Committee

Other standing committees may be created by resolution of the corporation. Chairs and members of all standing committees, with the exception of the Nominating Committee, shall be appointed by the Chair, with the approval of the Board of Directors, for a term of one year, unless otherwise provided for in these Bylaws. Reappointment, unless specifically prohibited, is permissible.

2. **Membership.** Honorary Fellows, Associate Members, Courtesy Members and one subject matter expert non-member may be appointed by the Chair to serve on standing committees in addition to the number of committee members called for in the following sections of this chapter. No more than one Honorary Fellow, Associate or Courtesy Member or non-member, may be appointed by the Chair to serve in such a capacity on any standing committee. All committee members shall serve with vote. Honorary Fellows, Associate or Courtesy Members, and non-members appointed to standing committees by the Chair shall serve for a term concurrent with the term of the Chair. No individual shall serve on more than one standing committee except as specified in the Bylaws. With the exception of the Nominating Committee and the Editorial Committee, the Chair and the Chair-elect shall serve, ex-officio, on all committees.
3. **Vacancies.** In the event a vacancy occurs in an elected position on a standing committee, the Chair, with the approval of the Board of Directors, shall appoint a Fellow to serve on the committee until the next meeting of the House of Delegates, at which time an election will be held to fill the vacant position for the remainder of the unexpired term. In the event a vacancy occurs in an appointed position on a standing committee, the Chair, with the approval of the Board of Directors, shall appoint a Fellow to serve on the committee for the remainder of the unexpired term. In the event the Chairmanship of the Nominating Committee becomes vacant, the FSMB Chair, with the approval of the FSMB Board of Directors, shall appoint a Past Chair of the FSMB Board of Directors to serve in that capacity for the remainder of the unexpired term.

SECTION B. AUDIT COMMITTEE

The Audit Committee shall be composed of five Fellows in addition to the Treasurer who shall serve ex-officio without vote. The Committee shall review the financial statement and audit of the corporation, advise the Board of Directors on fiscal policy to ensure the continuing financial strength of the corporation, and review the corporation's investments.

SECTION C. BYLAWS COMMITTEE

The Bylaws Committee, composed of five Fellows, shall continually assess the Articles of Incorporation and the Bylaws and shall receive all proposals for amendments thereto. It shall, from time to time, make recommendations to the House of Delegates for changes, deletions, modifications and interpretations thereto.

SECTION D. EDITORIAL COMMITTEE

An Editorial Committee, not to exceed twelve Fellows, shall advise the Editor-in-Chief on editorial policy for the Federation's official publication (and shall serve as the editorial board of that publication) and otherwise assist the Editor-in-Chief in the performance of duties as appropriate and necessary. No officer or member of the Board of Directors shall serve on this Committee.

1. Service on the Editorial Committee is by nomination and appointment by the FSMB Chair, subject to approval of the Board of Directors, immediately following the Annual Meeting of the House of Delegates. Candidates are allowed to express their interest in serving on the Committee through self-nomination. Committee members shall serve staggered three-year terms and shall be limited to two full terms. The Editor-in-Chief shall be elected

by the Editorial Committee to a three-year term beginning on the date of the annual Editorial Committee meeting, with the Editor-in-Chief's term on the Editorial Committee being automatically extended to allow the Editor-in-chief to serve for three years. The members of the Editorial Committee whose terms are expiring shall continue to serve until their replacements meet at the next annual Editorial Committee meeting.

2. The Editorial Committee will elect its Chair, who will serve as the Editor-in-Chief of the *Journal of Medical Regulation*. The Editor-in-Chief will serve without compensation and will coordinate decisions on the *Journal* content, among other duties to be determined by the Bylaws Committee.

SECTION E. EDUCATION COMMITTEE

The Education Committee shall be composed of eight members, to include the Chair as chair, the Immediate Past Chair and the Chair-elect. The Committee shall be responsible for assisting in the development of educational programs for the Federation.

SECTION F. FINANCE COMMITTEE

The Finance Committee shall be composed of five Fellows, to include the Treasurer as Chair. The Finance Committee shall review the financial condition of the Federation, review and evaluate the costs of the activities and/or programs to be undertaken in the forthcoming year and present a budget for the Federation to the Board of Directors for its recommendation to the House of Delegates at the Annual Meeting, and perform such other duties as are assigned to it by the Board of Directors.

Except for the Treasurer, no Fellow shall serve on both the Audit and Finance Committees or have any other fiduciary responsibility for the Corporation.

SECTION G. NOMINATING COMMITTEE

The Nominating Committee shall be composed of seven individuals, including six Fellows and the Immediate Past Chair, who shall chair the Committee and serve without vote except in the event of a tie. At least three Fellows shall be elected at each Annual Meeting of the House of Delegates by a plurality of votes cast, each to serve for a term of two (2) years. At least one elected member of the Nominating Committee shall be a non-physician. With the exception of the Immediate Past Chair, no two Committee members shall be from the same member board. Also, with the exception of the Immediate Past Chair, no officer or member of the Board of Directors shall serve on this Committee. Members of the Nominating Committee are not eligible for nomination by the Committee.

1. The Committee shall submit a slate of one or more nominees for each of the offices and positions to be filled by election at the Annual Meeting of the House of Delegates.
2. The Nominating Committee shall mail its slate of candidates to Member Boards not fewer than 60 days prior to the Annual Meeting of the House of Delegates.

SECTION H. SPECIAL COMMITTEES

Special committees may be appointed by the Chair, from time to time, as may be necessary for a specific purpose.

SECTION I. REPRESENTATIVES TO OTHER ORGANIZATIONS AND ENTITIES

All representatives of the corporation to other official organizations or entities shall be appointed or nominated by the Chair, with the approval of the Board of Directors, and shall serve for a term of three years unless the other organization shall specify some other term of appointment. Representatives to these organizations shall be Fellows, Honorary Fellows, Associate Members or Courtesy Members at the time of their appointment or nomination.

CHAPTER VII. UNITED STATES MEDICAL LICENSING EXAMINATION (USMLE)

SECTION A. Except as otherwise set forth in this chapter, the composition of committees and subcommittees for the USMLE are subject to agreements with and the advice and consent of the National Board of Medical Examiners (NBME) and/or the USMLE Composite Committee. The Chair, with the approval of the Board of Directors, shall make appointments to the following USMLE committees in appropriate numbers and at appropriate times as required by the FSMB/NBME Agreement establishing the USMLE and by other agreements as may apply:

1. USMLE Composite Committee, which shall be responsible for the development, operation and maintenance of policies governing the three-step USMLE. The President shall be one of the Federation's representatives on this Committee.
2. USMLE Budget Committee, which shall be responsible for the development and monitoring of USMLE revenues and expenses, including the establishment of fees.

3. The USMLE Step 3 Committee, which shall be responsible for overseeing the design, development, scoring and standard setting for the USMLE Step 3, subject to policies established by and reporting to the USMLE Composite Committee. Appointments to the Step 3 Committee shall not be restricted by Federation membership status. The Step 3 Committee shall be composed of not more than 15 members, who shall be appointed by the Chair with the approval of the Board of Directors. The Committee chair shall be appointed by the Chair. All members of the Step 3 Committee shall be appointed for staggered three-year terms, and no member shall serve more than two consecutive terms.

SECTION B. The President shall provide FSMB advice and consent to the NBME for NBME's appointments to the USMLE Step 1 and Step 2 Committees, and the President shall provide FSMB advice and consent to the Step 3 Committee for its appointments to the Step 3 Test Materials Development Committee. Such appointments shall be based on recommendations and nominations provided by the NBME.

CHAPTER VIII. POST-LICENSURE ASSESSMENT SYSTEM

The Post-Licensure Assessment Governing Committee shall be responsible for the development, operation and maintenance of policies governing the Post-Licensure Assessment System (PLAS) established by joint agreement between FSMB and NBME. The Chair, with the approval of the Board of Directors, shall make appointments to the Post-Licensure Assessment Governing Committee and its program committees in appropriate numbers and at appropriate times as required by the FSMB/NBME joint agreement establishing the Post-Licensure Assessment System and by other agreements as may apply.

CHAPTER IX. FINANCES AND DUES

SECTION A. SOURCES OF FUNDS

Funds necessary for the conduct of the affairs of the corporation shall come from but not be limited to:

1. Annual dues imposed on the Member Medical Boards, Associate Members, Affiliate Members, Courtesy Members Honorary Fellows and Official Observers;
2. Special assessments established by the House of Delegates;
3. Voluntary contributions, devices, bequests and other gifts;
4. Fees charged for examination services, data base services, credentials verification services and publications.

SECTION B. ANNUAL DUES

The annual dues for Member Medical Boards shall be established, from time to time, by a majority vote of the House of Delegates.

1. Annual dues for Member Medical Boards shall be the same for all Members regardless of their physician populations. Annual dues are due and payable not later than January 1.
2. Any Member Medical Board whose dues are in default at the time of the Annual Meeting of the House of Delegates shall be ineligible to have a seated delegate.

CHAPTER X. DISCIPLINARY ACTION

SECTION A. MEMBER

For the purposes of this Chapter, a member shall be defined as a Member Medical Board, a Fellow, an Honorary Fellow, an Associate Member, an Affiliate Member or a Courtesy Member.

SECTION B. AUTHORIZATION

The Board of Directors, on behalf of the House of Delegates, may enforce disciplinary measures, including expulsion, suspension, censure and reprimand, and impose terms and conditions of probation or such sanctions as it may deem appropriate, for any of the following reasons:

1. Failure of the member to comply or act in accordance with these Bylaws, the Articles of Incorporation of the corporation, or other duly adopted rules or regulations of the corporation;
2. Failure of the member to comply with any contract or agreement between the corporation and such member or with any contract or agreement of the corporation that binds such member;
3. Failure of the member to maintain confidentiality or security, or the permitting of conditions that allow a breach of confidentiality or security, in any manner dealing with the licensing examination process or the

confidentiality of corporation records, including the storage, administration, grading or reporting of examinations and information relating to the examination process; or

4. The imposition of a sanction, judgment, disciplinary penalty or other similar action by a Member Medical Board that licenses the member or by a state or federal court, or other competent tribunal, whether or not related to the practice of medicine and including his or her conduct as a member of a Member Medical Board.

SECTION C. PROCEDURE

Any member alleged to have acted in such manner as to be subject to disciplinary action shall be accorded, at a minimum, such procedural protection as satisfies the requirements of due process. Such procedures shall be conducted in accordance with the Manual for Disciplinary Procedures, which is available from the Federation upon the written request of any member.

SECTION D. REINSTATEMENT

In the event a member is expelled from the corporation, such member may apply for reinstatement after one year following final action on expulsion. The Board may accept application for reinstatement under such terms and conditions as it may deem appropriate. The Board's decision to accept or reject the application shall be final.

CHAPTER XI. CORPORATE SEAL

The Board of Directors shall adopt a corporate seal that meets the requirements of the state in which the Federation is incorporated.

CHAPTER XII. ADOPTION AND AMENDMENT OF BYLAWS

SECTION A. AMENDMENT

These Bylaws may be amended at any Annual Meeting of the House of Delegates by two-thirds (2/3) of those present and voting. Bylaws changes may be proposed only by the Board of Directors, Member Medical Boards or the Bylaws Committee. All such proposals must be submitted in writing to the Bylaws Committee, in care of the President of the Federation. The Bylaws Committee must inform the Member Medical Boards of its meeting dates not fewer than 60 days in advance. The recommendations of the Bylaws Committee and the full texts of all proposed amendments recommended to the Committee shall be sent to each Member Medical Board not fewer than 60 days prior to the Annual Meeting of the House of Delegates at which they are to be considered.

SECTION B. EFFECTIVE DATE

These Bylaws and any other subsequent amendments thereto, shall become effective upon their adoption, except as otherwise provided herein.

Bylaws last amended April 30, 2011