

BY-LAWS

THE VIRGINIA GERIATRICS SOCIETY

-A Not-for-Profit Corporation-

Adopted September 28, 1998

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Article I.

Name of the Organization; Affiliation

The name and title of this organization shall be The Virginia Geriatrics Society (the "Corporation") . The Corporation is a regional organization informally affiliated with the national organization of the American Geriatrics Society. (The "Society"), but is not a branch or division of, or otherwise legally related to the Society.

Article II.

Purposes of the Corporation

The purpose of this Corporation shall be:

- (1) To promote high standards of health care for the elderly and to advance the quality of episodic and long term institutional and non-institutional care in the commonwealth of Virginia.
- (2) To assist in the education of medical students and physicians and other health care personnel in issues of particular concern regarding the elderly.
- (3) To foster professional and public awareness concerning issues in geriatric medicine.
- (4) To encourage and promote research in the broad field of geriatrics and gerontology.
- (5) To serve as a forum for discussion of issues pertaining to geriatric medicine by concerned physicians and health professionals.
- (6) To act as a resource to professional and lay organizations, government agencies, and community programs in the areas of care of the elderly.

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(7) To foster the above objectives in cooperation with the American Geriatrics Society and to coordinate activities with other professional societies and interested groups regarding issues in geriatrics.

Article III.

Membership

Membership in this Corporation shall be open to health care professionals and researchers, and related fields as determined by the Board of Directors. Each candidate for Membership must be approved by a majority vote of the Board of Directors.

Article IV.

Meetings of the Corporation

Section 1. Annual Meeting. The Annual Meeting of the Members of the Corporation shall be held at a time and place designated by the Board of Directors, which shall be within 120 days of the end of each fiscal year, for the purposes of presenting the Annual Report of the Directors (the "Report"), electing Directors and Officers, and transacting such other business as may come before the meeting.

Section 2. Special Meetings. Special Meetings of the Members of the Corporation: (a) may be called at any time by the President or the President-Elect; (b) shall be called by the President or the President-Elect upon written request of a majority of the whole Board of Directors; or (c) shall be called by the President or the President-Elect when at least ten percent of the Members entitled to vote request him to do so. Such request shall specify the time, place, and purpose of the proposed meeting. The time specified for such meeting shall be a date, in the case of meetings called under (a) or (b) above, which is no less than one and no more than three months from the date of such request, and in the case of (c) above, which is no less than two and no more than three months from the date of such request, or as otherwise required by law.

Section 3. Meeting Notices. Written notice of the time and place of the Annual Meeting and of all other meetings of the members of the Corporation shall be given by First Class Mail by

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the Secretary/Treasurer to each Member entitled to vote, addressed to said Member at the address as it appears on the records of the Corporation, not less than ten and not more than fifty days before the meeting. The record date for the determination of Members entitled to vote at a meeting of Members shall be the close of business on the day next preceding the day on which notice is given, or as otherwise provided by-law.

Section 4. Quorum. Ten percent of the Members entitled to vote, present in person or by proxy, shall constitute a quorum for the transaction of business at any duly called regular or special meeting of the Members, but a lesser number may adjourn the meeting despite the absence of a quorum if permitted by applicable law.

Section 5. Annual Report. The Board of Directors shall present at Meeting of the Corporation a Report, verified by the President and Secretary/Treasurer, or by a majority of the Directors, and dated as of the date of the meeting.

The Report shall contain, together with any other information required by applicable law, the following:

- (a) The assets and liabilities, including trust funds, of the corporation as of the end of the most recent twelve month fiscal period.
 - (a) The principal changes in assets and liabilities, including trust funds, during said fiscal period.
 - (b) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, during said fiscal period.
 - (c) The expenses or disbursements of the Corporation, for both general and restricted purposes during said fiscal period.
 - (d) The number of Members of the Corporation as of the date of the Report and as of the date of the previous Annual Report, together with a statement of the place where the names and places of residence of the current Members may be found.

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The Report shall be filed with the records of the Corporation and an abstract thereof entered in the minutes of the proceedings of the Annual Meeting.

Article V.

Board of Directors

Section 1. Management. The management of the Corporation shall be vested in a Board of Directors, subject, however, to any requirements of the By-laws of the Society or contained in any resolution adopted by the Society's Board of Directors which shall be necessary for the Corporation to be designated as a State Affiliate of the Society.

Section 2. Number of Directors. The number of Directors which shall constitute the whole Board shall be not less than six (6) and not more than ten (10), the exact number to be determined by a plurality vote of the Membership at its Annual Meeting; provided, however, that the initial Board of Directors to be designated in the certificate of incorporation or elected by the incorporators shall consist of six (6) Directors. Only Members of the Corporation shall be eligible for election to the Board of Directors.

Section 3. Election of the Board of Directors. Directors shall be elected by a majority vote of the Membership at its Annual Meeting to serve for three-year terms, which will be staggered; provided, however, that the initial Board of Directors shall be designated in the certificate of incorporation or elected by the incorporators.

Section 4. Terms. Commencing with the 1999 Annual Meeting of the members, the Board of Directors shall be divided into three classes, Class I, Class II and Class III as nearly equal in number as possible. At the 1999 Annual Meeting of members, directors of the first class (Class I) shall be elected to hold office for a term expiring at the 2000 Annual Meeting of members; directors of the second class (Class II) shall be elected to hold office for a term expiring at the 2001 Annual Meeting of members,

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and directors of the third class (Class III) shall be elected to hold office for a term expiring at the 2002 Annual Meeting of members. At each Annual Meeting of members after 2001, the successors to the class of directors whose terms then shall expire shall be identified as being of the same class as the directors they succeed and elected to hold office for a term expiring at the third succeeding Annual Meeting of members. When the number of directors is changed, any newly created directorships or any decrease in directorships shall be apportioned among the classes by the Board of Directors as to make all classes as nearly equal in number as possible.

Section 5. Vacancies. Vacancies in the Board of Directors may be filled by the Board of Directors. Any Director elected to fill a vacancy shall serve until the next Annual Meeting of Members or until his or her successor shall be elected and qualified.

Section 6. Resignations. Any Director may resign at any time by written notice to the Secretary/Treasurer.

Section 7. Place of Meetings. The Board of Directors shall hold its meetings at such place or places within or without the State of Virginia as the Board may from time to time designate.

Section 8. Regular Meetings. The Board of Directors shall hold at least one regular annual meeting each year. This Annual Meeting of the Board of Directors shall be held prior to the Annual Meeting of the members of the Corporation.

Section 9. Special Meetings. In addition to the Annual Meeting of the Board of Directors, the Board may meet at any time when the affairs of the Corporation shall require. Special meetings of the Board may be called by the President or the President-Elect, and shall be called by either such Officer on the written request of at least one-half of the whole Board of Directors.

Section 10. Notice. Written notice of the time and place of all meetings of the Board of Directors shall be given by First Class Mail to each Director by the Secretary/Treasurer or, in his or

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her absence, by any other Officer of the Corporation, not less than ten days before the meeting. Notice of a Special Meeting shall also state the purpose of such meeting.

Section 11. Quorum. At the meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business.

Article VI.

Officers

Section 1. Principal Officers. The three Principal Officers of the Corporation shall be the President, a President-Elect, and a Secretary/Treasurer.

Section 2. Qualifications and Tenure. The initial Principal Officers shall be elected by the initial Board of Directors. Thereafter, the Principal Officers of the Corporation shall be elected by a majority vote of the Membership of the Corporation at its Annual Meeting from those persons elected as Directors of the Corporation pursuant to Article V; provided, however, that the President-Elect, in the year after his or her tenure of office as such, shall automatically succeed to the office of President if he or she is reelected to the Board of Directors. Subject to the foregoing, the Principal Officers shall be elected to serve for a two-year term or until their successors shall be elected and qualified at the Annual Meeting of the Members of the Corporation. Only Members of the Society shall be eligible for election to the Board of Directors, or to serve as a Principal Officer of the Corporation.

Section 3. Compensation. No Director or Principal Officer of the Corporation shall, directly or indirectly, receive any salary compensation or emolument from the Corporation, either as an Officer or Director, or in any other capacity, or be interested in any contract relating to the operations conducted by the Corporation, nor in any contract for furnishing supplies thereto, unless authorized by the concurring vote of no less than two-thirds of the whole Board of Directors of the Corporation.

Section 4. Vacancies. The Board of Directors may fill any vacancies which may occur in any office until the next Annual Meeting of the Members of the Corporation. In case he or she deems it necessary or advisable, the President may appoint

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persons to fill vacancies until the Board of Directors or the Membership has had an opportunity to fill such vacancy.

Section 5. Resignation. Any Officer may resign at any time by written notice to the Secretary/Treasurer.

Section 6. Removal. Any Officer of the Corporation may be removed for cause, after an appropriate hearing, by the affirmative vote of no less than three-fourths of the whole Board of Directors whenever, in their judgment, the best interests of the Corporation will be served thereby.

Section 7. The President. The President shall be the Chief Executive Officer and shall preside at all meetings of Members of the Corporation. He or she, or their appointed representative, shall preside over any scientific sessions of the Corporation. In the event of a vacancy in the office of President, or during his or her absence, or his or her inability to act, his or her duties shall devolve upon the President-Elect.

Section 8. The President-Elect. The President-Elect shall be Chair of the Educational Programs Committee. In the event of a vacancy in the office of President-Elect, or during his or her absence or his or her inability to act, his or her duties and powers shall devolve upon the Secretary/Treasurer.

Section 9. The Secretary/Treasurer. The Secretary/Treasurer shall be charged with the custody of all papers and documents relating to the property of the Corporation, and shall deposit all corporate funds in the corporate name in such banks and trust companies as the Board of Directors shall designate or approve. He or she shall keep a careful record of the proceedings of the meetings of the members of the Corporation and of the Board of Directors; shall give notice of all meetings of members of the Corporation and of the Board of Directors, and shall, in general, perform all other duties incident to the Office of Secretary/Treasurer, subject to the control of the Board of Directors.

Section 10. Other Officers. The Board of Directors may from time to time appoint such other officers from among the Members of the Corporation as it may deem advisable to assist the Principal Officers in the performance of their duties on behalf of the Corporation.

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Article VII.

Committees

Section 1. Nominations Committee. The Nominations Committee shall consist of not less than three nor more than five persons elected by the Board of Directors from among the Members of the Corporation, and may include one or more members of the Board of Directors. The committee shall elect its own chair.

The Nominations Committee shall meet not later than 30 days prior to the date of the Annual Meeting of the Members. The candidates for election to the Board of Directors and as Principal Officers of the Corporation who receive the largest plurality of the committee's votes shall be nominated by the committee. The Nominations Committee shall nominate ten persons for election to the Board of Directors, including the current President-Elect if there shall be no vacancy in such office, or such fewer number as then constitutes the whole Board of Directors, provided that nothing shall prevent the Members from establishing a greater number as constituting the whole Board and nominating additional candidates from the floor at the Annual Meeting of the Members. If there shall be no vacancy in the office of President-Elect, the Nominations Committee shall nominate a new President-Elect and a Secretary/Treasurer. Such nominations of the committee shall be submitted in a report to the Members of the Corporation at their next Annual Meeting for election of Directors and Officers. The report of the Nominations Committee shall be in writing, shall be signed by the Chair of the Committee and shall be delivered to the President so that the report may be published not later than 30 days prior to the date of the Annual Meeting of the Members.

Any number of additional nominations may be made from the floor at the Annual Meeting by any Member.

Section 2. Educational Programs Committee. The Educational Programs Committee shall consist of not less than three nor more than five members elected by the Board of Directors from among the Members of the Corporation, and may include one or more members of the Board of Directors. The Committee shall include the President-Elect who shall be Chair of such Committee. The Educational Programs Committee shall have the responsibility for planning and conducting any and all of the educational programs directed by the Board of Directors and all activities associated with such programs.

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Section 3. Other Committees. The Board of Directors may from time to time by resolution appoint such other committees from among the Members of the Corporation, including the Board of Directors, as it may deem advisable or appropriate to advise and assist the Board in the management, direction, and supervision of the various activities of the Corporation.

Article VIII.

Fiscal Year

The Fiscal Year of the Corporation shall begin on the 1st of January and end on the 31st of December each year.

Article IX.

Amendments

The Members of the Corporation may, by an affirmative vote of not less than two-thirds of those present, amend these By-laws at any Annual or Special Meeting of the Members, subject to the limitations hereinafter provided. Amendments may be proposed by any Member of the Corporation and shall be proposed in a writing delivered to the Secretary/Treasurer and, except for those made from the floor or those delivered after notice of such meeting, a copy thereof shall be mailed to each Member of the Corporation with the notice of the meeting. A copy of any Amendment which shall be approved shall be mailed to each Member of the Corporation.

Article X.

Membership Dues

The power to set membership dues is given to the Board of Directors.

Article XI.

Indemnification

Section 1. To the full extent that the Virginia Nonstock

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Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation (which limitation shall be (i) One Dollar (\$1.00) or the minimum amount allowed to be stated by such Act if a specific dollar amount is required to be stated or (ii) the full extent of the limitation set forth in such Act if no specific dollar amount is required to be stated) or elimination of the liability of directors or officers, a director or officer of the corporation shall not be liable to the corporation for monetary damages. Any amendment or repeal of this Article shall not adversely affect any right of protection of a director or officer of the corporation for or with respect to any acts or omissions of such director or officer occurring prior to such amendment or repeal.

Section 2. To the full extent permitted and in the manner prescribed by the Virginia Nonstock Corporation Act and any other applicable law, the corporation shall indemnify a director or officer of the corporation who is or was a party to any such proceeding by reason of the fact that he is or was such a director or officer or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any director or officer.

Section 3. The Board of Directors is hereby empowered, by majority vote of a quorum of disinterested directors, to cause the corporation to indemnify or contract in advance to indemnify any person not specified in Section 2 of this Article who was or is a party to any proceeding, by reason of the fact that he is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if such person were specified as one to whom indemnification is granted in Section 2.

Section 4. The corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board or Directors may determine, on behalf of any person who is or was a director, officer, employee or agent of another corporation, partnership,

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joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by any such person in such a capacity or arising from his status as such, whether or not the corporation would have power to indemnify him against such liability under the provisions of this Article.

Section 5. In the event there has been a change in the composition of a majority of the Board of Directors after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Section 2 of this Article shall be made by special legal counsel agreed upon by the Board of Directors and the proposed indemnitee. If the Board of Directors and the proposed indemnitee are unable to agree upon such special legal counsel, the Board of Directors and the proposed indemnitee each shall select a nominee, and the nominees shall select such special legal counsel.

Section 6. The provisions of this Article shall be applicable to all actions, claims, suits or proceedings commenced after the adoption hereof, whether arising from any action taken or failure to act before or after such adoption. No amendment, modification or repeal of this Article shall diminish the rights provided hereby or diminish the rights to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act prior to such amendment, modification or repeal.

Section 7. Reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective estates, heirs, executors and administrators.