HEARTLAND ENDOCRINE ROUNDTABLE, Inc.

BYLAWS

CHAPTER I
NAME AND PURPOSE

Section 1. Name. This organization shall be known as the **Heartland Endocrine Roundtable, Inc.** (hereinafter referred to as the "Roundtable"). The Heartland Endocrine Roundtable, Inc. includes the state of Arkansas, Kansas, Missouri, Nebraska, and Oklahoma.

Section 2. Organization. This organization shall be organized in the state of Florida as a corporation not-for-profit within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued there under, or the corresponding provisions of any future United States Internal Revenue Law.

Section 3. Purpose. The purpose of the shall be to insure optimal care and the highest standard of medical practice for patients with endocrine, diabetes and related metabolic disorders, and to serve as a representative spokesman for and to the members in the Roundtable treating patients with endocrine diabetes and related metabolic disorders, and to provide opportunities for education and fellowship.

CHAPTER II
MEMBERSHIP

Section 1. Eligibility. All who are residing in the states of Arkansas, Kansas, Missouri Nebraska, Oklahoma, are interested in endocrine patient care or endocrine knowledge advancement are eligible to join this Roundtable. Professionals from other states are welcome to join.

Section 2. Classes of Members. The formation of, or membership in any category of an Roundtable shall not be denied or abridged because of sex, color, creed, race, religion, disability, ethnic origin, national origin, or sexual orientation , or for any other reason unrelated to character. In considering applicants for membership, information as to the Roundtable, ethics, professional status and professional activities of the individual may be considered. The qualifications for membership in the respective classes are:

a) Active Membership: The qualifications for admission to active membership shall require that the applicant be a physician (MD, DO, or foreign equivalent), NP, PA, AP, PharmD or CDCES who has an active, unencumbered license to practice medicine in the United States. Each active member shall have the right to vote, hold office, be a director, and serve on committees so long as the member remains in good standing. Each active member should not work for pharmaceutical company.

b) Affiliate Membership: The qualifications for admission to active membership should require that the applicant be a PharmD actively employed by pharmaceutical company. Affiliate membership shall not have the right to vote, to hold office or be a director.

c) Associate membership: The qualifications for admission to affiliate membership in Roundtable shall require a status of medical student or fellowship in medical studies, enrolled in a postgraduate residency training program in Internal Medicine or Pediatrics or be enrolled as a student in a medical school accredited by the Association of American Medical Colleges. Affiliate members may not vote, hold office, be directors, or serve on committees. Associate membership shall not have the right to vote, to hold office or be a director.

d) Honorary Membership: Honorary membership may be conferred by the Board of Directors upon such persons who have provided distinguished service to the Roundtable or to the endocrinology community.

Honorary members shall not be required to pay any dues or assessments and shall not have the right to vote, to hold office or be a director, but may serve on committees.

Section 3. Termination of Membership. Membership in the Roundtable shall terminate when the member fails to pay Roundtable dues as specified in Article VIII.

Whenever any action is taken by the Roundtable which results in the termination of a member's rights to membership other than for non-payment of dues, the Roundtable shall provide the member with written notification by letter, return receipt requested, of its actions and the reasons therefore, at least thirty (30) days before the effective date of the termination of membership. This written notification shall inform the terminated member that he/she has the right to petition the Roundtable Board of Directors for a hearing.

The terminated members request for a hearing shall be in writing. The Roundtable Board of Directors shall afford the individual an opportunity to present evidence, either in writing or orally at the discretion of the hearing body. Such hearing shall be held not less than fifteen (15) days after the request for the hearing has been received by the Roundtable. The effective date of the termination of membership shall be postponed pending the decision of the hearing body.

The decision of the hearing body shall be final. Failure of the affected individual to request this hearing within (30) days after receipt of notification may constitute waiver of his or her right for this appeal.

Section 4. Reinstatement of Members. A person whose membership has been terminated may be reinstated upon approval by the Roundtable Board of Directors after paying the membership due.

Section 5. Discrimination. Membership in any category of the Roundtable shall not be denied or abridged because of sex, color, creed, race, religion, disability, ethnic or national origin, sexual orientation, or for any other reason unrelated to character or competence. Nor shall membership in any category in the Roundtable be denied to any person who meets the requirements for membership as set forth in these Bylaws and in the bylaws of the applicant's respective Roundtable. In considering applicants for membership, information as to the character, ethics, professional status and professional activities of the individual may be considered.

CHAPTER III
MEETINGS

Section 1. Annual Meeting. The Roundtable shall hold an annual meeting, open to all members and invited guests, at a time and place designated by the Roundtable Board of Directors. The purpose of meeting shall be to elect Roundtable Officers and Roundtable Board of Directors members, present education programs, and to transact other business that may come before the Roundtable.

Section 2. Special Meetings. Special meetings of the membership may be called at any time by the Roundtable President after consultation with the Roundtable Board of Directors or upon written request of not less than twenty percent (20%) of the membership.

Section 3. Local Roundtable Meeting. This meeting is being called by local member of Board Director to address local member concerns or educational academic interest. The local member of Board Director should organize and be responsible for the budget. Roundtable should not be held responsible for any direct or indirect harm caused by such a meeting. The meeting should be approved by the President and Vice President of the Roundtable.

Section 4. Notice of Meeting. A written or printed notice stating the place, day and hour of any Roundtable meeting shall be sent to each member of the Roundtable not less than thirty (30) days before the date of the meeting. In the case of special meetings, the purpose or purposes of the meeting shall be stated in the notification and no other business shall be transacted except that stated in the call.

Section 5. Quorum. At any meeting of the membership of the Roundtable, a majority of the members present and voting at such meeting shall constitute a quorum for the transaction of business.

CHAPTER IV
BOARD OF DIRECTORS

Section 1. General Powers. The property and affairs of the Roundtable shall be managed by the Roundtable Board of Directors.

Section 2. Composition. The Roundtable Board of Directors shall consist of: the Officers of the Roundtable; five members of the Roundtable at large, each from a state represented in the Roundtable, and one trainee representative (fellow or resident) appointed by the Board of Directors.

Section 3. Election and Term of Office. The Roundtable Board of Directors shall be elected by the members of the Roundtable present and voting at each annual meeting of the Roundtable, and shall serve for three (3) years. The trainee representative shall serve for one (1) year. After the initial election, the terms of the board shall become staggered. The term of office for appointed positions shall be for one year commencing with the annual meeting election.

Section 4. Vacancies. A vacancy on the Roundtable Board of Directors may be filled by action of the members of the Roundtable Board of Directors at any of its meetings. The individual so appointed to fill a vacancy shall serve for the unexpired term of his/her predecessor.

Section 5. Meetings. Meetings of the Roundtable Board of Directors may be called by the Roundtable President, who also serves as Chairman of the Roundtable Board of Directors, or at the request of a majority of the Roundtable Board of Directors members. The President shall fix the place for holding all meetings unless otherwise directed by the Roundtable Board of Directors. The Roundtable Board of Directors shall meet at least once each year.

Section 6. Notice. A written or printed notice stating the place, day and hour of the meeting and the purpose or purposes for which the meeting is called shall be sent to each Roundtable Board of Directors member not less than thirty (30) days if held in physical location, otherwise not less than a week (7 days) before the date of the meeting.

Section 7. Quorum. A majority of the members of the Roundtable Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Roundtable Board of Directors.

CHAPTER V
OFFICERS

Section 1. Officers. The officers of the Roundtable shall consist of the President, one Vice President, the Immediate Past President, and the Secretary/Treasurer.

Section 2. Election and Term of Office. The term of office of shall be for two years and the Roundtable Officers shall be elected by the members of the Roundtable at an annual meeting.

Section 3. Vacancies. If a vacancy in an office occurs, it shall be filled by action of the members of the Roundtable Board of Directors at any meeting of the Roundtable Board of Directors.

CHAPTER VI
DUTIES OF OFFICERS

Section 1. President. The President of the Roundtable shall be the chief elected officer of the Roundtable and shall in general supervise and direct the business and affairs of the Roundtable, subject to the direction and control of the Roundtable Board of Directors. The Roundtable President shall serve as Chairman at all meetings of the membership and of the Roundtable Board of Directors. The Roundtable President, in consultation with the Roundtable Board of Directors and committee chairmen, shall appoint the members of all standing and ad hoc committees of the Roundtable.

Section 2. Immediate Past President. The Roundtable Immediate Past President shall assist the Roundtable President in the discharge of the duties of the Roundtable President as the Roundtable President may direct, and shall perform such duties as from time to time may be assigned by the Roundtable President. In the absence of the President, the Vice President shall perform the duties of the Roundtable President.

Section 3. Vice President. The Roundtable Vice President shall perform duties as from time to time may be assigned by the Roundtable President or by the Roundtable Board of Directors.

Section 4. Secretary/Treasurer. The Roundtable Secretary/Treasurer shall:

a) Notify all members in advance of all Roundtable member meetings;
b) Keep a record of the proceedings of all Roundtable annual meetings and the meetings of the Roundtable Board of Directors;
c) Oversee the collection and retention of all funds due or accepted by the Roundtable;
d) Expend the funds under the direction of the Roundtable Board of Directors;
e) Submit to the Roundtable Board of Directors an annual financial report;
f) Arrange for an audit of the financial records (if necessitated);
g) Responsible for reviewing payments and debts to the management company;
h) Ensuring the long-term fiscal stability of the company;
i) Otherwise perform the duties expected of a Roundtable Secretary/Treasurer.

CHAPTER VII
COMMITTEES

Section 1. Establishment and Composition. Committees may be established by resolution of the Roundtable Board of Directors, adopted at any duly called and constituted meeting. The size, purposes and powers of any such committee shall be as provided in such resolution. The Roundtable President shall, in consultation with the Roundtable Board of Directors, appoint the members of each such committee, the chairman of each committee, and any subsequent vacancies. All standing committee appointments must have the approval of the Roundtable Board of Directors. A member may be removed from any committee by the Roundtable President, whenever, in the judgment of the Roundtable President and Roundtable Board of Directors the best interests of the Roundtable shall be served by such termination.

Section 2. Length of Term on Committees. The length of the term of members of all committees shall be determined by the Roundtable Board of Directors.

Section 3. Reporting. All Roundtable committees shall report to the Roundtable Board of Directors.

Section 4. Special Committees. Upon recommendation by the Roundtable President, the Roundtable Board of Directors may establish special or ad hoc committees to address special subjects of interest to the Roundtable.

Section 5. Nominating Committee. The Nominating Committee shall consist of the current Roundtable President, the two Immediate Past Presidents of the Roundtable, and two members elected by the Roundtable Board of Directors.
The Nominating Committee shall present to the Roundtable Board of Directors its nominations for each office at least 30 days in advance of the annual meeting of the membership of the Roundtable. The Roundtable Board of Directors will present the nominations to the membership at the annual roundtable meeting.

CHAPTER VIII
DUES AND ASSESSMENTS

Annual dues and assessments shall be set by the Roundtable Board of Directors.

CHAPTER IX
INDEMNIFICATION

To the full extent permitted by law, the Roundtable will indemnify any and all of its officers, Board of Directors, and committee members for certain expenses and other amounts paid in connection with legal proceedings in which any such person becomes involved by reason of serving in any such capacity with or for the Roundtable. The Roundtable may purchase and maintain insurance on behalf of any or all officers, Board of Directors, or committee members against any liability asserted against any such person, and incurred in any such capacity, whether or not the Roundtable would have the power to indemnify them against such liability under the provisions of this article.

CHAPTER X
ETHICS

Members of the Roundtable are expected to exhibit high ethical and moral standards.

CHAPTER XI
AMENDMENTS

These Bylaws may be amended or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the voting members present at the annual meeting of the Roundtable, provided that written notice of the proposed change or changes has been emailed to each voting member.

CHAPTER XII
DISSOLUTION

Dissolution. Under dissolution of the Roundtable all assets thereof, after payment of all debts and other liabilities, shall be paid and distributed to such nonprofit corporations or other organizations devoted to medical research, scientific or other purposes related to the practice of endocrinology, as may be designated by a majority of the Board of Directors of the Association holding office at the time of dissolution.

ARTICLE XIII
CONFLICT OF INTEREST

The Roundtable has a conflict of Interest policy that is reviewed annually at the Board Meeting held in conjunction with the Annual Meeting of the Membership.

ARTICLE XIV
PARLIAMENTARY PROCEDURE

Questions pertaining to parliamentary procedure shall be arbitrated by the Roundtable Vice President. Parliamentary procedure not provided for by these Bylaws shall be according to the latest edition of James Davis' Rules of order or such other commonly accepted reference as may be adopted by the Board of Directors.