

HEALTH LAW SECTION

OF THE

INDIANA STATE BAR ASSOCIATION

AMENDED AND RESTATED BYLAWS 4-20-05

Article I

Name and Purpose

Section 1.1. Name. The name of this section of the Indiana State Bar Association (the "Association") shall be the "Health Law Section," which shall be referred to in these Bylaws as the "Section."

Section 1.2. Purpose. The purpose of this Section shall be to promote the interests of the Section's members and of the Association in the area of health law.

Article II

Membership and Dues

Section 2.1. Membership. Any member of the Association or affiliate paralegal member of the Association (in either case, a "member") shall be admitted as a member of this Section upon application through the principal office of the Association and upon payment of dues for the current year, and shall retain such membership unless it is terminated by resignation or termination as provided in these Bylaws. Affiliate paralegal members shall be non-voting members and, except for the non-voting paralegal member elected to serve as a Council observer, shall not be eligible to serve as an officer or Council member of the Section.

Section 2.2. Dues. The annual membership dues of this Section shall be determined by the Council. To remain a member in good standing, each member of this Section shall pay Section dues to the Association every year upon the written request of the Association. Membership in this Section of any member whose dues remain unpaid shall be terminated in accordance with procedures established by the Association for delinquent members.

Section 2.3. Roster. The Secretary/Treasurer of this Section shall establish and maintain at the principal office of the Association a roster of all members of this Section, which shall include the name and address of each member.

Article III

Meetings of the Members

Section 3.1. Regular Meetings. The Section shall have two (2) regular meetings of the members each year, which shall be held in the same general location and at the same approximate date as the annual meeting and spring meeting of the Association. The exact location and time of such regular meetings shall be determined by the Chairman of the Section, with the approval of the Board of Governors of the Association, and notice shall be given to the members by the Association.

Section 3.2. Special Meetings. Special meetings of the Section may be called by the Chairman of the Section.

Section 3.3. Notice. Notice of the time and place of all regular and special meetings of the Section shall be given by the Secretary/Treasurer, or under supervision of the Secretary/Treasurer, at least fifteen (15) days prior to the date of such meeting. The notice of any special meeting shall specify the purpose of the special meeting.

Section 3.4. Quorum. The presence of at least five (5) members of the Section at any regular or special meeting shall constitute a quorum for the transaction of business.

Section 3.5. Voting. At any regular or special meeting of this Section at which a quorum is present, a majority of the members eligible to vote who are present and voting in favor of any matter presented to the Section shall be sufficient to approve the matter.

Article IV Officers

Section 4.1. Officers. The officers of the Section shall consist of a Chairman, a Chairman-Elect, a Vice Chairman, and a Secretary/Treasurer. All officers must also be members of the Section. Paralegal members of the Section are not eligible to be officers.

Section 4.2. Duties of the Chairman. The Chairman shall preside at all meetings of the members of the Section and at all meetings of the Council, and shall have such other powers and shall perform such other duties as usually pertain to the office of Chairman. With the consent of the Council, the Chairman shall have the authority to establish and appoint committees to perform such duties and to exercise such powers as directed by the Chairman. The Chairman shall prepare and present such reports of Section activities as may be requested by the Board of Governors of the Association.

Section 4.3. Duties of the Chairman-Elect. During the absence or disability of the Chairman, the Chairman-Elect shall perform all of the duties of the Chairman. In addition, the Chairman-Elect shall perform such other duties as may be assigned to him from time to time by the Council.

Section 4.4. Duties of Vice Chairman. The Vice Chairman shall perform such duties as the Chairman shall delegate to him.

Section 4.5. Duties of Secretary/Treasurer. The Secretary/Treasurer shall maintain a record of the proceedings of all meetings of the members of the Section and the Council. The Secretary/Treasurer shall also be responsible for giving notice of meetings of members and lists of nominees for election as required by these Bylaws. The Secretary/Treasurer shall also be responsible for accounting for the funds of the Section in accordance with the established procedures of the Association.

Section 4.6. Officer Removal. Any officer may be removed for cause, at any time, by not less than a majority of the Council members then entitled to vote.

Article V
Council

Section 5.1. Council Members. The members of the Council of the Section shall consist of fifteen (15) members, including: the officers of the Section, the immediate past Chairman of the Section, the chairmen of each of the Section's standing committees, one (1) member who is also a member of the Association's Young Lawyers Section, and at-large members of the Section elected in accordance with the provisions contained in these Bylaws. There shall also be one (1) non-voting paralegal member who shall participate in Council meetings as an observer.

Section 5.2. Authority and Responsibility. Except as otherwise provided in these Bylaws or as otherwise specifically directed by the members of the Section at any regular or special meeting, the Council shall have the authority and responsibility for the supervision and management of the affairs of the Section. During the interval between meetings of the Section, the Council shall have full authority to act for the Section in any way in which the Section itself would be authorized to act, and shall report any action taken not later than the next meeting of the members of the Section.

Section 5.3. Meetings; Voting; Written Consents; Fund Disbursements. Meetings of the Council may be called by the Chairman or by any three (3) members of the Council. Written notice of the exact location and time of any such meeting, together with a statement of the purpose of such meeting, shall be given to every member of the Council by the Chairman or the members calling the meeting, as applicable, at least ten (10) days prior to the date of such meeting; provided, however, that notice to a member may be waived in writing, and attendance at any meeting or voting upon any matter considered at a meeting shall constitute a waiver of notice of the meeting by the member. All binding action shall be by not less than a majority vote of all of the members of the Council. Any action permitted to be taken at any meeting of the Council may be taken without a meeting if, prior to such action, written consent to such action is signed by all members of the Council. Disbursement of the funds of the Section held by the Association or otherwise shall be made only pursuant to the action of the Council and only upon the joint authorization of the Chairman and the Secretary/Treasurer or the Executive Director of the Association.

Section 5.4. Council Member Renewal. Any member of the Council may be removed, with cause, by a vote of not less than two-thirds (2/3) of the entire Council.

Article VI
Nomination; Election; Vacancies

Section 6.1. Nomination. Not later than sixty (60) days before the regular meeting of the members of the Section that coincides with the annual meeting of the Association, the Chairman shall appoint a Nominating Committee in accordance with Section 7.1 below. The Nominating Committee shall select one nominee for the office of Vice Chairman, one nominee

for the office of Secretary/Treasurer, a nominee to chair each of the standing committees of the Section, a nominee for the Young Lawyers Section, a nominee for the non-voting paralegal member, and nominees for the at-large Council seats. The Chairman of the Nominating Committee shall submit a list of such nominees to the Secretary/Treasurer of the Section not later than forty-five (45) days before the meeting at which such election is to be held, and the Secretary shall mail copies of the list to the Section members at least thirty (30) days before the meeting date.

Other nominations for the offices of Vice Chairman or Secretary/Treasurer and the non-voting paralegal member and the at-large members of the Council may be made by a written petition signed by at least five (5) members of the Section and submitted to the Secretary/Treasurer not later than forty-five (45) days before such meeting at which any such election is to be held. The Secretary shall send a list of such nominees to every member of the Section at least thirty (30) days prior to the date of such meeting.

Section 6.2. Election.

(a) Election shall be by not less than a majority vote of the Section members present. Whenever two (2) or more persons are nominated for an office or a Council seat, the Secretary shall cause written ballots to be prepared that list the names of all persons duly nominated for the contested position. Voting shall be by confidential ballot. Unopposed candidates may be elected by voice vote. In the event a quorum of members is not present at such meeting, the former officers and the former elected members of the Council shall continue to serve until a proper election can be held.

(b) A Vice Chairman and a Secretary/Treasurer shall be elected at each annual meeting for a term of one (1) year, to serve from the close of the annual meeting at which elected to the close of the next annual meeting.

(c) The former Chairman-Elect shall automatically be elected and become Chairman of the Section.

(d) The former Vice Chairman shall automatically be elected and become Chairman-Elect of the Section.

(e) Other Council members shall be elected for staggered terms of two (2) years, to serve from the close of the annual meeting at which elected until the close of the second annual meeting thereafter.

Section 6.3. Vacancies. In the event of a vacancy in the office of Chairman, the Chairman-Elect shall automatically become Chairman, and shall serve as such for the remainder of the vacated term and the succeeding term. The Vice Chairman shall automatically become Chairman-Elect, and shall serve as such for the remainder of the vacated term and the succeeding term. The office of Vice Chairman shall remain vacant until the next annual meeting. In the event of dual vacancies in the offices of Chairman and Chairman-Elect, the Vice Chairman shall automatically become Chairman, and shall serve as such for the remainder of the vacated term and the succeeding term. The offices of Chairman-Elect and Vice Chairman shall remain vacant until the next annual meeting at which a Chairman-Elect and a Vice Chairman shall be

nominated and elected pursuant to this Article. Other vacancies on the Council shall be filled by the Chairman with the consent of a majority of the Council for the unexpired term of such office.

Article VII Committees

Section 7.1. Nominating Committee. The Chairman shall appoint three (3) members to a Nominating Committee. The Chairman shall designate one of the appointees as the chairman of the Nominating Committee.

Section 7.2. Standing Committees. The Council shall, from time to time, establish standing committees for the Section, which shall have such powers and duties as may be designated from time to time by the Council or the Section. The Chairmen of these standing committees shall be elected by the Council. Other standing committee members shall be appointed by the Chairman.

Section 7.3. Other Committees. There shall be such other committees of the Section as are deemed necessary to carry out the activities of the Section, and having such powers and duties as may be designated from time to time by the Council or the Section. Such other committee members shall be appointed by the Chairman.

Article VIII Member Resignation, Suspension, and Expulsion

Section 8.1. Resignation. A member may resign from Section membership at any time by written resignation directed to the Secretary/Treasurer of the Section or to the Executive Director of the Association.

Section 8.2. Suspension or Expulsion. A member may be suspended or expelled from the Section for conduct unbecoming a member of the bar, upon the vote of not less than two-thirds (2/3) of all Council members. Vote to suspend or expel a member shall be conducted by confidential ballot. Termination of membership in the Association shall automatically terminate membership in the Section.

Article IX Amendments

These Bylaws may be amended at any regular meeting of the Section, called in accordance with Article III, by not less than a majority vote of the members of the Section present and voting, provided that no amendment shall be effective until reviewed and approved in accordance with the established procedure of the Association.

Amended and restated April 20, 2005.