

AMENDED AND RESTATED BYLAWS
OF
OKLAHOMA SOCIETY OF ANESTHESIOLOGISTS, INC.

Offices

Section 1.1 Registered Office. The registered office of the Oklahoma Society of Anesthesiologists, Inc. (hereinafter referred to as the "Corporation" or the "Society") shall be located at 11201 Hillsdale Drive, Oklahoma City, Oklahoma 73151.

Section 1.2 Offices. The Corporation may establish or discontinue, from time to time, such other offices and places of business within or without the State of Oklahoma as the Board of Directors deems proper for the conduct of the Corporation's business.

ARTICLE II

Members and Meetings

Section 2.1 Categories of Members. The members of the Corporation shall consist of the following:

(a) Active Members. Active members must be physicians licensed in Oklahoma, must have successfully completed a training program accredited by the ACGME or the American Osteopathic Association, and must be practicing primarily within Oklahoma. Active members of the OSA must maintain membership in the American Society of Anesthesiology ("ASA") and cannot be members of another component society.

(b) Associate Members. Associate members are not members of the ASA, but otherwise meet the same requirements as active members.

(c) Affiliate Members. Affiliate members must be physicians who are not in the clinical practice of anesthesiology, scientists who, while not engaged in administering clinical anesthesia to humans, are nevertheless interested in anesthesiology, physicians who reside outside the United States and are not members of any other component society, and physicians who are in the exclusive service of the United States Government, other than those employed by the Veterans Administration.

(d) Retired Members. Retired members must have been active members of the Oklahoma Society of Anesthesiology, hold no membership in another component society, and be retired from active practice.

(e) Resident Members. Resident members must be physicians in full time training in a residency in Anesthesiology accredited by the ACGME or the American Osteopathic Association in Oklahoma.

Section 2.2 Election of Members. The following provisions apply to members and prospective members.

(a) Guidelines for Members. By making application for membership or by continuing membership in the Society, each member agrees to abide and be bound by the Articles and Bylaws of the Society, and to abide by the Guidelines for the Ethical Practice of Anesthesiology set forth by the ASA.

(b) Documentation. An applicant will provide documentation for verification of eligibility of requested membership category if requested by the Board of Directors of the Society. Upon acceptance or rejection of the membership application, notification will be sent to the ASA.

(c) Membership in Other Societies. Membership in another component society will not be construed as a presumptive right to membership in the Oklahoma Society of Anesthesiologists when a member of another component society moves into the jurisdiction of the Oklahoma Society of Anesthesiologists. Membership cannot be held in more than one component society.

(d) Notice of Non-Membership. If the Society receives written notice from the ASA of non-membership of an active member of the Society, then the Society will send written notice to that member giving him or her ninety (90) days to join the ASA. If the member has not done so within ninety (90) days, the member's category will be changed from active to associate.

Section 2.3 Privileges of Membership. Only active members and resident members will have the right of voting and serving as officers, delegates, directors or other officials of this Society. All members will be entitled to attend business meetings of the Society.

Section 2.4 Place of Meetings. Meetings of the members may be held at any place, within or without the State of Oklahoma, from time to time as designated by the President.

Section 2.5 Annual Meetings. The members shall have an annual meeting to elect directors, officers, delegates and alternates and to consider any other business which may be properly brought before the meeting. No notice shall be required for any annual meeting.

Section 2.6 Regular Meetings. Regular meetings of the members shall be held at such times as may be determined by resolution of the Board of Directors. No notice shall be required for any regular meeting.

Section 2.7 Special Meetings. Special meetings of the members may be called by the President or upon the written request of at least fifty percent (50%) of the voting members of the Board of Directors. Notice of any special meeting shall be mailed to each member at that member's residence or usual place of business not later than three (3) days before the day on which the meeting is to be held, or shall be given to that member by electronic mail or similar media, by telefacsimile, by overnight express mail service, personally, or by telephone, not later than twenty-four (24) hours before the time of such meeting. Notice of any meeting of the members need not be given to any member if that member signs a written waiver thereof either before or after the time stated therein. Attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except when the member attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 2.8 Action Without Meeting. Any action required or permitted to be taken at any meeting of the members thereof may be taken without a meeting if all members consent thereto in writing and the writing or writings are filed with the records of the Corporation.

Section 2.9 Presiding Officer and Secretary at Meetings. Each meeting of the members shall be presided over by the President or in his or her absence, by the Vice President, and if neither is present then by such voting member of the Board of Directors as shall be chosen at the meeting. The Secretary, or in his or her absence an Assistant Secretary, shall act as secretary of the meeting, or alternatively, a secretary of the meeting shall be designated by the person presiding over the meeting.

Section 2.10 Quorum. Five percent of the voting members shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those voting members present (or if only one be present, then that one) may adjourn the meeting, without notice other than announcement at the meeting, until such time as a quorum is present. The vote of a majority of the voting members present at a meeting at which a quorum is present shall be the act of the members.

Section 2.11 Meeting by Telephone. Members may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Such participation shall constitute presence in person at such meeting.

Section 2.12 Dues. The amount and due date for membership dues will be determined by the Board of Directors.

Section 2.13 Disciplinary Procedures Against Members. The Board of Directors shall have the discretion to terminate the membership of any member found by the Board of Directors to have acted or practiced in an unethical manner. A member whose membership has been terminated may request a hearing to consider reinstating his or her membership. The Board of Directors will consider any evidence for reinstatement put forward by the member. Following the hearing, the Board of Directors will make a determination on the reinstatement of the member and provide the member with its decision in writing.

ARTICLE III

Directors and Meetings

Section 3.1 Number and Term of Office. The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

(a) Election and Appointment of Directors. Prior to the date of the annual meeting of the members the Society, the President shall appoint three persons to serve as the Committee on Nominations and Elections. The Committee on Nomination and Elections shall receive and prepare nominations and shall have general charge of the election of the directors. Only active members in good standing may vote and only active members in good standing may be elected directors. The directors to be elected shall include the following individuals:

- (i) The individuals contemporaneously elected as officers;
- (ii) The individuals contemporaneously elected as delegates and alternates to the ASA;

The Board of Directors also shall include the following members:

- (i) One at-large member appointed by the current President;
- (ii) One resident member appointed by the current President; and
- (iii) Any member who has been selected as an ASA director, alternate director; or officer.

(b) Terms. Subject to the foregoing, the elected directors shall be chosen each year at an annual or regular meeting of the members. Their terms of office shall begin immediately after election and shall continue for one year until

such earlier or later time as their successors are elected and shall have qualified. A member may vote for himself or herself as a director, officer or delegate. The terms of the other directors shall begin immediately upon their appointment or selection as an ASA director, alternate director or officer and shall continue for one year until such earlier or later time as their successors shall have qualified.

(c) Voting Rights. All members of the Board of Directors shall have the right to vote on matters before the Board.

Section 3.2 Place of Meetings. Meetings of the Board of Directors may be held at any place, within or without the State of Oklahoma, from time to time as designated by the President.

Section 3.3 Annual Meetings. A newly elected Board of Directors shall meet as soon as practicable after its election.

Section 3.4 Regular Meetings. Regular meetings of the Board of Directors shall be held at such times as may be determined by resolution of the voting members of the Board of Directors. No notice shall be required for any regular meeting. It is anticipated that the Board of Directors will meet at least quarterly.

Section 3.5 Special Meetings. Special meetings of the Board of Directors may be called by the President or upon the written request of at least fifty percent (50%) of the voting members of the Board of Directors. Notice of any special meeting shall be mailed to each director at that director's residence or usual place of business not later than three (3) days before the day on which the meeting is to be held, or shall be given to that director by electronic mail or similar media, by telefacsimile, by overnight express mail service, personally, or by telephone, not later than twenty-four (24) hours before the time of such meeting. Notice of any meeting of the Board of Directors need not be given to any director if that director signs a written waiver thereof either before or after the time stated therein. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except when the director attends the meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.6 Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if all voting members of the Board of Directors or of such committee, as the case may be, consent thereto in writing and the writing or writings are filed with the minutes of proceedings of the Board of Directors or of such committee.

Section 3.7 Presiding Officer and Secretary at Meetings. Each meeting of the Board of Directors shall be presided over by the President, or in his or her absence, by

the Vice President, and if neither is present then by such voting member of the Board of Directors as shall be chosen at the meeting. The Secretary, or in his or her absence an Assistant Secretary, shall act as secretary of the meeting, or alternatively, a secretary of the meeting shall be designated by the person presiding over the meeting.

Section 3.8 Quorum. One-third of the total number of voting members of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of those voting members present (or if only one be present, then that one) may adjourn the meeting, without notice other than announcement at the meeting, until such time as a quorum is present. The vote of a majority of the voting members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.9 Meeting by Telephone. Members of the Board of Directors or of any committee thereof may participate in a meeting of the Board of Directors or of such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Such participation shall constitute presence in person at such meeting.

Section 3.10 Compensation. Directors shall not be compensated for their services as directors or as members of committees. However, directors may be reimbursed for reasonable and actual out-of-pocket expenses incurred by them related to the performance of duties other than of a routine and ordinary nature. Reimbursement of any such expenses shall be subject to the approval of the Board of Directors. Nothing herein contained shall be construed to preclude any director from providing services to the Corporation, in a capacity other than as a director or officer, and receiving compensation therefore.

Section 3.11 Resignations. Any director, member of a committee or other officer may resign at any time by giving written notice thereof to the President. Such resignation shall be effective at the time of its receipt, unless a date certain is specified for it to take effect. Acceptance of any resignation shall not be necessary to make it effective.

Section 3.12 Removal of Directors. Any director may be removed, with or without cause, at any time by affirmative vote of a majority of the voting members of the Board of Directors.

Section 3.13 Filling of Vacancies. In case of any increase in the number of directors or in case of any vacancy created by death, removal, or resignation, the newly created directorships, or as the case may be, the vacancy or vacancies may be filled by the Board of Directors at any meeting by affirmative vote of a majority of the remaining voting members of the Board of Directors though the remaining directors be less than a

quorum. Any director so chosen shall hold office until the next annual meeting of the Board of Directors or until his or her successor shall be elected and qualified.

ARTICLE IV

Committees

Section 4.1 The Board of Directors may, by resolution passed by a majority of the voting members of the Board of Directors, designate one or more committees. In the absence or disqualification of a member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not he, she or they constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in such resolution or resolutions, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation and may authorize the seal of the Corporation to be affixed to all papers which may require it. It is anticipated that the Board of Directors shall designate an Executive Committee consisting of all officers of the Corporation.

ARTICLE V

The Officers, Delegates and Alternates

Section 5.1 Designation. The Corporation shall have such officers with such titles and duties as set forth in these Bylaws or in a resolution of the Board of Directors.

Section 5.2 Election and Qualification. The officers of the Corporation shall consist of a President, President-Elect, Immediate Past-President, Secretary/Treasurer, and PAC Chairman. There shall be such other officers and agents of the Corporation as the Board of Directors may deem advisable. Unless determined otherwise by the Board of Directors, officers, delegates, and alternates shall be nominated and elected in the same manner as set forth for the elected members of the Board of Directors.

Section 5.3 Term of Office. Each officer, delegate, and alternate shall hold office from the time of his or her election and qualification to the time at which his or her successor is elected and qualified, or until his or her earlier resignation, removal or death.

Section 5.4 Resignation. Any officer, delegate, and alternate of the Corporation may resign at any time by giving written notice of such resignation to the President. Any such resignation shall take effect at the time specified therein or, if no time be specified, upon receipt thereof by the President. The acceptance of such resignation shall not be necessary to make it effective.

Section 5.5 Removal. Any officer, delegate, or alternate may be removed at any time, with or without cause, by the Board of Directors.

Section 5.6 President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall have general and active charge, control and supervision of all of the business and affairs of the Corporation. The President shall report to the Board of Directors, and shall direct the implementation of the decisions, policies and procedures established by the Board of Directors. The President shall have general authority to execute contracts and other documents in the name and on behalf of the Corporation, and in general to exercise all the powers generally appertaining to the chief executive officer of a corporation. The President may authorize an Executive Director to exercise all powers and authority of the President.

Section 5.7 President-Elect. Each President-Elect, if any, shall have such powers and shall perform such duties as shall be assigned to him or her by the Board of Directors. During the absence of the President or during his or her inability to act, a President-Elect designated by the Board of Directors shall exercise the powers and shall perform the duties of the President, subject to the direction of the Board of Directors.

Section 5.8 Secretary/Treasurer. One individual shall be elected to perform the duties of Secretary and Treasurer.

(a) Duties as Secretary. The Secretary shall attend meetings of the Board of Directors and record votes and minutes of such proceedings, subject to the direction of the President; assist in issuing calls for meetings of directors; keep the seal of the Corporation and affix it to such instruments as may be required from time to time; keep the books and records of the Corporation; attest the Corporation's execution of instruments when requested and appropriate; make such reports to the Board of Directors as are properly requested; and perform such other duties incident to the office of Secretary and those that may be otherwise assigned to the Secretary from time to time by the President.

(b) Duties as Treasurer. The Treasurer shall have custody of all corporate funds and securities, and shall keep full and accurate account of receipts and disbursements in books belonging to the Corporation. The Treasurer shall deposit all moneys and other property in the name and to the credit of the Corporation in such depositories as may be designated by the President or the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, or the President. The Treasurer shall render to the President and Board of Directors at the regular meetings of the Board of Directors, or whenever they may request it, an account of all his or her

transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall give the Corporation a bond for the faithful discharge of his or her duties in such amount and with such surety as the Board of Directors shall prescribe.

Section 5.9 Other Officers. Each other officer of the Corporation shall have such powers and shall perform such duties as shall be assigned by the Board of Directors.

Section 5.10 ASA Delegates and Alternates. The delegates and alternate delegates will represent this Society in the House of Delegates of the ASA.

Section 5.11 Compensation. Officers, delegates and alternates shall not be compensated for their services as officers, delegates and alternates. However, officers, delegates and alternates may be reimbursed for reasonable and actual out-of-pocket expenses incurred by them related to the performance of duties other than of a routine and ordinary nature. Reimbursement of any such expenses shall be subject to the approval of the Board of Directors. Nothing herein contained shall be construed to preclude any officer, delegate or alternate from providing services to the Corporation, in a capacity other than as a director, officer, delegate or alternate and receiving compensation therefore.

ARTICLE VI

Indemnification of Officers, Directors, Employees and Agents

Section 6.1 Indemnification Other Than in Action by or in Right of Corporation. To the fullest extent and in the manner permitted by the laws of the State of Oklahoma and specifically as is permitted under Section 1031 of Title 18 of the Oklahoma Statutes or its successor or any other law which may hereafter be enacted granting to a corporation the powers of indemnification, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a director, officer, 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 or other enterprise against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in and not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. Determination of any action, suit, or proceeding by judgment, order,

settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in and not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was lawful.

Section 6.2 Indemnification in Action by or in Right of Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, 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 or other enterprise against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 6.3 Further Indemnity. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 6.1 or 6.2 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

Section 6.4 Limitations on Indemnity. Any indemnification under the provisions of Section 6.1 or 6.2 above, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 6.1 or 6.2, as applicable. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or

(b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 6.5 Advance of Indemnification Expenses. Expenses incurred by an officer or director in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of such director or officer to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized by the provisions of this section. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Section 6.6 Other Indemnification. The indemnification herein provided shall not limit the Corporation from providing any other indemnification permitted by law nor shall it be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6.7 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, 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 or other enterprise against any liability asserted against and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under these provisions.

Section 6.8 Other Entities. For the purposes of this section, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this section with

respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

Section 6.9 Limitation. Notwithstanding any of the foregoing, to the extent that indemnification under this Article VI would result in a prohibited transaction or an act of self-dealing under Section 4941 of the Code, such indemnification is prohibited.

ARTICLE VII

General Provisions

Section 7.1 Fiscal Year. The fiscal year of the Corporation shall be determined by resolution of the Board of Directors.

Section 7.2 Corporate Seal. The corporate seal shall be in such form as the Board of Directors may from time to time prescribe and the same may be used by causing it or a facsimile thereof to be impressed or affixed or in any other manner reproduced.

Section 7.3 Severability. The invalidity or unenforceability of any provision hereof shall not affect the validity or enforceability of the remaining provisions hereof.

Section 7.4 Policy Against Discrimination. No person, corporation or organization shall, on the basis of race, color, national origin, religion, age, gender, sexual preference or physical disability or impairment, be excluded from participation in, be denied the benefits of, or be subject to discrimination under any program or activity sponsored or conducted by the Corporation.

ARTICLE VIII

These Bylaws may be made, altered, or repealed or new bylaws may be adopted at any meeting of the Board of Directors by a majority vote of the whole Board. However, no such amendment shall authorize the Board of Directors or members of the Corporation to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provisions of Section 501(c)(6) of the Code.

The foregoing Bylaws were adopted by the Directors of the Corporation effective as of the ____ day of _____, 2007.

_____, President

_____, Secretary

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