

THURSTON-MASON COUNTY

MedicalSociety



BYLAWS

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BYLAWS OF THE THURSTON-MASON COUNTY MEDICAL SOCIETY

TABLE OF CONTENTS

<u>CHAPTER</u>	<u>PAGE</u>
I. NAME	4
II. OBJECTS	4
III. MEMBERSHIP	4
<i>Section</i>	
1. Classes of Membership	4
2. Discipline	5
IV. OFFICERS	6
<i>Section</i>	
1. Officers	6
2. Qualifications	6
3. Duties of Officers	7
4. Election and Tenure	7
5. Delegates	8
6. Vacancies	8
7. Indemnification	8
V. MEETINGS	9
<i>Section</i>	
1. General	9
2. Annual	9
3. Special	9
4. Notice	9
5. Quorum	9
VI. LEGISLATIVE POWERS	9
VII. BOARD OF TRUSTEES	9
<i>Section</i>	
1. Composition	9
2. General Powers	9
3. Meetings	9
VIII. FINANCES	10
<i>Section</i>	
1. Raising of Funds	10
2. Appropriations	11

3.	Fiscal Year	11
IX.	COMMITTEES	11
	<i>Section</i>	
1.	Standing Committees	11
2.	Composition and Duties of Standing Committees	11
3.	Special Committees	11
X.	CONSTRUCTION	12
XI.	RULES OF ORDER	12
XII.	AMENDMENTS	12

BYLAWS OF THE THURSTON-MASON COUNTY MEDICAL SOCIETY

CHAPTER I

NAME

The name of this organization is the Thurston-Mason County Medical Society.

CHAPTER II

OBJECTS

The objects of this society are

- 1.) to promote the art, science and practice of medicine and the practitioners who pursue these goals;
- 2.) to promote the care and wellbeing of patients;
- 3.) to protect and improve the health of the public; and,
- 4.) to provide leadership for the membership of the society.

CHAPTER III

MEMBERSHIP

SECTION I: CLASSES OF MEMBERSHIP

A) ACTIVE MEMBERS

a. Doctor of Medicine or Doctor of Osteopathic Medicine

Qualifications: An active member must:

1. Possess the degree of doctor of medicine or doctor of osteopathic medicine from a teaching institution approved by the American Medical Association (AMA).
2. Be currently licensed by the State of Washington to practice as a doctor of medicine or doctor of osteopathic medicine;
3. Maintain a practice or reside in Thurston or Mason Counties or in a neighboring county if it is more convenient to attend the meetings of the Thurston-Mason County Medical Society;
4. Maintain membership in the Washington State Medical Association;
5. Abide by the principles of medical ethics as defined by the Washington State Medical Association and the American Medical Association;
7. Have paid current dues and assessments, in the amount to be determined by the Board of Trustees;
8. Be considered a provisional member for one year following the election date; or,
9. Practice in the State of Washington with a federal waiver (i.e. military physicians) or in types of practice exempt from statutory requirements for licensing (i.e. research, administration, etc.)

b. Physician Assistants

Qualifications: A Physician Assistant member shall:

1. Be licensed by the Washington State Medical Quality Assurance Commission;
2. Have all rights and benefits of the society, except the rights to vote and hold office; however, a Physician Assistant who is a delegate to the House of Delegates may vote while carrying out the function of the position.
3. Pay current dues and assessments as determined by the Board of Trustees.

B) RETIRED MEMBERS

Qualifications: A retired member is:

1. A member of the Society or of another component society of the American Medical Association or Washington for at least twenty-five years; and,
2. Retired from active practice;
3. Shall have all the rights and benefits of the Society including the rights to vote and hold office; and,
4. Have paid current dues and assessments, in the amount to be determined by the Board of Trustees.

C) RESIDENT MEMBERS

Qualifications: A resident member is:

1. One who is otherwise qualified for active membership and who is a resident, fellow or other physician engaged in formal postgraduate medical training in an institution approved by the Council on Medical Education of the AMA. A license to practice medicine is not required;
2. Shall have all the rights and benefits of the Society including the rights to vote and hold office; and,
3. Granted exemption from dues and assessments, as determined by the Board of Trustees.

SECTION II: DISCIPLINE

A. A member may be expelled, suspended, admonished, or otherwise disciplined in the following manner: charges of incompetence, misconduct, or unethical behavior against a member may be submitted to the president in writing by any member of this Society. Such charges shall be reviewed as indicated by an appropriate officer or committee member representing the Society as selected by the president. Such representative of the Society shall make efforts to resolve the issue by kind efforts at conciliation and reformation. If such efforts fail, the representative shall make further conciliatory efforts if indicated. If these also fail, the committee shall conduct a hearing at which the member(s) shall be offered the opportunity to appeal and give evidence on his behalf. Both the member and the Society may be represented by counsels at this hearing. Any recommendation to the Board shall include the basis of such recommendation.

B. The recommendation shall be considered by the Board of Trustees. The involved member shall be notified of the Board's decision and the basis for that decision. If that decision is adverse, the member may request a hearing before the Board by filing such request with the society within thirty days of receipt of that notice.

C. Upon receipt of a request, the Board shall schedule a hearing or include such hearing in a regularly scheduled Board meeting. At the hearing, the member shall be entitled to present orally or in writing, arguments against the adverse recommendation. Both the member and the Society may be represented by counsels or other persons of their choosing in this hearing.

D. If the disciplinary action has been voted by the Board, the member shall have the right to appeal to the appropriate committee or council of the Washington State Medical Association and the Judicial Council of the American Medical Association under such rules as those two bodies may adopt. The action voted by the Board shall be suspended during the pendency of such appeal or appeals.

E. A member in arrears with respect to dues or assessments shall be automatically suspended. A member shall be considered in arrears if full payment has not been received by the first day of April in each fiscal year. The Society may drop from membership any member who has been in arrears with respect to dues or assessments for six months or more without giving notice or holding a hearing as above provided.

F. No member whose license to practice medicine has been suspended or revoked or who is under sentence, suspension or expulsion shall be entitled to any of the rights or benefits of this Society. Said member will not be permitted to take part in any of the Society's proceedings until the license has been restored. This shall not apply to physicians who have surrendered their licenses because of retirement under provisions of the Medical Practice Law.

CHAPTER IV

OFFICERS

SECTION I: OFFICERS

The officers of this Society shall be the President, the Immediate Past President, and the Treasurer.

SECTION II: QUALIFICATIONS

Only such members as have been active or senior members in good standing immediately preceding election are eligible to hold office in the Society.

SECTION III: DUTIES OF OFFICERS

A. The President shall:

1. Preside at all meetings of the general membership;

2. Be Chairperson of and preside at all meetings of the Board of Trustees;
 3. Appoint all committees not otherwise provided for by these bylaws and fill all vacancies in such committees;
 4. Call special meetings according to Chapter V, Section III of the bylaws;
 5. Be an ex-officio member of all committees;
 6. Serve as delegate to the House of Delegates of the Washington State Medical Association; and,
 7. Perform such other duties of this Society as custom and parliamentary procedure may require.
- B. The Treasurer shall:
1. Attend all business meetings of the Society or the Board of Trustees;
 2. Account of the same;
 3. Be custodian of all records, books, and papers belonging to the Society and of the Society;
- C. The Immediate Past President shall:
1. Serve as member of the Board of Trustees, if this is their preference;
 2. Serve as delegate to the WSMA House of Delegates; and,
 3. Perform such other duties as may be assigned to them by the President of the Board of Trustees.
- SECTION IV: ELECTION AND TENURE**
- A. The Board of Trustees shall submit a slate of candidates consisting of at least one nominee for each vacancy to be filled in the elective office. No person shall be nominated without their consent.
- B. The slate of nominees shall be communicated in writing to the membership thirty days prior to the annual meeting.
- C. Additional nominations for any office may be submitted from the floor at the annual meeting with the consent of the nominee.
- D. Elections will be held at the annual meeting by acclamation, or by written ballot if so requested by an active member. The candidates for President and Treasurer receiving the highest number of votes for their respective offices shall be elected. Ties may be decided by lot.

E. The President and the Treasurer and the Trustees-at-Large shall be elected for one-year terms. Each officer shall assume office at the close of the annual meeting and shall hold office until his or her successor assumes office.

F. The goal shall be, to the extent practical, to optimize the geographic and specialty distribution of its members within the executive structure of the Society.

SECTION V: DELEGATES

Any Board Member who is willing shall serve as delegate from this society to the WSMA House of Delegates if this is their preference. Any necessary additional delegates or alternates shall be appointed from the active or senior membership by the President.

SECTION VI: VACANCIES

If, before the expiration of the term for which the President was elected, the President resigns, is removed or disqualified, or becomes disabled, the board shall decide upon the next President, who shall succeed to office vacated with all the prerogatives and duties pertaining to that office as though he had been elected President in the first instance. Vacancies created by death, illness, resignation, removal, or disqualification of other officers, and vacancies due to contingencies not herein provided for, shall be filled if the Board of Trustees deems advisable by the appointment until the next regular meeting of the Society, at which time the voting members of the society may elect one of its active or senior members for the unexpired portion of the term.

SECTION VII: INDEMNIFICATION

Any present or future Trustee, officer, agent or employee or the executor, administrator, or other legal representative of any such trustee, officer, agent or employee shall be indemnified by the Society against reasonable cost, expenses, counsel fees, judgments, fines, and amount paid or incurred in connection with any action, suit, or proceeding, whether civil, criminal, administrative, or other, to which any such trustee, agent, or employee or his executor, administrator, or other legal representative may hereafter by made a party by reason of his being or having been such trustee, officer, or employee of the Society, or at the request of the Society the holder of an equivalent position or another foreign or domestic corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan.

The foregoing right of indemnification shall be to the fullest extent permitted by the laws of the State of Washington, provided that the action causing such suit or procedure was taken without malice and in good faith in compliance with the bylaws of the Society.

CHAPTER V

MEETINGS

SECTION I: GENERAL

The Society shall hold general meetings during the year at times and places designated by the board of Trustees.

SECTION II: ANNUAL MEETINGS

A general meeting will be held annually known as the Annual Meeting. The Society shall elect and install new officers at the Annual Meeting.

SECTION III: SPECIAL MEETINGS

Special meetings may be called by order of the President or by direction of the Board of Trustees.

SECTION IV: QUORUM

At any regular or special meeting of the Society, ten percent of all members who are eligible to vote shall constitute a quorum. If a quorum is not present at the meeting, the Board of Trustees shall conduct an election by ballot designed to maximize participation from all members.

CHAPTER VI

DESIGNATED LEGISLATIVE POWERS

Subject only to the authority of the Washington State Medical Association and the laws of the State of Washington, all legislative powers of the Society, including the powers to alter, amend, or repeal these bylaws, are vested in and reside in the voting members of the Society who alone shall have the power and authority to determine the policies of the Society except as provided in Chapter VII, Section II of these bylaws.

CHAPTER VII

BOARD OF TRUSTEES

SECTION I: COMPOSITION

The Board of Trustees shall consist of up to eleven (11) elected Members-at-Large. The total number of board members will not exceed eleven. Voting members of the board are those that have been voted on and approved at a general meeting or by appointment to the board due to vacancy.

A resident member of the TMCMS may become a voting member of the Board of Trustees if elected and voted on during the annual meeting of the society. There may only

be one resident trustee at any given time. There may be additional resident representatives who may be present for board meetings but cannot vote as part of the Board of Trustees.

SECTION II: GENERAL POWERS

- A. The Board of Trustees shall carry out the mandates and policies of the Society as determined by the voting members or by the WSMA.
- B. Subject to provisions of these bylaws, to all resolutions and enactments of the voting members and to the authority of the WSMA, the Board of Trustees has full and complete power and authority to determine policies and to transact business for or on behalf of the Society and to manage and conduct all the property, affairs, work, and activities of the Society.
- C. The Board of Trustees shall have supervision and control of the finances of the Society and investment of its funds and shall perform such other duties and exercise such other rights as may be set forth in these bylaws or as are prescribed by the laws of the State of Washington relating to the directors of such organizations.
- D. The Board of Trustees may employ an executive director whose duties shall be to assist the officers of the Society in their official duties and otherwise as may be directed by the Board of Trustees.
- E. The Board of Trustees may employ a certified public accountant who may make a careful examination of the Society's finances and do a formal review with report of the same to the Board no more than biennially.

SECTION III: MEETINGS

- A. The Board of Trustees shall meet nine times each calendar year at the time and place designated by the President. The President may call a meeting upon the written request of three or more members of the Board of Trustees.
- B. 50% or more of the eligible voting members of the Board of Trustees shall constitute a quorum.
- C. Notice of any meetings of the Board of Trustees and the agenda must be given to each member of the Board orally or in writing at least 48 hours before the time set for the meeting.

CHAPTER VIII

FINANCES

SECTION I: RAISING OF FUNDS

Funds for the conduct of the affairs of this Society may be raised by:

- 1. Such annual dues from and such special assessments on members of the Society which may from time to time be determined by the Board of Trustees;
- 2. Voluntary contributions, devices, bequests, and other gifts; or,
- 3. Any other means determined by the Society or the Board of Trustees.

SECTION II: APPROPRIATIONS

- A. Society funds may be appropriated only for such purposes as will permit the proper conduct of the activities of the Society and will tend toward the attainment of its objectives.
- B. An annual budget shall be prepared by the Treasurer and approved by the Board of Trustees before the beginning of the fiscal year. The budget may not be altered without approval of the Board of Trustees.

SECTION III: FISCAL YEAR

The fiscal year of this Society is from January to December 31, inclusive.

CHAPTER IX

COMMITTEES

SECTION I: SPECIAL COMMITTEES

The special committees of the Society shall be: Bylaws, Ethics and Grievance, and Finance.

SECTION II: SPECIAL COMMITTEES

Special committees shall be appointed by the President or Board of Trustees for specific assignments and shall continue their assignments until completed. A committee may act for the Society with the authorization of the Board of Trustees.

SECTION III: COMPOSITION AND DUTIES OF SPECIAL COMMITTEES

- A. The Bylaws Committee shall consist of two or more members appointed by the President. It shall review the bylaws at least every five years and shall perform the functions described in Chapter XII.
- B. The Ethics and Grievance Committee shall consist of at least three members and a Chairperson appointed by the President. All members of the committee shall review and attempt to resolve charges of misconduct against member physicians relative to professional ethics and duties as indicated under chapter III, Section III.1.A. The committee shall investigate and seek bylaws committee meeting resolution, upon written request, of disputes between doctors or between doctors and other parties concerning fees or other issues as outlined in Chapter III, Section III.
- C. The Finance Committee shall consist of the current officers of the Society. The Treasurer shall be Chairperson. The committee shall supervise the management of financial affairs of the Society. It shall prepare a budget and submit it to the Board of Trustees no later than the board's November meeting together with its recommendations. The committee shall perform such duties as directed by the Board of Trustees.

CHAPTER X

CONSTRUCTION

Unless some other meaning is apparent from the context, plurals shall include the singular and vice versa, and masculine, feminine, and gender-neutral words shall be used interchangeably.

CHAPTER XI

RULES OF ORDER

In the absence of any provision in these bylaws to the contrary, all meetings of the Society, the Board of Trustees, and committees shall be governed by the parliamentary rules and usages contained in the current edition of Robert's Rules of Order, Newly Revised.

CHAPTER XII

AMENDMENTS

SECTION I

Amendments to these bylaws may be proposed by any member of the Society. Any proposed amendment will be referred to the bylaws committee to verify that it is appropriate for inclusion in the bylaws of the Society.

SECTION II

After fulfilling its responsibilities, the bylaws committee shall refer the proposed amendment to the Board of Trustees for review. The Board of Trustees shall then present the proposed change to the membership.

SECTION III

The Bylaws may be amended at any regular meeting of the Society, or special meeting for that purpose, by two-thirds vote of the members present and voting, provided that a copy of the proposed amendment has been communicated in writing to each member not less than fifteen days prior to such meeting.