

**San Francisco Marin Medical Society**

**BYLAWS**

*Approved by the Board of Directors and members of the Society*  
**March, 2017**

# BYLAWS OF THE SAN FRANCISCO MARIN MEDICAL SOCIETY

(2017)

## ARTICLE I - NAME AND OBJECTS

### Section 1 - Name

The name of this organization shall be THE SAN FRANCISCO MARIN MEDICAL SOCIETY (Society).

### Section 2 - Purposes

The objects of this Society shall be to promote and develop the science and art of medicine, to conserve and protect the public health, to promote the betterment of the medical profession, to cooperate with organizations of like purposes, and to unite with similar societies of other counties of the State to form the California Medical Association.

## ARTICLE II - MEMBERSHIP

### Section 1 - Classes of Membership

The members of this Society shall consist of Active (Regular, Resident Physician, Medical Student), Associate, Retired, Non-resident and Honorary and shall also be members of the California Medical Association.

### Section 2 – Regular Active Membership

**2.1** *Qualifications.* To be eligible for election to regular active membership in the Society, an applicant must be a doctor of medicine or doctor of osteopathy holding an unrevoked and unsuspended license to practice medicine and surgery issued by the State of California.

The applicant must be of good moral and professional character. The applicant must subscribe to the principles of medical ethics of the American Medical Association and to such as may from time to time be adopted by the California Medical Association, and shall recognize the authorized officers and judicial bodies of the Society and the California Medical Association as the proper authorities to interpret any doubtful points of ethics.

A physician may apply for regular active membership in this Society if the physician's professional practice or residence is located in the City and County of San Francisco or Marin County.

**2.2** *Rights.* Regular active members shall have the right to vote and shall be eligible for any office or honor within the Society.

### Section 3 - Resident Physician Active Membership

**3.1** *Qualifications.* To be eligible as a resident physician active member in this Society, an applicant must be an intern, resident or fellow and member of the CMA Resident and Fellow Section. Resident physician active membership will terminate on conclusion of the period of appointment as an intern, resident or fellow. A six-months' extension of membership may be granted, upon the request of the member, at the discretion of the Board of Directors.

**3.2** *Rights.* Resident physician active members shall have the right to vote and shall be eligible for any office or honor within the Society.

### Section 4— Medical Student Active Membership

**4.1** *Qualifications.* To be eligible for election to medical student active membership in this Society, an applicant must be and continue to be throughout the term of his/her membership a medical student active member of the California Medical Association at the University of California San Francisco or a school of medicine acceptable to the Board of Directors. Medical student active membership will terminate on conclusion of the period of training. A six-months' extension of membership may be granted, upon the request of the member, at the discretion of the Board of Directors.

**4.2** *Rights.* Medical student active members shall have the right to vote and shall be eligible for any office or honor within the Society.

### Section 5 - Associate Membership

**5.1** *Qualifications.* A physician residing or working in the City and County of San Francisco or Marin County, not engaged in the practice of medicine but in teaching or research work or government administration, shall be eligible to election to associate membership in this Society. The physician need not hold a license to practice medicine or surgery granted by the State of California.

**5.2** *Rights.* Associate members shall have all the rights and privileges of active members except the right to vote or hold any elective office in the Society, and

they shall have no right or title to any property of this Society.

## **Section-6 – Nonresident Membership**

**6.1** *Qualifications.* An active member of another county medical society who desires to affiliate with this Society shall be eligible to nonresident membership provided he/she has his/her major office for the practice of medicine outside of the City and County of San Francisco or Marin County.

**6.2** *Rights.* Nonresident members shall have such rights and privileges as may be determined by the Board of Directors, except the right to vote or to hold any elective office. They shall have no right or title to any property of this Society.

## **Section 7 - Retired Membership**

**7.1** *Qualifications.* The Board of Directors may grant retired membership to those active and associate members who have ceased the practice of medicine to the extent and for reasons satisfactory to the Board. Retired membership shall endure as long as the retired member does not engage in the practice of medicine; but in the event that a member classified as retired resumes the practice of medicine, such resumption shall automatically terminate retired membership and reestablish active membership after payment of dues. Upon resumption of the practice of medicine by any retired member, the Secretary shall transfer such member from the retired classification to the active classification.

**7.2** *Rights.* Retired members shall not have the right to vote, or the right to hold any elective office, or any right or title to any property of the Society. They shall be privileged to attend any meetings of the Society or its sections which are open to active members.

## **Section 8 - Leave of Absence**

**8.1** *Qualifications.* The Board of Directors may elect to grant a leave of absence to any member in good standing who leaves his/her practice for a period of six or more months to engage in *bona fide* postgraduate study, or who leaves his/her practice by reason of protracted illness and/or for whom payment of dues would be a hardship. Any member applying for a leave of absence or for reduction of dues must satisfactorily show he/she will not be engaged in the private practice of medicine and surgery for such period applied for; he/she must show adequate reasons deemed sufficient by the Board of Directors for the granting of such status or reduction of dues. Such leave may not exceed one year, but shall be subject to renewal upon request.

**8.2** *Rights.* Members granted leave of absence status shall not have the right to vote, or to hold any elective office, or, if holding an office during the period away from practice, shall relinquish such office. Such members shall have no right or title to any property of this Society.

## **Section 9 - Honorary Membership**

**9.1** *Qualifications.* A person distinguished for his/her services or attainments as a Doctor of Medicine or in the field of public health, or in research, or other specific work, or other endeavors contributing to medicine, may be elected to honorary membership in this Society.

**9.2** *Rights.* Honorary members shall not have the right to vote, or the right to hold any elective office, or any right or title to any property of the Society.

**9.3** Persons qualified for honorary membership may be elected by an affirmative vote of not less than two-thirds (2/3) of the members of the Board of Directors, but no person shall be elected to honorary membership unless his/her nomination has been considered at two consecutive regular meetings of said Board.

## **Section 10 - Standards of Qualifications**

This Society shall be the sole judge of the moral, ethical, and professional qualifications requisite for admission to or continuation of any kind of membership in this Society.

## **Section 11 - Method of Admission to Membership**

**11.1** Any person who desires to become a member of this Society shall fulfill the following provisions: application blanks provided by the Society shall be filled out, signed, and submitted to the membership department. The application blanks shall contain, in addition to any other matter, at least the following:

“The undersigned applicant certifies that he/she has read the Bylaws of the San Francisco Marin Medical Society, and agrees, in case of his/her election, that his/her membership in said Society shall be conditional upon his/her compliance with the Bylaws of said Society, as well as the Constitution and Bylaws of the California Medical Association; the undersigned further agrees that he/she will recognize the authorized officers of the said Society and said Association as the proper authorities to interpret any doubtful points in professional conduct and will at all times abide by and be governed by their interpretation.”

**11.2** The review of applications for membership and credentialing procedure shall be conducted by the membership department pursuant to policies as established by the Board of Directors or Executive Committee from time to time.

**11.3** The affirmative vote of a majority of members of the Board of Directors or Executive Committee entitled to vote shall be necessary to elect.

**11.4** In the event of an adverse recommendation or an objection to membership voiced before the Board of Directors or Executive Committee, the procedures specified by the Bylaws of the California Medical Association shall apply.

**11.5** The names of those elected shall be published in the issue of the bulletin next succeeding their election and payment of dues.

**11.6** An applicant who has received a final adverse decision regarding admission or who withdraws the application for membership following a proposed rejection shall not be eligible to reapply for Society membership for a period of three (3) years from the date of the final decision or withdrawal of the application. Any such reapplication shall be processed as an initial application and the applicant shall submit such additional information as may be required to demonstrate that the basis for the earlier adverse decision no longer exists.

**11.7** When an applicant fails to fulfill the requirements within one year of the date of receipt of his/her application by the Society, without showing adequate cause to the Board of Directors, the application shall be null and void.

**11.8** Applicants for active and associate membership, including transfers, shall not be eligible to election until completion of all requirements for admission.

## **Section 12 - Change of Status, Termination of Membership, and Discipline**

**12.1** When a change in qualifications requires a membership status change, the member must request that change of the Secretary in writing within ninety days of the change in qualifications. If an associate member wishes to change to active status, the requirements for active membership must be met at that time. The Board of Directors may at its discretion initiate proceedings designed to clarify the appropriate status of any member.

**12.2** Any member in good standing may resign by filing with the Secretary a written resignation which may be accepted by the Board of Directors or Executive

Committee, only after all indebtedness of said member to the Society has been paid to the date of filing his/her resignation. Dues of this Society will be refunded on a pro rata basis in the event of disabling illness or death.

**12.3** Any member whose license to practice medicine and surgery in the State of California is revoked shall thereupon cease to be a member of this Society.

**12.4** Membership shall cease automatically thirty days after notice of delinquency if any dues or assessments remain upon as of the due date established pursuant to these Bylaws or the Bylaws of the California Medical Association.

**12.5** Any member who has been adjudged guilty of a criminal offense involving moral turpitude, or who has been adjudged guilty by this Society of gross misconduct as a physician or citizen, or who practices medicine in a manner not commensurate with the standards of the medical profession of this community, or who violates any of the provisions of the Bylaws of this Society, shall be liable to censure, suspension, expulsion or other discipline.

**12.6** The procedure to be followed by this Society with respect to censure, suspension, or expulsion or other discipline of a member shall be governed by the provisions of the Bylaws of the California Medical Association. To that end, the Bylaws of the California Medical Association, together with any future amendments, modifications, or replacements thereof, are hereby incorporated herein by reference and made a part of these Bylaws.

**12.7** Any person whose membership has been terminated in this Society may apply for membership after the expiration of five (5) years from the date of expulsion from membership or three (3) years from the date the member resigns following issuance of formal charges. Such application shall be considered in the same manner as a new application for membership, provided that members who have resigned in good standing or who have been dropped for nonpayment of dues or assessments may be reelected at any time by a majority of the Board of Directors or Executive Committee upon the payment of all dues and assessments in arrears.

**12.8** Whenever a former member's license to practice medicine is reinstated by the Medical Board of California or the Board of Osteopathic Examiners following a revocation, that former member may reapply after one (1) year from the date of reinstatement in the same manner as a new applicant.

## **Section 13 - Transfer from Other County Society**

A physician presenting a transfer certificate or transfer card from another component county society of the California Medical Association must accompany such transfer certificate or card with a regular form of application for membership, properly filled out. The Board of Directors or Executive Committee shall act upon such application as upon all other applications for membership, except that such active membership in another component society of the California Medical Association may be accepted as evidence of qualification for membership in this Society.

## **Section 14 - Transfer to Other County Society**

A member in good standing, against whom no charges are pending, wishing to be transferred to another county society, shall be granted a transfer certificate or card without cost, subject to the provisions of the Constitution and Bylaws of the California Medical Association. This certificate shall state the class of membership, the date on which the member was admitted to membership, and the date of issuance of the certificate, and shall be signed by the Secretary.

## **ARTICLE III - BOARD OF DIRECTORS**

### **Section 1 - Composition and Term**

**1.1** The Board of Directors shall consist of the officers and twenty-one elected directors. Two of the seats on the Board shall be reserved for physicians who work in San Francisco and two for physicians who work in Marin. The remaining seats shall be open without geographic restrictions.

**1.2** Directors shall be elected to three-year terms, to commence January 1 of the year following their election.

**1.3** A director who has served two consecutive full terms of office as a director shall not be eligible to such office again until one year has elapsed from the date of termination of said second consecutive term.

**1.4** The office of any Director who is absent from more than one-half of the regularly scheduled meetings of the Board in any calendar year may be declared vacant by the Board at its next regular meeting.

**1.5** The Board may excuse the absence of any director at any meeting for a bona fide reason acceptable to the Board of Directors.

## **Section 2 - Powers of the Board**

**2.1** Subject to the provisions of these Bylaws, the Board of Directors shall be vested with full and complete power and authority to manage, control, use, invest, reinvest, lease, transfer, mortgage, convey in trust, sell or otherwise dispose of all property and assets of whatever kind or nature owned by the Society, and shall also be vested with full and complete power and authority to do and perform all acts, and to conduct, manage, control, and transact all the affairs and business of and for and on behalf of the Society, and to manage and conduct all the work and activities of the Society in fulfilling the purposes thereof.

**2.2** In addition to the powers and duties specified elsewhere in these Bylaws, the Board of Directors may investigate and consider any matter that may be of any concern to the Society.

**2.3** The Board of Directors may formulate rules governing the expenditure of moneys to meet the necessary expenses and fixed charges of the Society.

**2.4** The Board of Directors shall consider and approve a budget for the forthcoming fiscal year.

## **Section 3 - Meetings of the Board**

**3.1** The Board of Directors shall hold a regular meeting at least once each quarter at a location specified by the Board. Due notice of the time and place of such meeting shall be sent by the Secretary to each director. Any member of the Society in good standing may attend any regular meeting of the Board as an observer.

**3.2** Special meetings of the Board of Directors may be called at any time by the President, or shall be called by the President on the written request of any five directors and filed with the Secretary. At least three days' notice of the time and place of all such meetings shall be given by the Secretary to each director, and such notice shall state the nature of the business to be considered at that meeting.

**3.3** All meetings of the Board shall be held within the City and County of San Francisco or in Marin County. At least one meeting shall be held in San Francisco County and at least one in Marin County.

**3.4** The President shall preside at all of the meetings of the Board, and in the President's absence the President-Elect shall preside. The Chair shall have the privilege of voting on all matters coming before the Board.

**3.5** Directors may participate in and act at any meeting of the board of Directors through use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Such participation shall constitute attendance and presence at the meeting. Any action which may be taken at any regular or special meeting of the Board of Directors may be taken without a meeting if a consent in writing set forth the section so taken shall be signed by all of the directors entitled to vote with respect to the subject matter thereof.

#### **Section 4 - Quorum and Order of Business**

**4.1** The presence of a majority or fourteen members of the Board of Directors in regular or special meeting shall constitute a quorum.

**4.2** The order of business of the Board of Directors shall be established by the presiding officers prior to the meeting.

**4.3** All acts and proceedings of the Board of Directors shall be recorded by the Secretary or his or her designee and shall be submitted to the Board for approval at its next regular meeting.

### **ARTICLE IV - OFFICERS**

#### **Section 1 - Offices and Terms**

**1.1** *Designation of Officers.* The officers of this Society shall be a President, a President-Elect, an Immediate Past President, a Secretary, a Treasurer, and an Editor.

**1.2** *Method of Election.* The officers shall be elected in the manner provided by these Bylaws at the regular annual election of the society.

**1.3** *Term of Office.* All elected officers shall serve for a term of one year, or until their successors shall qualify.

**1.4** The officers shall be elected by majority vote of members voting for that office. In the event that two or more candidates receive an equal number of votes, election shall be determined by lot in such manner as the Board of Directors shall determine.

#### **Section 2 - Duties of President**

The President shall be the chief elected officer of the Society, and as such shall carry out the expressed will of the Board of Directors and of the Society in all matters not in conflict with these Bylaws. The President shall

preside at all meetings of the Board of Directors, the Executive Committee, and the general meetings of the Society; the President shall appoint all committees, with the approval of the Board of Directors. The President shall be a member *ex-officio* of all committees, except committees primarily engaged in individual peer review or which are exclusively judicial in function, and the Nominations Committee, where the President will appear at the first meeting, and thereafter only by invitation.

The President shall perform such other duties as custom and parliamentary usage may require or the Board of Directors may direct.

#### **Section 3 - Duties of President-Elect**

The President-Elect shall act for the President in his/her absence or disability. If the office of President becomes vacant, the President-Elect shall then succeed to the presidency to serve as president for such unexpired term. The President-Elect shall then succeed to the presidency for his/her regularly elected term of office. The President-Elect shall be an *ex-officio* member of all committees of the Society, except the Nominations Committee and committees primarily engaged in individual peer review or which are exclusively judicial in function.

No person shall be eligible to election as President-Elect who will not have served for at least three years as an officer and/or a member of the Board of Directors prior to assuming said office.

#### **Section 4 - Duties of Secretary**

**4.1** *Minutes.* The Secretary shall attend the Board of Directors, Executive Committee and any other official business meetings and cause to be kept minutes of their respective proceedings.

**4.2** *Records and Seal.* The Secretary shall cause to be kept the seal and official records and papers of the Society.

**4.3** *Membership Roll.* The Secretary shall cause to be kept an accurate roll of all members of the Society.

**4.4** *Administrative Duties.* The Secretary shall cause to be carried on, under the direction of the President, the Board of Directors, and the Executive Committee, all of the business and correspondence of the Society, as provided in these Bylaws, and any other duties as the Board of Directors may direct.

## **Section 5 - Duties of Treasurer**

**5.1** *Funds.* The Treasurer shall cause the funds of the Society to be properly kept and shall cause to be kept account of the same. The Treasurer shall cause to be received all funds due to the Society. The Treasurer shall cause to be received all bequests and donations made to the Society and shall ensure disposition of them as directed by the Board of Directors. The Treasurer shall cause to be deposited the funds of the Society in such commercial or savings bank as shall be designated by the Board of Directors as depositories of the Society, or oversee such other disposition of the funds as shall be ordered by the Board. The Treasurer shall cause the authorized expenses of the Society to be paid. The Treasurer shall cause to be remitted to the California Medical Association the proper portion of the annual assessment of dues to that Association then due from all members, new members, or members in arrears from whom payment has been received. The Treasurer shall cause accounts to be submitted to such examination as may be required by the Board of Directors, and a formal audit shall be conducted every five years.

**5.2** *Checks.* The Treasurer's signature shall appear on all checks except as the Board by resolution may provide.

**5.3** *Reports.* The Treasurer shall cause financial reports to be made to the Board of Directors and Executive Committee at each regular meeting.

**5.4** *Bond.* The Board of Directors shall require that all persons disbursing Society moneys be covered by insurance adequate to protect the Society's assets.

## **Section 6 - Duties of Editor and Editorial Board**

**6.1** The Editor chairs the Editorial Board and oversees its work.

**6.2** The Editor works closely with the Managing Editor on all aspects of the Society publications.

**6.3** The Editor works closely with the Managing Editor, Editorial Board and Society staff to ensure that publications are in accordance with Society policy and guidelines.

**6.4** The Editor and the Editorial Board shall ensure that all advertisements that appear in Society publications shall meet the official advertising rules and regulations of the Society.

**6.5** The Editor and the Editorial Board shall publish obituaries of deceased members.

## **Section 7 - Duties of Executive Director**

The duties of the Executive Director shall be such as delegated by the Board of Directors and specified in the Executive Director's contract.

**7.1** The Board of Directors shall appoint and fix the salary of the Executive Director.

**7.2** The Board of Directors shall require that the Executive Director be covered by insurance adequate to protect the Society's assets.

## **ARTICLE V - EXECUTIVE COMMITTEE**

### **Section 1 - Members**

**1.1** The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Immediate Past President, Secretary, Treasurer, Editor, and five members of the Board of Directors, appointed by the President with the approval of the Board to hold office for one year. At least one member of the Committee shall work in Marin County and one shall work in the City and County of San Francisco.

**1.2** Any appointed member may be removed from the Executive Committee by the President with the approval of the Board of Directors.

**1.3** The President shall be the Chair of the Executive Committee and the Secretary shall be the Secretary thereof. In the absence of the President or the Secretary, the President-Elect shall fulfill the duties of the absent member.

### **Section 2 - Meetings**

**2.1** The Executive Committee shall meet on call of the President, or in the President's absence, on call of the President-Elect.

**2.2** Five members thereof shall constitute a quorum, provided one of the appointed members of the Board is present.

### **Section 3 - Duties**

The Executive Committee shall act for and on behalf of the Board of Directors in the transaction of the business of the Society in the intervals between the meetings of the Board of Directors. It shall have such advisory powers and such other duties as the Board of Directors shall from time to time determine. The Executive Committee shall seek the ratification of the

Board of Directors except in matters of great urgency when action by the Executive Committee is required.

The decision of any committee directly pertaining to any member, other than a matter pending before or determined by the Judicial Committee, may be appealed to the Executive Committee.

#### **Section 4 - Records**

All the acts and proceedings of the Executive Committee shall be recorded by the Secretary or his or her designee and shall require the ratification or approval of the Board of Directors except as Section 3 provides.

### **ARTICLE VI - TRUSTEES**

#### **Section 1 - Election**

The members shall elect those district trustees of the California Medical Association to which the Society is entitled. No person shall be elected as trustee except by majority vote of the members voting.

#### **Section 2 - Duties**

The duties of a district trustee shall be as prescribed by the Bylaws of the California Medical Association. Trustees elected by the members shall be privileged to attend all meetings of the Board of Directors and the Executive Committee.

### **ARTICLE VII - DELEGATES**

#### **Section 1 - Delegates to the California Medical Association**

**1.1** The members shall annually elect a sufficient number of persons to fill the expiring and vacant terms of delegates and alternates to the California Medical Association.

**1.2** The person elected as President-Elect shall be deemed elected simultaneously as a delegate. The remaining delegate positions shall be filled by the persons nominated for the office of delegate, according to the number of votes received, in descending order. Alternates shall be the persons receiving the next highest number of votes, in descending order. In the event that two or more persons receive an equal number of votes for a single available position, election shall be determined by lot in a manner selected by the Board of Directors.

**1.3** The term of a delegate or alternate shall be two years, except that the initial term of any new office

which the Society is entitled to elect shall be one year whenever such shorter term will more nearly provide for the election of one-half of said delegates or alternates in any year.

**1.4** The delegates to the California Medical Association shall represent this Society in the House of Delegates of the California Medical Association. Alternates shall act for and in place of absent delegates and shall be selected to so act in the order of votes received at the election, beginning with the alternate receiving the higher number of votes in the year of his/her election.

#### **Section 2 - Delegates to the American Medical Association**

**2.1** Those members of this Society entitled to vote who are also members of the American Medical Association shall be entitled to nominate or be nominated for any delegate or alternate to the American Medical Association which this Society is entitled to elect. Such election shall be by majority vote.

**2.2** The term and duties of any person elected as a delegate or alternate to the American Medical Association shall be as the Bylaws of the American Medical Association and California Medical Association respectively provide.

**2.3** Vacancies in the office of delegate or alternate to the American Medical Association shall be filled by a majority vote of the Board of Directors.

#### **Section 3 - Young Physicians Section**

**3.1** The members shall annually elect a sufficient number of persons to fill the expiring and vacant terms of delegates and alternates to the Young Physicians Section of the California Medical Association. Eligibility shall be determined by the California Medical Association.

**3.2** Delegate positions shall be filled by persons nominated for the office of delegate, according to the number of votes received, in descending order. Alternates shall be the persons receiving the next highest number of votes, in descending order. In the event that two or more persons receive an equal number of votes for a single available position, elections shall be determined by lot in a manner selected by the Board of Directors.

**3.3** The term of a delegate or alternate shall be two (2) years, except that the initial term of any new office which the Society is entitled to elect shall be one (1) year whenever such shorter term will more nearly



provide for the election of one-half of said delegates or alternates in any year.

**3.4** The delegates to the Young Physicians Section to the California Medical Association shall represent this Society in the meetings of the Young Physicians Sections of the California Medical Association. Alternates shall act for and in place of absent delegates and shall be selected to so act in the order of votes received at the election, beginning with the alternate receiving the higher number of votes in the year of his/her election.

## **ARTICLE VIII - VACANCIES IN OFFICE**

### **Section 1 - How Filled**

**1.1** In the event of death, resignation or removal of the President, the President-Elect immediately shall become President for the unexpired term and for the succeeding term to which he/she was originally elected. The other officers shall retain the offices to which they were elected.

**1.2** In the event of the death, resignation or removal of the President-Elect, the Board of Directors shall appoint an Interim President-Elect for the unexpired term. At the next regular election, a President and President-Elect shall be elected.

**1.3** The Board of Directors shall appoint to the vacancy for the unexpired term of any director, the unsuccessful candidate for the office of director who received, at the annual election at which the retiring, disqualified, or deceased director was elected, the highest number of votes among the unsuccessful candidates for said office.

**1.4** The Board of Directors, by appointment, shall fill any vacancy in office not otherwise provided for in these Bylaws, which occurs during the term of office. Such appointee shall fill the unexpired term.

## **ARTICLE IX - MEETINGS**

### **Section 1 - Rules of Order**

All meetings of the Society shall be governed by the parliamentary rules and usages contained in the current edition of *Sturgis Standard Code of Parliamentary Procedure*, when not in conflict with these Bylaws.

## **Section 2 - General Meetings**

The Society shall hold at least one general meeting per year. Notice of all general meetings shall be published in the bulletin of the Society. The President of the Society shall preside at all general meetings. At least one general meeting shall be held in September.

## **Section 3 - Special Meetings**

Special meetings of the Society may be called at any time by the President, and shall be called by the President on the request of a majority of the directors, or on the written request of at least ten percent of the members of the Society entitled to vote. At least seven days' written notice of all special meetings called shall be given by the Secretary to each member of the Society. Such notice shall state the time, place, and purpose of the special meetings, and no other matters shall be considered or acted upon.

## **Section 4 - Suspension of Procedure**

Rules of order or the agenda may be suspended only on the affirmative vote of three-fourths of the voting members present.

## **Section 5 - Roll Call**

Vote by roll call shall be held upon demand of any member.

## **ARTICLE X - ELECTIONS**

### **Section 1 - Conduct of Election**

The Board of Directors shall conduct all elections, both regular and special, and shall have charge of all matters pertaining thereto, except the election of section officers, as provided for in these Bylaws.

### **Section 2 - Nominations**

**2.1** The Nominations Committee shall nominate a ticket, rendered in writing, at least two weeks prior to the September General Meeting, and such report shall be available to any member of the Society, containing one or more names each for President-Elect, Secretary, Treasurer, and Editor, and shall nominate the number of persons at least equivalent to the number of vacancies which exist or which are about to exist among the delegates and alternates to the California Medical Association and to the American Medical Association, and one or more names for any vacancy which exists or which is about to exist in the respective offices of trustees to the California Medical Association. Further,

the Nominations Committee shall nominate at least seven (7) members for the office of Director, as well as at least four (4) members for the Nominations Committee.

**2.2** The October issue of the bulletin will list the names of all nominees and their biographical data.

**2.3** At the September General Meeting the names of nominees will be read. The President shall call for additional nominees from the floor for all offices. Nominations from the floor shall be in writing and shall be accompanied by the written consent of the nominee.

**2.4** Any nominee declining the nomination shall do so in writing.

### **Section 3 - Date of Election**

The annual election shall be held on the second Monday in November unless this is a federal holiday, in which case it shall be the following day.

### **Section 4 - Official Ballot**

There shall be no other ballot than the official ballot as provided by the Secretary.

On each ballot shall be printed, in order chosen by lot, the names of the nominees for each office to be voted upon by the Society. Each ballot will provide instructions for marking the ballot. Any ballot marked for more nominees for an office than there are places to be filled shall not be counted for any of the nominees for the office thus marked.

### **Section 5 - Procedure of Voting and Counting Votes**

**5.1** The Secretary shall distribute one official ballot with instructions for return to each qualified voter not more than twenty-one days or less than fourteen days prior to the election.

**5.2** The Board of Directors shall establish reasonable procedures for preparation, dissemination, collection and counting of ballots.

**5.3** No ballot other than the ballot originally distributed shall be provided to any member except upon his/her application to the offices of the Society.

## **ARTICLE XI - SECTIONS**

### **Section 1 - Purpose and Formation**

Sections may be formed in the Society for the presentation, discussion, and study of subjects pertaining to the science and art of medicine or for such other

purposes and in such manner as the Board of Directors may determine. New sections may be created or existing sections discontinued by the Board of Directors. All acts and proceedings of the sections shall be subject to the approval of the Board of Directors.

### **Section 2 - Officers of Sections**

Each section shall elect its own chairperson and secretary for a term of one year. Section officers shall serve no more than two consecutive terms. The officers of each section shall be responsible for the proper keeping of the records of the section meetings, and establishment of proper meeting dates.

### **Section 3 - Funds of Sections**

A section shall not have the right or power to levy any dues or compulsory assessments on its members, but contributions may be made or received at any time that the members may elect, for any purpose not in conflict with these Bylaws. No section shall incur any expense to the Society without the consent of the Board of Directors.

### **Section 4 - Attendance at Section Meetings**

Any member of the Society in good standing may attend any meeting of any section thereof. Any section may require, as a record of attendance, the signatures of all members attending its meetings. Any section may restrict the right to vote in its meetings and affairs on any basis of attendance, which it may determine, subject to the approval of the Board of Directors.

## **ARTICLE XII - COMMITTEES**

### **Section 1 - General**

**1.1** The Society shall have such standing and special committees as the Board of Directors shall approve subject to these Bylaws.

**1.2** Unless specified otherwise in these Bylaws, the President shall appoint, with the approval of the Board of Directors, chairpersons and members of all committees. Vacancies shall be filled by the President with the approval of the Board of Directors.

**1.3** Committees shall report orally or in writing to the Board of Directors unless otherwise expressly provided in these Bylaws.

### **Section 2 - Peer Review Committees**

**2.1** Standing Peer Review Committees shall be composed of at least nine members, appointed to

three-year terms subject to confirmation by the Board of Directors at the end of the first year. The President, with confirmation by the Board of Directors, shall appoint a chairperson, who must have served one prior term on the same committee.

**2.2** Standing Peer Review Committees include, but are not limited to, committees to perform the following functions:

(a) Professional Relations: To investigate, mediate or arbitrate, and otherwise seek to resolve issues or disputes between members of the medical profession and members of the public or other professions, or between members of the Society.

(b) Third-Party Mediation: To investigate and seek the resolution, upon written request, of all matters of dispute or controversy from patients, third-party payors, or members in matters concerning prepaid care or benefits, and to investigate and seek the resolution of dispute or controversy upon the written request of patients, members, or government agencies responsible for the administration of government-financed health care in any matter pertinent thereto related to quality or appropriateness of care, benefits, or administration.

### **Section 3 - Bylaws Committee**

This committee shall be constituted on an as needed basis to consider or recommend amendments to these Bylaws. The Committee shall review the Bylaws at least every five years.

### **Section 4 - Nominations Committee**

The Nominations Committee shall consist of eleven members. Eight members are to be elected by the general membership. The term of office shall be two years, with four members elected each year at the annual election. The Immediate-past President plus two members shall be elected by the Board of Directors from its membership for a one-year term no later than the second Board meeting of the year. At least one member of the Committee will work in Marin County and one in the City and County of San Francisco. The Immediate-Past President shall serve as chairperson of this committee. A period of one year shall elapse before reelection to this committee.

### **Section 5 - Editorial Board**

**5.1** The President, in consultation with the Editor, and the approval of the Board, shall appoint members of an Editorial Board, of which the Editor shall be chairperson.

**5.2** The Editorial Board will consist of from eight to 15 members.

**5.3** The Editorial Board shall serve in an advisory capacity to the Editor and the Managing Editor. It will publish the Directory and other Society publications.

**5.4** The Editorial Board shall work with the Editor to ensure that all content of the Society publications meet with the policies, rules and regulations of the Society.

**5.5** Issues that, for any reason including expediency in the publishing process, cannot be resolved within the Editorial Board shall be referred by the Editor to the President and the Executive Director.

### **Section 6-- Judicial Committee**

A Judicial Committee will be established as prescribed in the Bylaws of the California Medical Association and will consist of at least five members to include the President or President-Elect, the Immediate past President, and three active members. Its function will be to discharge such responsibilities as the Bylaws of the California Medical Association may require. In the event that any member of the Judicial Committee for any reason cannot hear any matter coming before the Judicial Committee, the Board of Directors shall appoint another member to sit in the matter. No member of any peer review committee shall be a member of the Judicial Committee.

## **ARTICLE XIII - FUNDS, DUES AND ASSESSMENTS**

### **Section 1 - Annual Assessment of Dues**

**1.1** Funds shall be raised by annual per capita assessment of dues upon members of the Society.

**1.2** Dues for all classes of members for the ensuing year, including any reductions or waivers of annual dues applicable to any category of members meeting specified criteria, shall be fixed by the Board of Directors each year. The total annual dues for members shall be due and payable on January 1 of each year and must be paid on or before the date fixed by the Board of Directors for the payment thereof or on or before the dates fixed by the Board for the payments of installments thereon.

Any member who becomes delinquent shall be notified by First Class Mail at the member's last known address by the Treasurer that the member is no longer in

good standing or entitled to the rights, privileges or benefits of membership in the Society. The delinquency date for the Society dues shall not precede the California Medical Association delinquency date.

**1.3** Any member presently in the armed forces on a temporary basis may have his/her annual dues reduced or waived by the Board of Directors at his/her request.

**1.4** The Board of Directors shall have authority to fix at a lesser rate than the regular dues, the annual dues of members who are just beginning practice or members for whom full payment would constitute a hardship.

## **Section 2 - Special Assessment**

Funds may be raised by special assessment, or in any other manner approved by a majority vote by mail, of members entitled to vote.

## **Section 3 - Right, Title, or Interest in Society Property**

No person other than an active member in good standing shall have any right, title, or interest in the property of the Society and the interest of any active member therein shall cease when the active member ceases to be an active member in good standing of the Society.

If any active member shall resign or otherwise cease to be a member, all of his/her interest in and to all property and funds of the Society shall terminate, and such termination of membership shall operate as a release and assignment to the Society of all right, title, and interest of such member in and to all property and funds of the Society.

## **ARTICLE XIV - INCORPORATION**

### **Section 1 - Incorporation of Society**

The Society shall have the power and authority, by vote of the active members, either by mail ballots or by written assents, to authorize, empower, and direct the Board of Directors to incorporate the Society as a California nonprofit corporation.

## **ARTICLE XV - REFERENDUM AND RECALL**

### **Section 1 - Referendum**

**1.1** The Board of Directors at any meeting thereof may, by a majority vote of all its members, submit by mail or by electronic means any question,

matter or proposition to the members of the Society entitled to vote, and a majority of the votes cast by mail or by electronic means by the members of the Society entitled to vote shall be final and bind and govern the Society upon the question, matter, or proposition so submitted to the membership, provided, however, that no less than one-third of the members entitled to vote, vote upon such question, matter, or proposition.

**1.2** A referendum shall be directed by the Board of Directors at the first meeting thereof, following the filing with the Secretary of a written request therefor, signed by at least ten percent of the members of the Society entitled to vote.

## **Section 2 - Procedure of Voting and Counting Votes**

The Board of Directors shall prescribe, fix, and determine the form of the question, matter, or proposition so referred to the voting members and the time within which such vote shall be cast. The vote shall be by secret ballot.

The Board of Directors shall establish reasonable procedures for preparation, dissemination, collection and counting of ballots.

## **Section 3 - Recall**

The Board of Directors at any regular or special meeting may, by the affirmative vote of at least eighteen directors, remove any person elected pursuant to these Bylaws from office, provided that the action of the Board shall not take effect unless ratified by the vote of the members of the Society entitled to vote. The submission to the members for ratification shall be conducted as a referendum, and the provisions of Sections 1 and 2 of this Article (XV), insofar as applicable, shall govern. If a majority of the votes cast are in favor of sustaining the action of the Board, then, in such event, the removal from office shall immediately become effective.

## **ARTICLE XVI - AMENDMENTS**

### **Section 1 - Procedure**

**1.1** These Bylaws and any chapters or sections thereof or any part of any thereof may be amended or repealed or new Bylaws adopted by an affirmative vote of a majority of the members of the Society entitled to vote and voting thereon.

**1.2** Any amendment or amendments, or the repeal of any chapter or chapters, section or sections thereof, or any part of any thereof, may be proposed by

resolution of the Board of Directors adopted by the affirmative vote of not less than a majority of the members thereof, or may be proposed in writing, signed by not less than ten percent of the members of the Society entitled to vote, which written proposal shall be filed with the Secretary.

**1.3** After the adoption of any such resolution by the Board of Directors, or the filing with the Secretary of such written proposal signed by at least ten percent of the members of the Society entitled to vote, providing for any such amendment or amendments, or the repeal of any chapter or chapters, or section or sections of these Bylaws or a part thereof, or for the adoption of any new Bylaw or Bylaws, the Board of Directors shall cause a summary of said proposed amendment or amendments or repeal, or any new Bylaw or Bylaws to be published in the official bulletin of the Society.

The proposed amendment or amendments, or repeal, or any new Bylaw or Bylaws, shall be submitted to the members of the Society entitled to vote, and if a majority of the votes cast are in favor of the adoption of any such amendment or amendments or new Bylaw or Bylaws or of such repeal, these Bylaws shall thereupon be amended accordingly.

## **ARTICLE XVII – TEMPORARY MERGER PROVISIONS**

### **Section 1 – Temporary Effect**

This Article shall remain in effect only for the periods specified herein. After the expiration of the effectiveness, this Article shall be deleted from these Bylaws without further action by the Society.

### **Section 2 – Temporary Provisions**

**2.1 Marin Committee:** A Marin Committee, initially comprised of the current MMS Board of Directors shall be established and maintained until April 1, 2019.

#### **2.2 Representation:**

Board of Directors – From April 1, 2017 the Board of Directors shall include as voting members those persons elected and serving as members of the Board of Directors of the Marin Medical Society as of such date until the terms for which such individuals were elected shall expire.

Executive Committee –The MMS President, President-Elect, Immediate Past-President, and Secretary/Treasurer as of April 1, 2017 shall be voting

members of the Executive Committee until the terms of such offices for which they were elected by the Marin Medical Society members shall expire.

Editorial Board – Those members of the Marin Medical Society editorial board shall become voting members of the Editorial Board notwithstanding any limit on the number of members Section 5.2 of Article XII of these Bylaws and shall serve as generally provided in Article XII.

Delegation – Delegates to the California Medical Association of the Society and of the Marin Medical Society shall continue to serve for the terms for which each was elected subject to the California Medical Association Bylaws and actions on districts and delegates.