

MEDICAL SOCIETY OF THE DISTRICT OF COLUMBIA BYLAWS

ARTICLE 1. NAME

The name of this organization shall be Medical Society of the District of Columbia (“Society”).

ARTICLE II. PURPOSE

The purpose of the Society shall be to promote the art and science of medicine and the common interest of its members and the public through the continuing improvement of the practice of medicine.

ARTICLE III. CHARTER AND ORGANIZATION

Section 1. Charter. The Society, chartered by Act of Congress on May 24, 1924, shall be a continuation and amalgamation of the Medical Society of the District of Columbia (founded September 26, 1817, and chartered by Acts of Congress on February 16, 1819, and July 7, 1838), and the Medical Association of the District of Columbia (organized January 11, 1833).

Section 2. Organization. The Society shall be a medical organization of the District of Columbia and a constituent organization of the American Medical Association (AMA).

ARTICLE IV. MEMBERSHIP

Section 1. Categories of Membership. The Society shall comprise five categories of members: Active, Associate, Affiliate, Honorary and Life.

Active Members shall be reputable doctors of medicine or osteopathy who are actively licensed to practice medicine or osteopathy in the District of Columbia or suburban Maryland or Virginia and who live or practice in the greater Metropolitan Washington area; or who are in a post graduate training program in the greater Metropolitan Washington area.

Associate members shall be individuals interested in furthering the objectives and purposes of the Society and satisfying such other criteria as may be established by the Board of Directors.

Affiliate members shall be organizations interested in furthering the objectives and purposes of the Society and satisfying such other criteria as may be established by the Board of Directors.

Honorary members shall be physicians, scientists, or other persons who deserve recognition, as determined by the Board of Directors. They need not be licensed to practice medicine or osteopathy.

Life members shall be individuals who have been members of the Society or another constituent society of the American Medical Association such that the sum of the individual’s age and years of membership in the Society and/or a constituent society of the AMA equals or exceeds a number as determined by the Board of Directors. Life members shall be permitted to transfer to Active membership upon request.

Section 2. Election to Membership. The Board of Directors shall establish procedures for applying for membership in the Society to ensure that all applicants satisfy the criteria for membership as set forth in these bylaws.

Section 3. Rights and Privileges. Active members may vote, hold office, serve on committees and the Board of Directors, receive publications, and attend seminars and other events to which all members are invited. Associate members may serve on committees, receive publications, and attend seminars and other events to which all members are invited. Affiliate members may send a representative to seminars and other events to which all members are invited. Honorary and Life members may attend annual meetings.

Section 4. Discipline. All members of the Society are subject to discipline by the Society.

Section 5. Resignation. Any member may withdraw from the Society at any time by giving written notice to the Executive Vice President.

ARTICLE V. DUES AND ASSESSMENTS

All members shall pay such dues and assessments as may be imposed by the Society. The Board of Directors shall establish the dues on an annual basis and impose assessments based on the needs of the Society as determined by the Board of Directors. Dues shall be for the calendar year and shall be paid by a date established by the Board of Directors. The Board of Directors may partially or totally, temporarily or permanently, excuse dues or assessments.

ARTICLE VI. MEMBERSHIP MEETINGS AND VOTING

Section 1. Dates, Times, Locations of Membership Meetings. The Board of Directors shall establish the dates, times and locations for meetings of the membership.

Section 2. Annual Meeting. The annual meeting of the Society membership shall be held, either within or without the District of Columbia, in October, November or December of each year as set by the Board of Directors, and shall be devoted to such business as is specified on the agenda set by the Board of Directors. All members shall be sent notice of the annual meeting not less than 30 calendar days prior to the annual meeting.

Section 3. Special Membership Meetings. Special meetings of the membership shall be held when requested by the President, the Board of Directors, or upon the written request of 50 Active members.

A notice stating the time, date, place and purpose for the meeting shall be sent to all Active members not less than 14 calendar days prior to the meeting. No business except that stated in the notice, may be considered and acted upon at the special meeting of the membership.

Section 4. Quorum. The presence in person of at least five percent of Active members shall constitute a quorum for any meeting of the membership.

Section 5. Voting and Means of Voting. Any business to be conducted at a meeting of the membership may be conducted by any means authorized by law and approved by the Board of Directors. The outcome of any vote of the members will be valid only if the number of valid votes cast equals or exceeds the number of individuals required for a quorum at a membership meeting. A

majority of votes cast at a valid vote shall constitute the act of the membership unless a greater vote is required by applicable law.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Responsibilities. The business and affairs of the Society shall be under the direction of the Board of Directors, which may exercise all such powers of the Society and do all such lawful acts and things as are not by law, by its Charter, or by these Bylaws directed or required to be exercised or done by the membership. Without limiting the powers of the Board of Directors as set forth above, the Board of Directors shall be solely responsible for disciplining members of the Society including termination of a member under such rules and procedures as shall be established and promulgated by the Board of Directors.

Section 2. Membership The Board of Directors shall comprise the following members: President, President-Elect, Immediate Past President, Executive Vice President, Delegates and Alternate Delegates to the AMA House of Delegates, and eight At-Large Directors.

Section 3. Vote. All members of the Board of Directors shall have a vote except the Executive Vice President

Section 4. Meetings. The Board of Directors shall meet at least quarterly to carry out the regular business of the Society on such dates as shall be set by the Chair of the Board of Directors.

Special meetings of the Board of Directors may be called by the Chair of the Board, President, or by written request to the Chair of the Board by four Directors on three days' notice to each Director, given personally, by mail, or by electronic communication.

Section 5. Quorum. At all meetings of the Board of Directors, a majority of the voting members of the Board shall constitute a quorum for the transaction of business. The act of a majority of the Directors at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE VIII. BOARD COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the following members: Chair of the Board, who shall act as chair of the Executive Committee; President; President-Elect; Immediate Past President, Secretary; Treasurer; One At-Large Director (to be chosen annually by the At-Large Directors); and Executive Vice President.

The Executive Committee shall have full authority to act for the Board of Directors between meetings on urgent matters that cannot wait for full Board of Directors action and to perform such other duties as may be assigned to it by the Board of Directors. The actions of the Executive Committee shall be reported to the Board of Directors at the Board's next regular meeting.

Section 2. Finance Committee. The Finance Committee shall consist of the following members: Treasurer, who shall act as Chair of the Finance Committee; President; President-Elect; Executive Vice President; and four members who shall be nominated by the President (in consultation with the Nominating Committee) from among the Active members of the Society, not serving on the Board. These four nominees shall be approved by the Board of Directors and shall serve for a three year term and be eligible for re-election.

The Finance Committee shall have general supervision of the fiscal affairs of the Society. It shall prepare budgets for the succeeding fiscal year and report at least quarterly thereon to the Board of Directors. The Committee shall be responsible for having an audit made of the books of the Society from time to time and for examining the methods of internal accounting and reporting thereon to the Board of Directors with such recommendations as may be deemed necessary and desirable. It shall, with prior authority of the Board of Directors, each year employ a certified public accountant to make an annual independent audit of the books and records of the Society and perform other duties as directed by the Board of Directors.

Section 3. Nominating Committee. The Nominating Committee shall consist of the following 11 members: President, President-Elect, Executive Vice President, eight members, who shall be nominated by the President from among Active members not serving on the Board. These eight members shall be approved by the Board of Directors, shall serve two-year terms, and shall be eligible for re-election.

The Committee shall develop the ballot for annual membership elections of President-Elect, AMA Delegate and Alternate Delegate, and six At-Large Directors; and recommend (to the President) nominees for the standing committees, ad hoc committees, and At-Large members of the Finance Committee.

Section 4. Vote. All members of Board committees shall have a vote except the Executive Vice President.

ARTICLE IX. OFFICERS AND THEIR DUTIES

Section 1. Officers. The officers of the Society shall be the Chair of the Board, President, President-Elect, Secretary, Treasurer, and Executive Vice President, and such other officers and assistant officers as may be deemed necessary by the Board of Directors.

Section 2. Chair of the Board. The Chair of the Board shall preside over all meetings of the Board of Directors and set the agenda for all Board of Directors meetings. The Chair of the Board shall serve as chair of the Executive Committee. The Chair of the Board shall also perform such other duties as the Board of Directors may from time to time designate.

Section 3. President. The President shall preside over meetings of the membership and shall perform such duties and have such powers as may be imposed on the President by the Board of Directors, required by law, and/or set forth in these bylaws. In the absence of the Chair of the Board, the President shall preside over meetings of the Board of Directors. The President shall be a member ex officio of the Board of Directors, Executive Committee, standing committees and ad hoc committees.

Section 4. President-Elect. The President-Elect shall assume the duties of the President during the President's absence or inability to act. The President-Elect shall become thoroughly acquainted with the affairs of the Society in order that he may provide capable leadership when he becomes President following the term as President-Elect. The President-Elect also performs such other duties as the Board of Directors may from time to time designate.

Section 5. Secretary. The Secretary shall keep records of the proceedings of the Society; carry on and fulfill the duties as may from time to time be assigned by the Board of Directors; serve as the Secretary of the Board of Directors and at all general meetings of the membership; and perform such other duties as are set forth in these bylaws.

Section 6. Treasurer. The Treasurer shall serve as the Chair of the Finance Committee, shall oversee the management of all funds and securities of the Society, and shall ensure the deposit of all monies in such depositories and place all securities in such places of trust or with corporate custodians, as shall be designated by the Board of Directors. The Treasurer also performs such other duties as the Board of Directors may from time to time designate.

Section 7. Executive Vice President. The Executive Vice President shall be the administrative head of the Society. In furtherance of this function and not in limitation thereof, he shall, within the fiscal limitations imposed by the Board of Directors, be responsible for retaining sufficient staff to carry out the functions of the Society and shall be responsible for the administration of the headquarters of the Society.

Section 8. Multiple Offices. An individual may hold more than one office except the President who may not serve as Secretary or Treasurer.

ARTICLE X. ELECTIONS AND APPOINTMENTS

Section 1. Positions Filled Through Annual Elections. Annual elections for the following positions will be conducted among all Active members prior to the annual meeting: President-Elect, six At-Large Directors, and AMA Delegate(s) or Alternate Delegate (s)

These elections shall be conducted in accordance with the rules and procedures set forth herein except as modified by the Procedures File. A ballot shall be developed by the Nominating Committee with at least one candidate for each of the available positions. The ballot shall be distributed to voting members not more than 60 calendar days prior to the annual meeting and shall be due back to the Medical Society not less than 21 calendar days prior to the annual meeting. To be elected, a candidate must be an Active member of the Society and receive a plurality of the Society's voting membership. The election results shall be announced at the annual meeting.

Section 2. Term Beginning Dates. With the exception of AMA delegates and alternate delegates, terms of office begin at the close of the annual meeting. AMA delegate and alternate delegate terms extend from January 1 of the term's first year through December 31 of the term's second year.

Section 3. Selection and Terms of Office.

Chair of the Board. The Chair of the Board shall be elected by the Board from the Board at the first meeting of the Board following the annual meeting. The Chair of the Board shall serve a one-year term and shall be eligible for re-election.

President. The President shall serve a one-year term immediately upon completion of his one-year term as President-Elect.

President-Elect. The President-Elect shall be elected by the membership and shall have been an Active member of the Society for at least five consecutive years immediately prior to his election. The President-Elect shall serve a term of one year, after which he shall automatically become President. The President-Elect shall not be eligible for re-election.

Secretary. The Secretary shall be elected annually by the Board from the Board at the first meeting of the Board following the annual meeting. The Secretary shall serve a one year-term or until his successor is elected and qualifies.

Treasurer. The Treasurer shall be elected annually by the Board from the Board at the first meeting of the Board following the annual meeting. The Treasurer shall serve a one-year term or until his successor is elected and qualifies.

AMA Delegation. The AMA Delegate(s) and the Alternate Delegate(s) shall be elected by the membership in alternate years. They shall be members of the American Medical Association. They shall serve two-year terms and shall be eligible for re-election. The chair of the delegation shall be elected annually by the delegation from among its members.

At-Large Directors. There shall be eight At-Large Directors. The Society membership shall elect six At-Large Directors. The Board shall elect two At-Large Directors with consideration given to perspectives, backgrounds, and/or expertise that may not otherwise be represented on the Board of Directors. The At-Large Directors shall serve two-year terms and shall be eligible for re-election to two additional two-year terms served consecutively. At the first meeting of the Board following the annual meeting, the At-Large Directors shall elect one At-Large Director to serve on the Executive Committee.

Section 4. Removal. Any officer, AMA Delegate, AMA Alternate Delegate, or At-Large Director may be removed from office by the body that elected the individual if the votes cast to remove would be sufficient to elect.

Section 5. Vacancies. Whenever a vacancy occurs in any elected position, that vacancy shall be filled by the Board of Directors until the next regularly scheduled election, at which point a person shall be elected to complete the term of office.

ARTICLE XI. STANDING COMMITTEES AND AD HOC COMMITTEES

Section 1. Types of Committees. In addition to Board committees described elsewhere in these bylaws, the Society shall have one Standing committee and any number of ad hoc committees sufficient to achieve the goals of the Society as established by the Board of Directors. The composition and methods of operation for these committees shall be as set forth herein except as delineated in the Procedures File.

Section 2. Standing Committees. Standing committees shall be the Physician Health Committee, a peer review committee.

Physician Health Committee. This committee shall receive and act on expressions of concern from any source regarding the suspected impairment of medical students or physicians. The Committee shall attempt to assist impaired medical students or physicians in obtaining treatment and rehabilitation and shall monitor that process. The Committee shall also serve as an advocate for program participants who comply with the terms of their agreement with the Committee. Committee members and leadership shall be nominated by the President (in consultation with the Nominating Committee) and approved by the Board of Directors. The PHP may upon request by other allied organizations or agencies enter into agreement with others to provide services as determined by the Board of Directors.

Section 3. Ad Hoc Committees. The Board of Directors shall establish such ad hoc committees as are necessary to achieve specific and distinct short-term goals. Each ad hoc committee will be given a specific assignment and timeframe and will cease to exist once the assignment has been completed. The President, in consultation with the Nominating Committee, shall appoint members and the leadership of these committees. Members of these ad hoc committees shall have knowledge, experience and perspectives that are critical to achieving the charge of the committee.

ARTICLE XII. PROFESSIONAL OBLIGATIONS

Section 1. Code of Medical Ethics. The *Code of Medical Ethics* of the AMA shall serve as a guideline for the members of the Society.

Section 2. Constitution and Bylaws. All duties, obligations and regulations as to their professional conduct and relations with this Society and with one another which shall be imposed by the Constitution and Bylaws of this Society shall be binding and mandatory upon all members. For violation thereof, members shall be subject to discipline by the Society.

Section 3. Investigations. Members shall comply when summoned in cases of ethical or professional conduct under investigation by and upon notice from the Board of Directors or appropriate committee of the Society.

ARTICLE XIII. AMENDMENTS

Section 1. Submission. Amendments to the Bylaws may be proposed either by the Board of Directors or by 30 Active members in accordance with the terms of this Article.

Section 2. Board of Directors Review. If the Board of Directors proposes an amendment, the proposed amendment shall be submitted to the membership for a vote.

If 30 or more Active members propose an amendment, the proposed amendment shall be submitted in writing to the Executive Vice President with the signatures of at least 30 proposing members. The Executive Vice President shall promptly forward the proposed amendment to the Board of Directors. The proposed amendment, as submitted to the Executive Vice President, shall be submitted to the membership for a vote; however the Board of Directors may, in its sole discretion endorse the proposed amendment; urge that members reject the proposed amendment; or submit an alternate amendment.

Section 3. Vote. These bylaws may be amended by any means authorized by law and approved by the Board of Directors. The Board of Directors shall make a copy of the proposed amendment(s) available to each Active member. If the vote is to be taken at a membership meeting, the proposed amendment(s) must be made available at least 14 calendar days in advance of the membership meeting. Adoption requires a two-thirds vote of those present, providing a quorum is present. If a vote is to be taken via mail ballot or electronic means, the proposed amendment(s) and ballot must be sent to all voting members and a two-thirds vote of the ballots received shall be necessary for adoption provided that the number of ballots received is equal to or greater than the number of members who would have constituted a quorum for a membership meeting.

Section 4. Non-Substantive Changes. Notwithstanding Article XIII, Sections 1 through 3, the Executive Vice President shall have the authority to make non-substantive changes to the bylaws, such as to correct typographical errors and to renumber the bylaws as appropriate, and to delete language that is no longer applicable because of the occurrence of events or the passage of time.

**ARTICLE XIV. RULES OF ORDER, PROCEDURES, REFERENCES
TO GENDER, NUMBER AND HEADINGS**

Section 1. Parliamentary Procedure. The parliamentary procedures of the Society and all its committees shall be governed by the current Sturgis Standard Code of Parliamentary Procedure.

Section 2. Procedures File The Board of Directors shall establish and maintain procedures for the conduct of standing and ad hoc committees, elections and other ballots, the membership application process, annual and special membership meetings, dues and assessments, member benefits, membership categories, communication with members, and other activities as may be determined by the Board.

Section 3. References to Gender, Number and Headings. Words in the masculine gender will include the feminine, the singular will include the plural, and vice versa, unless qualified by the content. Any headings used in these bylaws are included for the ease of reference only and are not construed so as to alter any of the terms of these bylaws.

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