

**CONSTITUTION**  
**MONTGOMERY COUNTY MEDICAL SOCIETY, INC.**

**ARTICLE I - NAME AND TITLE OF ORGANIZATION**

The name and title of this organization shall be the Montgomery County (Maryland) Medical Society, Inc. It is a non-profit organization.

**ARTICLE II - PURPOSE OF THE SOCIETY**

**Section A.** The purpose of this Society shall be to bring into one organization the physicians of Montgomery County, to promote the science and art of medicine and the professional interests of its members, to secure the enactment of just laws relating to the practice of medicine, to foster good relations among physicians, and to serve as a resource for its members and their patients.

**Section B.** With other county medical societies, it is this Society's purpose to form MedChi, the Maryland State Medical Society, and through it, with other state associations, to form the American Medical Association.

**ARTICLE III - MEMBERSHIP**

Physicians, dentists, and practice administrators of good moral and professional standing are eligible for membership, as specified in the Bylaws.

**ARTICLE IV - BYLAWS**

Bylaws not inconsistent with this constitution may be adopted by a favorable concurrence of two-thirds (2/3) of the votes cast at a meeting of the membership provided that a quorum is present in person or by electronic means and/or voting is conducted by secure and verifiable means.

**ARTICLE V - PARLIAMENTARY AUTHORITY**

The deliberations of this Society shall be governed by parliamentary usage as contained in Davis Rules of Order, Newly Revised, in all cases to which they are applicable. This Constitution, its Bylaws, and any special rules adopted by the Society shall supersede Davis Rules of Order, Newly Revised.

**ARTICLE VI - PRINCIPLES OF MEDICAL ETHICS**

The Principles of Medical Ethics of the American Medical Association shall guide this Society.

**ARTICLE VII - AMENDMENTS**

The Society may amend any article of this constitution by a two-thirds (2/3) vote of the Active members present and voting at any regular meeting, provided a quorum is present, provided that such amendment or amendments are not in conflict with the Constitution and Bylaws of MedChi, and provided that such amendments shall have been sent by mail or electronic written communications to each member no less than seven (7) days in advance of the meeting at which the vote of the active members is to be taken.

A person participating at any meeting of the Association may be considered "present" if they participate in person or by electronic means. Such electronic means include participating by telephone, video or such other means where the person can be clearly identified, and communication is understood. Voting members may cast their ballot by voice, show of hands, paper ballot, mail or by secure and verifiable electronic means.

**Article VIII – DURATION OF THE CORPORATION**

The duration of this Corporation shall be perpetual.

**Article IX – DISSOLUTION OF THE CORPORATION**

If the Board of Directors of the Corporation determines that the organization is unable to continue serving the mission for which it was created, dissolution of the Corporation can be initiated by a 3/4 vote of the Board and confirmed by 3/4 vote of the voting membership at a meeting called for that purpose provided that a quorum has been achieved.

A person participating at any meeting of the Association may be considered "present" if they participate in person or by electronic means. Such electronic means include participating by telephone, video or such other means where the person can be clearly identified, and communication is understood. Voting members may cast their ballot by voice, show of hands, paper ballot, mail or by secure and verifiable electronic means.

Upon the dissolution of the Corporation, any remaining assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) or 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of appropriate jurisdiction of Montgomery County where the corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

**MONTGOMERY COUNTY MEDICAL SOCIETY, INC.**  
**BYLAWS**

**CHAPTER I - SOCIETY DUTIES**

- Section I.** This Society shall work in concert with its member physicians to ensure that the medical profession is preserved and protected for the good of its practitioners and their patients. Systematic efforts shall be made by each member and by Society as a whole to increase the membership.
- Section II.** This Society shall endeavor to foster the belief among its members that the physician should be a leader in the community in character, in learning, in dignified bearing, and in courteous and open treatment of other physicians, to the end that the profession may occupy the high place in its own and the public esteem to which it is rightfully entitled.
- Section III.** This Society shall promote the general health and well-being of the citizens of Montgomery County by supporting those public health initiatives deemed worthy by its membership.

**CHAPTER II - MEETINGS**

Regular meetings shall be held at such time and place as may be determined by the Executive Board of the Society.

The President may call a special meeting or must call one on the written request of twenty (20) members. A call for a special meeting shall state the objective of such meeting, at which no business except that stated in the call shall be transacted.

A person participating at any meeting of the Association may be considered "present" if they participate in person or by electronic means. Such electronic means include participating by telephone, video or such other means where the person can be clearly identified, and communication is understood. Voting members may cast their ballot by voice, show of hands, paper ballot, mail or by secure and verifiable electronic means.

**CHAPTER III - MEMBERSHIP**

- Section I. Classification**
- A.** The members of this Society shall be of nine (9) classifications: Active, Associate, Affiliate, Forty Year, Emeritus, Honorary, Medical Student, Resident/Fellow and Administrative.
  - B.** All Active, Associate, Forty Year, and Emeritus members of the Society shall also be members of MedChi, The Maryland State Medical Society.
- Section II. Active Members**
- A.** An Active member shall be a Doctor of Medicine or Doctor of Osteopathy living in, legally practicing in, or licensed to practice medicine in the state of Maryland and includes all members not required to hold another form of membership in the Society or MedChi.
  - B.** Active Members shall not be Active members of any other component county medical society of MedChi.
  - C.** Active members shall have the privilege of participation in all proceedings of this Society, and they shall be eligible to hold any office, or to receive any honor of the Society, so long as they have complied with the Constitution and Bylaws, and provided they are free from all indebtedness to this Society and to MedChi.
- Section III. Associate Members**
- A.** An Associate member shall be a Doctor of Medicine or osteopathy, otherwise eligible for active membership, who elects not to hold active status and is engaged in the practice of medicine less than 1,000 hours per year either in private practice, public health, administration, teaching, or any activity where their knowledge of medicine earns them an income, or is a commissioned medical officer of the Armed Forces, Public Health Service or Veterans Administration.
  - B.** Associate members:

1. shall have the privilege of participation in all proceedings of this Society, except as specified in section D.2., so long as they have complied with the Constitution and Bylaws and provided they are free from all indebtedness to this Society and to MedChi.
  2. shall not vote, make motions at the General Membership meetings, or hold elected office in the Society.
- C. Doctors of Medicine or Osteopathy holding Associate membership may apply for Active membership at any time and pay active member dues and assessments.

**Section IV. Affiliate Members**

- A. An Affiliate member shall be:
1. a Doctor of Medicine or Osteopathy, otherwise eligible for Active membership in this society, who is an Active member in good standing of another component county medical society of MedChi or another state medical society.
  2. a former Active or Associate member who has left the state of Maryland and wishes to maintain affiliation with this Society.
  3. a person holding an academic degree equivalent to the degree of Doctor of Medicine or Osteopathy and who devotes his or her full time to the study and teaching of the medical sciences shall be eligible for Affiliate membership.
  4. Doctors of Dentistry in Active practice in Montgomery County or who reside in Montgomery County shall be eligible for Affiliate Membership.
- B. Affiliate members shall have the rights accruing to Associate members of this society so long as they have complied with the Constitution and Bylaws and provided, they are free from all indebtedness to this Society and MedChi.

**Section V. Forty-Year Members**

- A. A Forty-year member shall be an Active member in good standing who has been an Active member for forty years or more. A Forty-year member may continue to hold this classification of membership until such time as he or she voluntarily resigns from the Society.
- B. Forty-year members shall have the rights accruing to Active members so long as they have complied with the Constitution and Bylaws and provided, they are free from all indebtedness to this Society and to MedChi. They shall be exempt from paying dues. Forty-year members may be required to pay a fee which will be determined by the Executive Committee to attend Society meetings and functions and/or receive services.

**Section VI. Emeritus Members**

- A. An Emeritus member shall be an Active member who has not achieved Forty-year membership, or an Associate member, who is substantially retired, meaning he/she is no longer engaged in the practice of medicine either in private practice, public health, administration, teaching, or any activity where their knowledge of medicine earns them an income.
- B. Emeritus members shall have the rights accruing to Associate members so long as they have complied with the Constitution and Bylaws and provided they are free from all indebtedness to this Society and to MedChi. They shall be exempt from paying dues and assessments. Those Emeritus members wishing to attend a General Membership meeting shall be required to pay a fee which will be determined by the Executive Committee to attend Society meetings and functions.

**Section VII. Honorary Members**

- A. An Honorary member shall be a physician, scientist, or other person who deserves recognition by reason of eminent contribution to medical or collateral science, or of meritorious service to the medical profession.
- B. Candidates may be proposed for Honorary membership by the Executive Board. The proposal shall be considered by the Membership Committee and reported on at the next regular meeting and shall then be voted on by the Society in the same manner as applicants for Active membership. Honorary members shall have the privilege of attending the meetings of the Society, but shall neither vote nor hold office in the Society, nor pay dues or assessments. Notices of meetings need not be sent to Honorary members unless they are residents in Montgomery County or so desire.

**Section VIII. Medical Student Members**

- A. A medical student member shall be a full-time student of medicine enrolled in an accredited medical school.
- B. Medical Student members shall have the rights accruing to Associate members so long as they have complied with the Constitution and Bylaws and provided, they are free from all indebtedness to this Society and to MedChi. They shall pay such dues and assessments as may be imposed by the Executive Board.

**Section IX. Resident/Fellow Members**

- A. A Resident/Fellow member shall be a Doctor of Medicine or Osteopathy in residency or fellowship positions who are not in private practice.
- B. Resident/Fellow members shall have the rights accruing to Associate members so long as they have complied with the Constitution and Bylaws and provided, they are free from all indebtedness to this Society and to MedChi. They shall pay such dues and assessments as may be imposed by the Executive Board.
- C. Upon notification to the Society of completion of training, resident members shall be converted to an appropriate membership category with the payment of dues.

**Section X. Administrative Members**

- A. An Administrative member shall be a practice administrator, office manager, or billing manager employed by a member physician in solo practice or by a group of physicians in which at least one of the physicians is a member of this Society. If there are no existing Active members of the Society in the practice, then the Administrative Member may be allowed to join but at the Active member first year in practice dues amount, until such time that one physician in the practice joins as an Active Member, and then, at the beginning of the next membership year, the Administrative Member's dues will revert to the same for any Administrative Member.
- B. Administrative members shall have the rights accruing to Associate members so long as they have complied with the Constitution and Bylaws and provided they are free from all indebtedness to the Society and to MedChi. They shall pay such dues, assessments, and fees to attend general membership meetings and Society events as may be imposed by the Executive Committee.

**Section XI. Election of Membership**

- A. A candidate for membership shall make application in writing on a form prescribed by the Society.
- B. The Executive Committee will review each application in its entirety and shall have the prerogative to convey full membership to new applicants. Following approval by the Executive Committee, new members' names will be published in the Society's publication and be distributed at the next General Membership Meeting.

**Section XII. Membership Transfers**

If a physician is transferring to this Society from another state or county component society of the American Medical Association, he or she shall be admitted upon review and approved by the Executive Committee.

**Section XIII. Loss of Membership Privileges**

- A. Any member whose license to practice medicine/dentistry has been suspended or revoked by the Maryland Board of Physicians shall automatically lose his or her membership in the Montgomery County Medical Society with no right of appeal.
- B. Any member who has been found guilty of a felony in a court of law, or who is guilty of gross misconduct as a physician or as a citizen, or who violates any of the provisions of this Constitution or Bylaws, shall be liable to censure, suspension, or expulsion by the Executive Board upon a two-thirds (2/3) vote of the Board members present and voting. Any disciplinary action by the Board will be communicated to the members by certified letter, return receipt requested, sent within five (5) business days following the vote of the Board.
- C. A member may appeal any disciplinary action of the Executive Board by submitting a written request for a formal hearing to the Secretary, by certified letter, postmarked within fifteen (15) business days following notification of the Board's decision.

- D. The Executive Board will conduct a closed hearing to hear testimony from the member within sixty (60) days following receipt of a request. A vote of the Executive Board will take place immediately following the hearing. A two thirds (2/3) majority vote will be necessary to effect discipline and will constitute the final decision of the Board. The member will be notified of the decision of the Board by certified letter, return receipt requested, sent within five (5) working days of the hearing.
- E. A member has the right of final appeal to the membership of this Society. This appeal must be to the secretary in writing, by certified letter, within fifteen (15) business days after the final ruling by the Executive Board. A hearing will be conducted at the next regularly scheduled General Membership meeting. A two-thirds (2/3) vote of those active members present, and voting shall be required to affirm the recommended disciplinary action.

**Section XIV. Suspended and Expelled Members**

- A. A member who is under sentence of suspension, or expulsion, cannot take part in any proceedings or be eligible to hold any office or chairmanship.
- B. Members expelled from the Society for any cause shall not be eligible for reconsideration for membership until one year has elapsed. They must reapply in the same manner as original applicants.

**CHAPTER IV - OFFICERS AND OTHER ELECTED OFFICIALS**

**Section I. Officers**

- A. The officers of this Society shall consist of a President, President-Elect, Vice President, Secretary, and Treasurer. All officers except the President shall be elected for a one-year term from among the Active and Forty-year members of this Society.
- B. MedChi Delegates and Alternate Delegates shall be appointed by the President with consultation from the Chair and Vice Chair of the MCMS delegation and/or the Executive Board for a two-year term from among the Active and Forty-year members of the Montgomery County Medical Society. They are appointed in accordance with the Constitution and Bylaws of MedChi.
- C. The Montgomery County member of the MedChi Board of Trustees shall be elected by the Executive Board from among the Active and Forty-year members who have served on the Executive Board of this Society. The Montgomery County trustee shall be elected for a three-year term in accordance with the Constitution and Bylaws of MedChi.
- D. Nominees for MedChi office or American Medical Association Delegate or Alternate Delegate shall be selected from past officers of the Montgomery County Medical Society, members or former members of the Society's Executive Board, and qualified members from another component society within the state of Maryland.

**Section II. Election**

- A. The Nominating Committee shall present a slate of nominees for Society elective offices at a General Membership Meeting of the Society to be held in the Fall either in person or by electronic means.
- B. The names of all nominees will be published at least ten days prior to the Fall General Membership meeting.
- C. Nominations may be made from the floor only at the Fall General Membership meeting when the slate of candidates from the Nominating Committee is presented to the general membership. All candidates from the floor for any office must conform to requirements for that office and must be present at the meeting so these inquiries can be made. An amended list of candidates will then be sent to the entire membership no later than November 15 of that same year.
- D. Election of all candidates shall be initiated by ballot distributed electronically no later than December 1<sup>st</sup> of that same year and concluded no later than January 15 of the following year to the Active and Forty-year members in good standing. All candidates for Society elective office shall be elected by plurality.
- E. The Secretary shall notify officially all newly elected officers within ten (10) days of their election.
- F. Elected officers of the Montgomery County Medical Society shall be installed at a General Membership Meeting or at a special meeting or event called for that purpose. If, due to unusual circumstances, an installation is not possible as previously noted, elected officers will assume their offices no later than May 1<sup>st</sup> with the installation taking place at a later time.

**Section III. Single Officership**

No officer may hold two elected Montgomery County Medical Society offices simultaneously without the approval of the Executive Board when extenuating circumstances exist.

**Section IV. President**

- A. The President shall preside at meetings of the Society and the Executive Board, and perform such other duties as required. He or she shall be the exclusive spokesman for the Society and no other member shall be so empowered unless delegated by the President.
- B. The President shall be the head of the profession in the county during the year and shall strive to leave it in better condition than at the beginning of his or her term of office.
- C. The President, with approval of the Executive Committee, shall appoint the members of the Executive Board except for the Ex-Officio members and shall appoint chairs and vice chairs of standing and ad hoc or special committees. Such appointments shall be completed by the President and approved by the Executive Committee no later than 30 days prior to taking office.

**Section V. President-Elect**

The President-Elect shall succeed to the presidency, at the conclusion of the president's term. He or she shall preside at all meetings in the absence of the President.

**Section VI. Vice President**

The Vice President shall assist the President in the performance of his or her duties.

**Section VII. Secretary**

The Secretary shall, with the assistance of the Executive Director of the Society, keep a correct record of the proceedings of each meeting and maintain a roster of all the members.

**Section VIII. Treasurer**

The Treasurer shall be responsible with the Executive Director for collecting and dispensing all funds due the Society.

**Section IX. MedChi Delegates and Alternate Delegates**

- A. The MedChi Delegates shall attend and faithfully represent the members of this Society and the profession of this County in the House of Delegates of MedChi.
- B. The Chairman and Vice-Chairman of the MedChi Delegates shall be appointed by the President for a two-year term and may be reappointed to these positions. The Chairman and Vice Chairman of the MedChi Delegates shall sit on the Executive Board. The Chairman, Co-Chair and President shall act as leaders and spokespersons for the delegation. They shall preside at a caucus of the MedChi Delegates to be held in conjunction with the House of Delegates meetings. The Chairman shall report on the proceedings of that body to the Society and the Executive Board. The Vice-Chairman shall act in the absence of the Chairman.
- C. Alternate MedChi Delegates may attend all meetings of the MedChi House of Delegates as observers. Any Alternate MedChi Delegate may substitute for any principal MedChi Delegate.

**Section X. Vacancies**

- A. If the office of President becomes vacant, the President-elect shall immediately become President, serve the remainder of the unexpired term, and then assume office at the next Annual Meeting.
- B. If the office of the President-elect becomes vacant, a meeting of the last serving Nominating Committee shall occur within thirty (30) days of the vacancy. A special election shall be held at the subsequent General Membership Meeting or by ballot distributed to the membership electronically, whichever is more expedient.
- C. Vacancies in the office of Vice President, Secretary, and Treasurer shall be filled by Presidential appointment with the approval of the Executive Board.
- D. Vacancies in the position of Montgomery County representative to the MedChi Board of Trustees shall be filled in accordance with the MedChi Bylaws.

## CHAPTER V - EXECUTIVE BOARD

### **Section I. Members**

- A. The Executive Board shall consist of the President, the Immediate Past President, the President-Elect, the Vice President, the Secretary, the Treasurer, the Chairman and Vice Chairman of the MedChi Delegates, the Montgomery County Medical Society representative to the MedChi Board of Trustees, the Chairmen and Vice Chairmen of the standing committees, and the Parliamentarian.
- B. The Ex-officio members of the Executive Board include the Montgomery County Medical Society representative to the Commission on Health, the Montgomery County Health Officer, the Executive Director of the Medical Society, and a representative of each of the medical staffs of the six Montgomery County hospitals. The medical staff representatives shall be active members of the medical staff and of the medical society as approved by the Executive Board. Montgomery County Medical Society members serving on the MedChi Board of Trustees shall also serve on the Executive Board as ex-officio members.
- C. Other members may be added at the discretion of the President with the approval of the Executive Committee at least 30 days prior to his or her installation.
- D. All Executive Board members shall be Active/Forty-year members with the exception of the chairmen of the Emeritus and Practice Administrative Committees.
- E. All voting members of the Executive Board shall be Active or Forty-year members of Montgomery County Medical Society.

### **Section II. Regular Meetings**

- A. The Executive Board meetings shall be held at least five times per year in January, March, May, September and November on a date set by the President.
- B. Meetings may be held in person or by electronic means as long as a quorum is present for conduct of business.
- C. ~~B.~~The Executive Board shall have the right to change the date and place of a regular meeting for reason of unusual circumstances. Notice of Executive Board meetings will be sent electronically.

### **Section III. Duties**

- A. Eight (8) members, including at least one officer, shall constitute a quorum for the transaction of business of the Executive Board.
- B. The President shall serve as Chairman of the Executive Board, the President-elect as Vice Chairman and the Secretary as Secretary of the Board.
- C. The Executive Board shall keep full records of its proceedings. It shall hold regular meetings or convene at the call of any four of its members. It shall be informed in all matters pertaining to the objectives, interests, policy and conduct of the Society. It shall conduct the routine business of the Society and exercise general oversight over all committees and officers, and it shall have the authority to initiate the employment of an Executive Director and/or independent contractors within the framework of the budget. It shall order payment of all just and honest debts of the Society and authorize routine disbursements. It shall review the Society's audit.
- D. The Executive Board shall recommend candidates for MedChi office in accordance with the MedChi Bylaws and shall approve candidates for Society office as recommended by the Nominating Committee.
- E. A summary of actions taken by the Executive Board will be published periodically so that the Society shall be kept fully informed of the activities of the Executive Board.

### **Section IV. Indemnification**

- A. General Policy. The Society shall indemnify members of the Executive Board and officers of Montgomery County Medical Society according to the general requirements, standards and procedures set forth in the Maryland Annotated Code Corporations and Associations Article ' 2-418.
- B. Indemnification for Defense. An individual shall be entitled to indemnification for all reasonable expenses incurred in the successful defense of any action brought against the individual and arising out of his or her actions as a member of the Executive Board or officer of the Society.

- C. Indemnification for Defense Exceptions. Indemnification may be made when the defense of the action has not been successful unless it is established that the act or omission of the Board member or officer was 1) material to the matter giving rise to the proceeding and committed in bad faith or was the result of active and deliberate dishonesty; 2) the board member or officer actually received an improper personal benefit; or 3) in a criminal proceeding, the Board member or officer had reasonable cause to believe the act or omission was unlawful.
- D. Indemnification in Advance of Disposition. Reasonable expenses incurred by a board member or officer who is a party to the proceeding may be paid or reimbursed by Montgomery County Medical Society in advance of the final disposition of the proceeding upon receipt by the corporation of a written affirmation by the Board member or officer of his or her good faith belief that the standard of conduct set forth in 9.30 has been met and a written undertaking by or on behalf of the board member or officer to repay the amount if it shall ultimately be determined that the standard has not been met.
- E. Procedure. The procedure for indemnification shall be consistent with Corporations ' 2-418 and may be specified further by the policies of Montgomery County Medical Society provided that all decisions on indemnification shall be reported to the Executive Board.

## CHAPTER VI - COMMITTEES

### **Section I. Standing Committees**

- A. The Standing Committees shall be as follows and shall report their findings and recommendations to the Executive Board. Standing committees shall be composed of a Chair, Vice Chair, and at least three other members of the Society except where noted. The committee designations shall be:
  - Finance (Treasurer as Chair, President as Vice Chair, President-Elect, and two other members of the Executive Board elected by the board annually.)
  - Legislative Committee
  - Membership Committee (President-Elect as Chair, Secretary as Vice Chair and three other members of the Society)
  - Women in Medicine Committee
  - Early Career Physicians Committee
- B. There shall be a Chair and Vice Chair of all standing committees appointed by the President with approval by the Executive Committee as outlined in IV C. They shall serve on the Executive Board. The term shall be two years. The chair and vice chair may be re-appointed for one term.
- C. Standing committees shall be asked to formulate and submit a plan for approval to the Executive Committee during the fourth quarter of the year for the following year to allow for appropriate prioritization and budgeting.

### **Section II. Ad Hoc & Special Committees**

Ad Hoc and Special committees may be appointed by the President as the need arises.

### **Section III. Executive Committee**

- A. The Executive Committee shall consist of the President, who shall serve as Chairman, the Vice President, the President-Elect, the Immediate Past President, the Secretary, the Treasurer, and one (1) at-large voting members from the Executive Board who shall be elected by the Board, for a one-year term to begin at the May meeting of the Executive Board.
- B. The Executive Committee shall review the contract, compensation, and performance of the Executive Director.
- C. The Executive Committee shall act in an advisory capacity to the staff in questions of immediate importance in the interim between Executive Board meetings and shall act on behalf of the Executive Board in the interim between meetings. It shall perform such other duties as the Executive Board may from time to time deem expedient.
- D. The Executive Committee, upon recommendation of the Finance Committee, may as appropriate review

the annual budget and recommend it to the Executive Board for review and presentation to the Medical Society.

- E. The Executive Committee shall investigate and formulate long-range planning on matters of policy, finance and such property(ies) as the Society may have.

**Section IV. Nominating Committee**

- A. A Nominating Committee shall consist of seven (7) Active/Forty-year members of the Society. The committee shall be chaired by the Immediate Past President. Two additional Past Presidents shall be appointed by the President of the Society. In addition, four (4) members shall be elected to the Nominating Committee by the Executive Board.
- B. A quorum of five (5) members shall be required for the transaction of Nominating Committee business.
- C. The Nominating Committee shall nominate candidates for President-Elect, Vice President, Secretary, and Treasurer.
- D. No member of the Nominating Committee except a Past President may serve for more than two (2) successive years.

**CHAPTER VII - GENERAL MEMBERSHIP MEETINGS**

**Section I. Regular Meetings**

- A. At least one regular membership meeting will be held in the fall of each year for the purpose of conducting Society business.
- B. The Executive Board shall have the right to change the date and place of a regular meeting for reason of unusual circumstances.
- C. The Executive Committee shall have the responsibility to set the fees associated with attendance at the meetings.
- D. The membership meeting held in the fall may be held in person or by electronic means. A person participating at any meeting of the Association may be considered “present” if they participate in person or by electronic means. Such electronic means include participating by telephone, video or such other means where the person can be clearly identified, and communication is understood. Voting members may cast their ballot by voice, show of hands, paper ballot, mail or by secure and verifiable electronic means.

**Section II. Annual Meeting**

The Annual Meeting shall be held at a special meeting or event called for that purpose. The installation of officers shall take place at this meeting.

**Section III. Quorum**

Thirty (30) Active members of the Society shall constitute a quorum for the transaction of business. Any new business must be submitted in writing to the presiding officer prior to the meeting. A person participating at any meeting of the Association may be considered “present” if they participate in person or by electronic means. Such electronic means include participating by telephone, video or such other means where the person can be clearly identified, and communication is understood.

**CHAPTER VIII - FUNDS AND EXPENSES**

**Section I. Funds**

Funds for meeting the expenses of the Society shall be raised by annual dues, special assessments, voluntary contributions, and income from other sources.

**Section II. Dues**

- A. Any change in dues structure and amount of dues and special assessments shall be presented by the Executive Board to the Society at any regular meeting or special meeting called for that purpose.

Approval shall require a two-thirds (2/3) vote of the Active members present as defined by these bylaws and voting, providing a quorum is present.

- B. The dues for Active members shall be reduced during the first and second years of membership for those individuals are within five years of completion of their training.
- C. Annual Montgomery County Medical Society and MedChi dues and assessments shall be payable by the date established by MedChi. Dues are prorated ½ if received after July 1<sup>st</sup> until October 1<sup>st</sup> at which time dues paid will be for the following year.
- D. Members who fail to remit their dues and assessments or who fail to submit a written request for a dues waiver or status change by the date established by MedChi of the current year shall be declared delinquent and suspended automatically from the Society, without right of appeal, until such time as the debt has been satisfied or a dues waiver has been granted.
- E. Members shall be expelled automatically from the Society, without right of appeal, upon failure to satisfy the debt or obtain a dues waiver by January 1<sup>st</sup> of the following year. Members in jeopardy of expulsion shall be given thirty (30) days notification.

**Section III. Dues Waiver or Reduction**

- A. Active, Affiliate, or Associate members with three or more years membership in the Society who are experiencing financial difficulties or who have become partially or fully disabled may be granted a dues waiver or reduction by the Executive Board, upon the recommendation of the Membership Committee.
- B. A written request must be made by the member to the Executive Committee, stating the amount of the proposed dues reduction and the reason for the request.
- C. Requests for continued dues waivers must be renewed annually in writing for no more than three consecutive years. Dues waivers must be approved by the Executive Committee and forwarded to MedChi for final approval.

**Section IV. Fiscal Year**

The Fiscal Year of this Society shall be from January 1 to December 31 inclusive.

**Section V. Disbursements**

- A. Disbursements over one thousand dollars (\$1000.00) up to \$5,000 maximum per year must be approved by the President and the Treasurer unless already provided for in the budget.
- B. The Treasurer may transfer funds from one established account to another established account.

**Section VI. Social Events**

The expense of any Social Event should be covered by the sale of tickets. Any deficit shall be paid from the Society's funds.

Guest fees for all social and business meetings will be set by the Executive Committee.

**Section VII. Montgomery County Medical Society Awards**

The President may recognize people during his/her term who are deserving of special recognition for outstanding service to the Society, community or the medical profession. These President's Awards may be presented at the annual meeting and installation of officers, or at another appropriate meeting.

**Section VIII. Auditing**

The Society shall retain a Certified Public Accountant to perform a periodic audit and/or annual review and report to the Executive Board.

**Section IX. Legal Counsel**

The Society may retain as legal counsel an attorney who is a member of the bar of the Court of Appeals of Maryland and a member of the Maryland Bar Association, and who is actively engaged in the practice of law in Maryland.

**CHAPTER IX - BUSINESS OFFICE**

**Section I. Enabling Act**

The Executive Board is empowered to obtain office space, subject to the approval of the Society.

**Section II. Executive Director**

The Executive Board shall employ an Executive Director who shall report and be responsible to the Executive Board. This person shall be the executive and general manager of the affairs of the Society and have authority to employ, discharge and fix the compensation of personnel in accordance with the provisions of the personnel policies established by the Executive Board. The Executive Director will assist the Executive Board in carrying out their duties as outlined in the Bylaws.

**CHAPTER X - AMENDMENTS**

**Section I. Review**

An amendment, after being presented by a member of the Society, shall then be referred to an ad hoc Constitution and Bylaws Committee. The Committee shall in turn make its recommendations concerning the amendment known to the Executive Board.

**Section II. Dissemination of Amendments**

The amendment must be mailed or communicated electronically to all Active members at least seven (7) days prior to its final vote.

**Section III. Final Vote**

A two-thirds (2/3) vote of the Active members present and voting, providing a quorum is present, is then required for adoption of the amendment.

A person participating at any meeting of the Association may be considered “present” if they participate in person or by electronic means. Such electronic means include participating by telephone, video or such other means where the person can be clearly identified, and communication is understood. Voting members may cast their ballot by voice, show of hands, paper ballot, mail or by secure and verifiable electronic means.

## **CHAPTER XI – DURATION AND DISSOLUTION**

If the Board of Directors of the Association determine that the organization is unable to continue serving its purpose, by a 3/4 vote of the Board of Directors, dissolution of the Association can be initiated and confirmed by 3/4 vote of the voting membership at a meeting called for that purpose provided that a quorum has been achieved.

A person participating at any meeting of the Association may be considered “present” if they participate in person or by electronic means. Such electronic means include participating by telephone, video or such other means where the person can be clearly identified, and communication is understood. Voting members may cast their ballot by voice, show of hands, paper ballot, mail or by secure and verifiable electronic means.

The life of the Association and the method of dissolution shall be as specified in Article IX of the Articles Of Incorporation.