

**HUMBOLDT-DEL NORTE COUNTY MEDICAL SOCIETY  
BY-LAWS  
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**HUMBOLDT-DEL NORTE COUNTY MEDICAL SOCIETY  
BYLAWS**

**ARTICLE 1  
NAME**

The name of this organization is the Humboldt-Del Norte County Medical Society, hereinafter referred to as the Society.

**ARTICLE 2  
PURPOSES**

The purposes of this Society are to promote the science and art of medicine, the care and well-being of patients, the protection of the public health, and the interests of the medical profession; to cooperate with organizations of like purposes; and to unite with similar societies in the State of California as component societies of the California Medical Association (hereafter “CMA”).

**ARTICLE 3  
ORGANIZATION**

The Society shall conduct its business as a non-profit organization. It shall be operated exclusively for scientific , educational, and quality of health care purposes. No part of the funds of this Society shall inure to the benefit of any member or individual.

**ARTICLE 4  
CHARTER FROM C.M.A.**

**SECTION 1:** This Society shall operate as a component medical society under charter of the California Medical Association, and all the provisions of the Articles of Incorporation and Bylaws of the California Medical Association in force at the time of the adoption of these Bylaws, together with all amendments to either said Articles of Incorporation and Bylaws

thereafter adopted, shall, so far as applicable, be an integral part of the Bylaws of this Society. In the event the Bylaws or any provision of the Bylaws adopted by this Society conflict with the Bylaws of the California Medical Association, the Bylaws of the California Medical Association shall prevail.

## **ARTICLE 5 MEMBERSHIP**

**SECTION 1: QUALIFICATIONS FOR MEMBERSHIP.** This Society shall, subject to the minimum requirements for eligibility established in the Bylaws of CMA, determine the qualifications for the various classes of membership, and be the sole judge of the moral, ethical, and professional qualifications for admission to, or continuation of, any kind of membership in this society, except as the Society has authorized the CMA to credential new members. Membership shall not, however, be denied or abridged on account of sex, color, creed, race, religion, ethnic origin, national origin, age, disability or sexual orientation.

**SECTION 2: CLASSES OF MEMBERS.** The members of this Society shall consist of 1. Active (regular, resident physician, medical student), 2. Associate, 3. Government Employed, 4. Multiple Memberships; 5. Retired, 6. Honorary; 7. Out-of-State; and 8. Probationary.

The term “physician” whenever used shall mean both doctors of medicine and osteopathy.

**SECTION 3 REGULAR ACTIVE MEMBERSHIP.** To be eligible for election to regular active membership in the Society, an application must meet all qualifications in the Bylaws of the CMA for regular active membership in a component medical society.

A physician may apply for active membership in this Society only if his/her professional practice or residence is located within Humboldt or Del Norte counties.

Any person holding the degree of Doctor of Medicine, or Doctor of Osteopathy, residing and/or practicing in Humboldt County or Del Norte County for six months, shall be eligible for immediate application. He/she must hold an unrevoked or unsuspended license to practice medicine and surgery issued to him/her by the California Medical Board or Osteopathic Medical Board of California, which license shall not be subject to any conditions of probation, or be a physician and surgeon practicing medicine on a federal enclave, and must reside or practice in 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, the California Medical Association and the HDNCMS, and shall recognize the authorized officers of the Society as the proper authority to interpret any doubtful point of ethics. Active Members shall have the right to vote, the privilege to attend and take part in all meetings of the Society and its sections and committees. He/she shall be eligible to any office or honor within the “gift” of the Society. He/she shall perform such duties as are assigned him/her by the Society.

**SECTION 4: RESIDENT PHYSICIAN ACTIVE MEMBERSHIP.** A member of the CMA Resident and Fellow Society whose residency, fellowship, internship or residence is located in the Humboldt-Del Norte County area is eligible for concurrent Resident Physician Active Membership in the Society. They shall receive Society publications at such rates as determined by the Executive Committee.

**SECTION 5: MEDICAL STUDENT ACTIVE MEMBERSHIP.** A member of the CMA Medical Student Section whose medical school or residence is located in this Society's geographic region is eligible for concurrent Medical Student Active Membership in the Society. The term "medical school", whenever used, includes both schools of medicine and schools of osteopathy. The term "medical student", whenever used, includes both students of medicine and students of osteopathy. They shall receive Society publications at such rates as determined by the Executive Committee.

**SECTION 6: ASSOCIATE MEMBERS.** To be eligible for election to an Associate Membership in the Society, an applicant must hold the degree of Doctor of Medicine or Doctor of Osteopathy, or the equivalent, and must possess all the qualifications necessary for regular active membership except the applicant must hold an unrevoked and unsuspended license to practice medicine from another state, and must not hold a California license to practice medicine. Associate membership shall be granted at the discretion of the Executive Committee. He/she shall have all the rights and privileges of Active members except the right to vote or hold any elective office in the Society. Dues shall be assessed annually by the Executive Committee as prescribed in these By-Laws

**SECTION 7. GOVERNMENT EMPLOYED.** To be eligible for election to a government-employed membership, an applicant must be eligible for regular active membership and must receive more than fifty (50) percent of the applicant's practice income from county, state or federal employment. Government employed membership shall be granted at the discretion of the Executive Committee. They shall receive Society publications at such rates as determined by the Executive Committee.

**SECTION 8. MULTIPLE MEMBERSHIP.** The Medical Society may grant multiple membership to any physician who is already a regular active member of CMA and another component society. A multiple membership is not counted for any representational purpose, as the member is already recognized pursuant to the member's regular active membership. Benefits include visibility in the Bulletin and Directories, copies of membership directories, monthly Bulletin, communication resources, referrals, etc. Requests for additional directories, mailing labels, classified ads, etc. will be at full rate. They shall receive Society publications at such rates as determined by the Executive Committee.

**SECTION 9. PROBATIONARY MEMBERSHIP.** Except as otherwise provided in



these bylaws, to be eligible for probationary membership in the Society, a member must remain eligible for active membership, except that the member's physician's and surgeon's certificate is subject to conditions of probation imposed by the Medical board of California or Osteopathic Medical Board of California. They shall receive Society publications at such rates as determined by the Executive Committee.

**SECTION 10. RETIRED MEMBERSHIP** A physician who has ceased the practice of medicine is eligible for a Retired Membership. Upon resumption of the practice of medicine by any retired member, the Secretary of the Society shall transfer such member from the Retired classification to the Active classification, and notify the C.M.A., which shall do likewise with respect to the membership rolls of the Association. They shall receive Society publications at such rates as determined by the Executive Committee.

**SECTION 11. HONORARY MEMBERSHIP.** 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 scientific work contributing to medicine may be elected to Honorary membership of this Society by action of the Executive Committee. He/she shall not have the right to vote or hold office. He/she shall pay no dues or assessments. They shall receive Society publications at such rates as determined by the Executive Committee.

**SECTION 12. LEAVE OF ABSENCE.** The Board may grant a leave of absence to any active or government-employed member in good standing who leaves his/her practice to engage in postgraduate study, or by reason of extended illness or such other acceptable reason and for whom payment of dues would be a hardship. A leave of absence shall not be granted for more than one year, but may, in the discretion of the Board, be renewed upon request (up to a maximum of three (3) years. While on leave a member shall have no right to vote or hold office. They shall receive Society publications at such rates as determined by the Executive Committee.

**SECTION 13. RIGHTS OF MEMBERS.** Only Active Members of the Society are entitled to vote or hold elective office. Each Active Member shall be entitled to one vote. Proxy voting is prohibited. The right to vote and hold elective office does not extend to any other membership class. All members of the Society shall, regardless of membership class, have the right to be appointed as voting members to committees.

**SECTION 14. PROCEDURE FOR ADMISSION.** Any person desiring to become a member of this Society shall complete and submit a written application on a form specified by the Society for that purpose along with the appropriate dues amounts. The Applicant shall specify the class of membership desired and shall be required to provide all information deemed pertinent by the Society, and an application fee as specified by the Board. Each and every applicant is deemed to agree that if elected to membership, the applicant will be bound by the bylaws of the Humboldt-Del Norte County Medical Society, the Articles and Bylaws of CMA, and by the Principles of Medical Ethics of the American Medical Association.

The Prospective Member's completed application shall be voted on at the next scheduled Executive Committee meeting and publication of the name of the applicant will be included in the Society's official publication, "*The Bulletin*". The Board may vote for admission, deferral, or proposed rejection as outlined in the Bylaws of CMA. In the event that the vote is for deferral or proposed rejection, the procedures specified by the Bylaws of CMA shall apply. If the CMA procedural rights are waived by the applicant, the application for membership shall be deemed to have been abandoned.

**SECTION 15. TRANSFER FROM OTHER COUNTY MEDICAL SOCIETY.** A physician presenting a transfer certificate from another component county society of the California Medical Association or any other out of State Society must accompany this transfer certificate with a regular form of application for membership properly filled out. The Society shall act upon such application as upon all other applications for membership.

**SECTION 16. RESIGNATION OF MEMBERSHIP.** Any member in good standing may resign by filing with the Secretary a written resignation which may be accepted by the Board only after all indebtedness to the Society has been paid to the date of the filing of resignation.

**SECTION 17. CENSURE, PROBATION, SUSPENSION, OR TERMINATION OF MEMBERSHIP.** The Society, for good cause may expel, suspend, place on probation or otherwise censure any member in accordance with the Bylaws of CMA. Good cause warranting adverse action shall include: 1) being adjudged guilty of a criminal offense involving moral turpitude; 2) being adjudged guilty by this Society in accordance with the procedural requirements of the Bylaws of CMA of gross misconduct as a physician or a surgeon; 3) violation of any of the provisions of these Bylaws; 4) violation of any of the Principals of Medical Ethics promulgated from time to time by the American Medical Association; or 5) failure to comply with a request by, cooperate with, or appear before any committee or the Board after reasonable notice.

**SECTION 18. AUTOMATIC TERMINATION FOR FAILURE TO PAY DUES.** Membership in the Society shall terminate automatically if dues or any other indebtedness owed to this Society or CMA remain unpaid. For good cause shown by the member prior to termination, the Board may continue membership on such terms as the Board establishes. The Society shall make reasonable efforts to provide written notification to any member whose membership is due to lapse for nonpayment or indebtedness.

**SECTION 19. AUTOMATIC TERMINATION, SUSPENSION OR PROBATION BASED ON EXPIRATION, CANCELLATION OR DISCIPLINARY ACTION BY THE LICENSING BOARD.** Whenever a member's license to practice medicine in this state expires, is cancelled or is revoked, membership in the Society shall be immediately and automatically terminated as of the date the action becomes effective. Upon a receipt of a copy of an action by the Medical Board or the Osteopathic Medical Board that a member has been placed on probation, or that a member's license has been suspended or surrendered to a court on order of a judge, the

member's membership shall immediately and automatically be terminated, suspended or placed on probation as provided by the Bylaws of CMA.

## **ARTICLE 6 DISCIPLINARY PROCEDURES**

Disciplinary procedures for the Humboldt-Del Norte County Medical Society shall follow established guidelines of the California Medical Association for the current year.

## **ARTICLE 7 MEETINGS**

### **SECTION 1. REGULAR MEETINGS**

The Society shall hold General Membership meetings at least once a year at such time and place as the President and Secretary/Treasurer may determine. Whenever possible, the meeting will be held on the second Thursday of the month. Notice of all meetings shall be given by mail, by e-mail or by fax, at least 10 days, but not more than 90 days before the date of the meeting so that due notice is given to all members of the Society. The President of the Society shall preside at all meetings. At the annual meeting of the Society, such other addresses, reports and procedures as the Executive Committee may deem desirable shall be considered in addition to the business and procedures already provided for in the By-Laws.

### **SECTION 2. SPECIAL MEETINGS**

Special meetings of the Society may be called at any time by the President or shall be called on request of five (5) members of the Society entitled to vote. At least ten (10) days written notice of all special meetings called shall be given by the Secretary to each member of the Society. Notices shall be sent by First Class mail, fax or e-mail. This notice shall state the time and place of the special meeting, and the purpose of the meeting. No other matter shall be considered or acted upon at such meeting.

### **SECTION 3. QUORUM**

The presence of 5% of the voting members of the Society shall constitute a quorum at all regular and special meetings.

## **ARTICLE 8 DUES AND ASSESSMENTS**

### **SECTION 1. ANNUAL ASSESSMENT OF DUES - SOCIETY**

The annual local dues for each class of membership shall be fixed by the Board each year. The official year for the Medical Society shall be January 1st - December 31st. Dues not paid by March 1st shall be declared delinquent.

When a member becomes delinquent he/she shall be notified that he/she is no longer in good standing or entitled to the rights, privileges or benefits of membership in the Society

**SECTION 2. ANNUAL COLLECTION AND TRANSMITTAL OF C.M.A. DUES.** The Secretary/Treasurer shall cause to be collected and shall promptly forward to C.M.A. the dues and assessments received for each member.

The Board shall have the authority to approve dues discounts or waivers for members who are eligible for reduced CMA dues if the Society reduces its dues to the same degree as the CMA dues reduction. CMA Dues rates are set by the CMA House of Delegates each year.

The annual dues for each class of membership is fixed by the CMA House of Delegates each year and payable on January 1 for the ensuing calendar year. Dues not forwarded to C.M.A. by April 1<sup>st</sup> shall be declared delinquent. Dues to the American Medical Association shall be voluntary.

## **ARTICLE 9 OFFICERS AND ELECTED REPRESENTATIVES**

**SECTION 1. OFFICERS.** The elected officers and representatives of this Society shall be President, President-Elect, Secretary/Treasurer, Delegates and Alternates to the House of Delegates of the California Medical Association as provided in its By-Laws.

**SECTION 2. METHOD OF ELECTION.** The officers and representatives shall be elected in a manner provided herein at the regular June meeting of this Society. Efforts should be made to achieve geographical representation.

**SECTION 3. TERMS OF OFFICE.** All elected officers shall serve a term of one year, unless specified elsewhere in the By-Laws. All elected officers shall assume office on the first day of January following their election.

**SECTION 4. PARTICIPATION BY CONFERENCE.** Committee Members may participate in a directors' meeting through use of conference telephone or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another.

**SECTION 5. DISQUALIFICATION OF BOARD MEMBERS.** The Board may declare vacant the office of any board member who is absent from three consecutive regular meetings, without an excuse satisfactory to the Board. The record of attendance of any director as recorded in the approved minutes of the meetings of the Board shall be conclusive evidence of the director's presence or absence.

**SECTION 6. VACANCIES.** When the office of President shall fall vacant by reason of death, removal or resignation, the President-Elect shall assume the office of the President. The vacancy then left for President-Elect shall not be filled until the next election. When two vacancies occur, (President and President-Elect), the Executive Board shall appoint a President protem until the next election. At the next election there shall be nominations for the

office of President and President-Elect. Other offices, shall be filled by action of the Executive Committee until the first day of the next official year when duly elected candidates shall be installed.

**SECTION 7. QUALIFICATION.** Candidates for the office of President or President-Elect must have served at least 9 months on the Executive Committee. This service need not be immediately prior to the nomination.

**SECTION 8. DUTIES OF PRESIDENT, PRESIDENT-ELECT AND SECRETARY /TREASURER**

**SECTION 8.1 PRESIDENT.** The President shall be the Chief Executive Officer of the Society and chief spokesperson and as such shall carry out the expressed will of the Executive Committee of the Society in all matters not in conflict with the By-Laws and Minute Orders of the Society. He/she shall preside at all general meetings of the Society; he/she shall appoint all committees, except the nominating committee, not otherwise provided for and shall be a member *ex-officio* of all committees. The President shall be responsible for writing a monthly column entitled President's Message, to appear in *The Bulletin*, the official publication of the Humboldt-Del Norte County Medical Society, each month. The President shall perform such other duties as custom and parliamentary usage may require.

**SECTION 8.2. PRESIDENT-ELECT.** The President-Elect shall assist the President in the discharge of his/her duties. In the absence or incapacity of the President, the President-Elect shall assume the duties of the President. The President-Elect shall be in charge of arranging programs for the Society meetings. He/she automatically assumes the position of Alternate Delegate to the C.M.A. during his term in Office (or will designate a representative if a conflict exists). President-Elect of the Society shall appoint a fifth member of the Board of Governors of the Northern California Community Blood Bank (*term 4 years*), as needed.

**SECTION 8.3. SECRETARY/TREASURER.** The duties of the Secretary/Treasurer shall be such as are delegated to him/her by the Executive Committee and, specifically shall include the following:

**SECTION 8.3a MINUTES.** The Secretary/Treasurer shall attend all business meetings of the Society and the Executive Committee. He/she shall keep minutes of the respective proceedings.

**SECTION 8.3.b RECORDS AND SEAL.** The Secretary/Treasurer shall be the custodian of all records and papers of the Society. The Secretary/Treasurer shall have supervisory custody of the seal of the Society.

**SECTION 8.3.c THE MEMBERSHIP ROLL.** The Secretary/Treasurer shall keep an accurate roll of all members of the Society including their office and residence addresses.

**SECTION 8.3.d      REPORTS TO THE CALIFORNIA MEDICAL ASSOCIATION.**

The Secretary/Treasurer shall keep the records and promptly make all the reports to the Membership Division of the California Medical Association which are and may be required by the By-Laws of that Association.

**SECTION 8.3.e      ADMINISTRATIVE DUTIES.** The Secretary/Treasurer shall carry on, under the direction of the President and the Executive Committee, all business and correspondence of the Society

**SECTION 8.3.f      SUPERVISION OF FUNDS.** The Secretary/Treasurer shall supervise or be custodian of the funds of the Society and shall keep account of the same. He/she shall demand and receive all bequests and donations made to the Society and shall make disposition of them as directed by the donor or by the Executive Committee of the Society. He/she shall deposit the funds of the Society in such commercial or savings bank that shall be designated by the Executive Committee as depositories of the Society or make such other deposition of funds that shall be ordered by the Executive Committee. He/she shall pay out of the funds in his/her custody as provided in the By-Laws, the authorized expenses of the Society. As needed he/she shall remit to the Secretary of the California Medical Association the proper proportion of the annual assessment of dues to that Association then due from all members, new members, or members in arrears from whom they have received payment since their last previous similar remittance. He/she shall submit accounts to such examinations that may be required by the Society. He/she shall sign and issue checks and drafts approved by the Executive Committee.

**SECTION 8.3.g      REPORTS.** The Secretary/Treasurer shall render annually to the Executive Committee a report in writing of his/her work and the state of the funds. A summary of the Treasurer's Report shall be published in The Bulletin and copies made available to any voting member upon request.

**SECTION 8.3.h      OTHER DUTIES.** He/she shall do those things required by the By-Laws of this Society and of the California Medical Association, or ordered by its Society, its Executive Committee or as required by law. He/she may delegate any of his/her duties, except the annual report, to the Executive Director.

**ARTICLE 10  
DELEGATES TO CMA HOUSE OF DELEGATES**

The Delegates to the California Medical Association shall represent the Society in the House of Delegates at the California Medical Association. In the absence or inability of a Delegate to serve, a regular elected Alternate shall serve in his/her place. The Delegates shall have been instructed by a minute order or resolution of the Society. Upon approval of the Executive Committee, the Society shall reimburse travel, lodging and per diem expenses of Delegates and Alternates when presented with receipts for those expenses. The Humboldt-Del Norte County

Medical Society is part of the District Ten Delegation (which includes: Humboldt-Del Norte, Marin, Mendocino-Lake, Napa, Solano and Sonoma counties).

**TERM OF OFFICE:** Delegates and Alternates shall serve for a period of two years and may be elected in alternating years.

## **ARTICLE 11 EXECUTIVE DIRECTOR.**

**SECTION 1. DUTIES OF THE EXECUTIVE DIRECTOR.** The duties of the Executive Director may be such as are delegated to him/her by the Executive Committee and may be any and all duties as are specified under the various provisions of this section.

**SECTION 2. CUSTODIAN OF RECORDS.** On behalf of the Secretary/Treasurer, he/she shall be custodian of all record books and papers belonging to the Society. He/she shall have the custody of the seal of the Society.

**SECTION 3. CONTRACTS.** He/she shall countersign all contracts, agreements, conveyances, transfers or other instruments to which the Society is a party, the execution of which has been authorized by the Executive Committee.

**SECTION 4. CHECKS.** Upon delegation by the Secretary/Treasurer, the Executive Director shall sign and issue checks or drafts approved by the Executive Committee.

**SECTION 5. MEMBERSHIP ROLL.** The Executive Director shall keep an accurate roll of all members of the Society including their office and residence addresses.

**SECTION 6. REPORTS TO THE CALIFORNIA MEDICAL ASSOCIATION.** The Executive Director shall keep the records and promptly make all of the reports to the Membership Division of the California Medical Association which are and may be required by the By-Laws of that Association.

**SECTION 7. BUDGET.** The Executive Director shall assist the Secretary/Treasurer in preparing and submitting an annual budget to the Executive Committee.

**SECTION 8. MEETING ATTENDANCE.** The Executive Director shall attend all business meetings of the Society and Executive Committee. He/she shall attend other meetings as so directed by the Executive Committee. He/she shall keep or cause to be kept the minutes of respective proceedings in a book provided for such purpose.

**SECTION 9. ADMINISTRATIVE DUTIES.** The Executive Director shall carry on, under the direction of the President, the Executive Committee, and as provided in the By-Laws, all business and correspondence of this Society.

**SECTION 10. NOTICES.** He/she shall give all notices required by the By-Laws of this Society or by the order of the Executive Committee or By-Laws.

**SECTION 11. ASSISTANTS.** He/she shall employ and dispense with such assistance as may be ordered by the Executive Committee.

**SECTION 12. SALARY.** The amount of his/her salary shall be fixed by the Executive Committee.

**SECTION 13. BOND.** The Executive Director may be bonded in such sum as may be fixed by the Executive Committee. The Society shall pay the premium on said bond.

**SECTION 14. DUTIES AS SECRETARY/TREASURER.** He/she shall accept the responsibilities of the Secretary/Treasurer as requested by those officers of the Society.

**SECTION 15. OTHER DUTIES.** He/she shall perform such other duties as the Executive Committee may direct.

## **ARTICLE 12 ELECTIONS**

**SECTION 1. CONDUCT OF ELECTIONS.** The Executive Committee shall conduct all elections, both regular and special, and shall have charge of all matters pertaining thereto, as provided for in these bylaws.

**SECTION 2. TIME OF ELECTIONS.** Election of all elected officers and Delegates shall be held at the annual meeting each year. Special elections shall be held at other such time as may be prescribed.

**SECTION 3. METHOD.** The report of the Nominating Committee shall be made following which nominations can be made from the floor. When practical, there should be regular progression of officers, from Secretary/Treasurer to office of President. Nominations shall remain open until the annual meeting of the Society. The President shall call for any further nominations from the floor for all officers; such nominations to take precedence over any motion to close nominations. The President shall review the names of all nominees properly presented and on motion from the floor shall close the nominations. All nominees shall be asked to confirm their willingness to serve.

**SECTION 4. OFFICIAL BALLOT.** There shall be no other ballot than the official ballot as provided by the Executive Committee. On each ballot there will be printed in alphabetical order the names of the nominees for each office to be voted on by the Society, and spaces for write-in votes. Improperly marked ballots shall not be tallied in the election for those officers marked, but shall be tallied for those properly marked.



Write-in votes shall be counted by the tellers if the names are eligible candidates for the office designated.

**SECTION 6. PROCEDURE ON VOTING.** The Executive Committee shall e-mail one office ballot to each qualified voter not less than six (6) days preceding the election. Paper ballot will be provided upon request.

**SECTION 7. RESTRICTIONS ON VOTING.** Neither cumulative voting nor voting by proxy shall be allowed.

### **ARTICLE 13 COMMITTEES**

**SECTION 1. STANDING COMMITTEES.** The standing committees of this Society are as follows: a) Consortium for Continuing Medical Education; b) Disaster Preparedness Committee; c) Editorial and Publications Committee; d) Executive Committee; e) Historical Committee; f) Medical Quality Review Committee; g) Medical Examiner Committee; h) Membership Committee; i) Nominating Committee; j) Public Health Advisory Committee; k) Public Service and Medical Ethics Committee; l) Public Relations Committee; and m) Physician Well-Being Committee;

#### **SECTION 1 A. HUMBOLDT-DEL NORTE CONSORTIUM FOR CONTINUING MEDICAL EDUCATION COMMITTEE**

**1. COMMITTEE MEMBERSHIP.**

(A) Payment of dues activates membership in the Consortium.

(B) The voting membership of the Consortium shall consist of two physician representatives appointed by the medical staffs of each of the area hospitals, two physician representatives appointed by the Executive Board of the Medical Society, a physician representative from Eastern Humboldt appointed by the Consortium Chair, a representative of the Northcoast Association of Advanced Practice Clinicians and the deans of continuing education from Humboldt State University and the College of the Redwoods, or their designees. Other representatives will be appointed at the discretion of the Consortium Committee. Consortium Committee members will serve two year terms and are eligible for reappointment.

(C) The ex-officio (non-voting) membership of the Consortium shall include any persons so designated by a majority vote at a Consortium meeting.

(D) Liaison between the Consortium and selected medical teaching schools or centers shall be maintained to promote the delivery of optimal continuing medical education.

## **2. TERM OF OFFICE**

Consortium Committee members will serve two year terms and are eligible for reappointment.

**3. METHOD OF ELECTION:** Appointment by the Executive Board.

**4. SELECTION OF CHAIRPERSON.** The Consortium committee will select from its committee membership on an annual basis a chairman, vice-chairman, and Secretary/Treasurer to serve a term of one year. The newly elected officers will assume office at the termination of the annual meeting at which elected. The Chairperson and Vice-Chairperson shall be members of the Medical Society.

## **5. MEETINGS**

(A) The Consortium shall meet at least quarterly, with the time and place for such meetings to be determined by the chairperson. The “annual” meeting shall be held at the first meeting of each year.

(B) Ad hoc or sub-committees shall meet and report as directed.

(C) Ad hoc committees or study committees shall be formed at the discretion of the Consortium. Such committees shall consist of no less than two and no more than five persons.

## **6. RECORDS**

(A) The fiscal year shall be January 1 - December 31<sup>st</sup>.

(B) Minutes of committee meetings will be recorded and made available to the consortium committee at their next meeting. Copies will be forwarded to the Executive Committee for review and approval.

## **7. QUORUM**

(A) 25% of the committee shall constitute a quorum

## **8. DUTIES**

### **(A) MISSION STATEMENT**

The mission of the Humboldt-Del Norte Consortium for Continuing Medical Education is to promote the science and art of medicine and improve patient care and public health by sponsoring medical education programs that meet the guidelines for *AMA PRA Category 1 CME Credit*<sup>TM</sup> established by the Accreditation Council for Continuing Medical Education and the California Medical Association’s Institute for Medical Quality (IMQ). The Consortium will assess, provide, promote, and accredit medical education programs for the physicians and health care providers of Humboldt and Del Norte Counties.

### **(B) DUTIES: ADMINISTRATIVE**

1. This organization functions as a committee under the Humboldt-Del Norte County Medical Society, which is a non-profit organization. All proceeds will be utilized directly for its purposes. If dissolved, the voting membership will make recommendation to the Medical Society Executive Committee regarding dispersal of funds.

2. The Medical Society will be liable for any and all expenses incurred in carrying out its responsibilities and purposes. No member shall be held personally responsible for the liabilities of the committee. The goal of the Consortium will be self-supporting in its activities. All planned activities shall be carried out without incurring losses. Should a deficit develop, it should be brought to the attention of the Executive Committee as soon as possible. The Medical Society has the legal responsibility for Consortium activities.

3. Administrative support for the Consortium shall be supplied by the Medical Society.

4. A memorandum of understanding will be developed for Administrative services provided by the Medical Society, which will be reviewed annually by both the Consortium Committee and the Medical Society Executive Committee

**(C) DUTIES: COMMITTEE**

(1) To promote and coordinate quality needs-oriented continuing medical education for the health occupations of the area.

(2) To provide for, support, and utilize the results of objective patient care appraisal (medical audit) techniques for the planning and evaluation of educational programs.

(3) To complement traditional forms of continuing medical education and to coordinate and augment them locally by integrating educational activities into the regularly scheduled activities of the medical community.

(4) To provide communication with medical educational organizations and providers to meet the educational needs of the membership.

(5) To promote consumer health education in the community-at-large.

(6) To accredit, record, and provide an annual report to participating members of programs they have attended which qualify for *AMA PRA Category 1 CME Credit™*

(7) Establishing policy relating to local continuing medical education.

(8) Insuring that medical education programs which adequately provide for the needs of member institutions are carried out and that *AMA PRA Category 1 CME Credit™* is designated when the appropriate criteria are met.

(9) Monitoring the requirements and arrangements for receiving accreditation from all appropriate agencies for member institutions as applicable.

(10) Developing a process for prompt response to the medical educational requests of member hospitals and other local health care entities.

(11) Reference will be made to the CMA/IMQ manual regarding CME programming in developing effective programs in continuing medical education.

**(D) DUTIES: CHAIRPERSON.** The chairperson shall preside at all Consortium committee meetings; represent the consortium in formal external affairs; and assist in administrative decisions that will be formally presented at the next committee meeting.

**(E) DUTIES: VICE -CHAIR.** The Vice-Chairperson shall assist the Chairperson in the discharge of his/her duties. The Vice-Chair shall preside at Consortium meetings in the absence of the Chair.

**(F) DUTIES: TREASURER.** The Treasurer shall monitor the income and expenses of all Consortium activities; he/she shall sign check request forms for speaker honoraria and travel generated by the CME Coordinator; he/she shall review and present a quarterly budget report to the Consortium Committee, a copy of which shall be presented to the Medical Society Executive Board. He/she shall work with the Medical Society Treasurer and Executive Director in fulfilling his/her duties.

The Treasurer, or agent of the committee, at each committee meeting, shall present quarterly accounting reports. A year end report and proposed budget will be presented for approval to the Consortium Committee and to the Medical Society Executive Board annually.

**(G) DUTIES: FINANCIAL**

**(1)** Monetary sources will be developed by the Consortium. An organization account will be established.

**(2)** An annual accounting will be presented at the annual meeting and presented to the Medical Society Executive Committee annually for review, along with a proposed budget for the following year.

**(3) ANNUAL ASSESSMENT OF DUES.** Annual assessment of dues shall be established and reviewed by the Consortium Committee.

**SECTION 1.B           DISASTER PREPAREDNESS COMMITTEE**

1. **COMMITTEE MEMBERSHIP:** The committee will bring physicians and representatives from community health-related organizations together in networking on the community-wide medical disaster plan.
2. **TERM OF OFFICE:** participants in the committee shall be reviewed periodically (at least annually) by the Public Health Officer.
3. **METHOD OF ELECTION:** Committee members shall be appointed in consultation with the Public Health Officer(s).
4. **SELECTION OF CHAIR:** Chair of the committee shall be the Public Health Officer(s).
5. **MEETINGS:** This committee will meet quarterly at the direction of the Public Health Officer;
6. **RECORDS:** Minutes of committee meetings will be recorded and forwarded to the Executive Committee for review and approval.
7. **QUORUM.** The presence of three (3) committee members shall constitute a quorum.
8. **DUTIES:** This committee will bring physicians and representatives from community health-related organizations together to further prepare for medical/health aspects of disaster.

**SECTION 1.C           EDITORIAL AND PUBLICATIONS COMMITTEE**

1. **COMMITTEE MEMBERSHIP:** members interested in serving shall be considered for the committee.
2. **TERM OF OFFICE:** Committee membership will be reviewed annually.
3. **METHOD OF ELECTION:** Members are appointed by the Executive Committee.
4. **SELECTION OF CHAIR:** The committee will select a Chairperson annually.
5. **MEETINGS:** meetings will be held quarterly, or as needed.
6. **RECORDS:** Minutes of the committee meeting(s) will be forwarded to the Executive Committee for review and approval.
7. **QUORUM.** The presence of three (3) committee members shall constitute a quorum.
8. **DUTIES:** This committee shall edit and publish the official publications: *The Bulletin*, Membership Directory of the Society, and the Internet Web Site.

## SECTION 1.D

## EXECUTIVE COMMITTEE

- 1. COMMITTEE MEMBERSHIP** The Executive Committee shall consist of President, President-Elect, Secretary/Treasurer, Past President, and three active members appointed by the President. Three additional members shall be elected from the membership -at-large. Three additional positions will be available for representatives from our Northern, Southern and Eastern areas. The Public Health Officers, if members, from both Humboldt and Del Norte Counties shall serve as ex-officio members of the Executive Board. Any other ex-officio members to the Board will be appointed by the President with the consent of the Executive Board.
- 2. TERM OF OFFICE.** The term of office for an Executive Committee member shall be one year
- 3. METHOD OF ELECTION.** The officers and representatives shall be elected in a manner provided herein at the annual meeting of this society. Efforts should be made to achieve geographical representation.
- 4. SELECTION OF CHAIR.** The President of the Society shall be chairperson of the Executive Committee.
- 5. MEETINGS.** The Executive Committee shall meet on call of the President, or in his/her absence on the call of the President-Elect. All members of the Executive Committee shall be notified in a timely manner of any and all meetings of the Executive Committee. Any member of the Society in good standing shall have the privilege of attending a meeting of the Executive Committee at which time he/she may present any matter of interest to the Society. A meeting shall be called by the President at any time he/she is requested to do so by any member of the Board.
- 6. RECORDS.** All of the acts and proceedings of the Executive Committee shall be recorded by the Secretary in the minutes book of the Executive Committee. Unless otherwise provided for in these By-Laws, these minutes shall be submitted for authorization or ratification and approval by the Executive Committee at its next regular meeting.
- 7. QUORUM.** The presence of three (3) members of the Executive Committee shall constitute a quorum. The President shall serve as chairperson and shall vote only when it is necessary to break a tie vote.
- 8. DUTIES.** The Executive Committee shall act for and on behalf of the Society. It shall be guided by existing policy of the Humboldt-Del Norte County Medical Society and shall have the duties and powers which are imposed and conferred upon them by the Articles of Incorporation and these By-Laws. It shall have such advisory powers and other duties as the Society members shall from time to time determine, subject to the provision of the Articles of Incorporation and By-Laws. The Executive Committee shall be vested with full and complete power and authority to manage, control, use, invest, reinvest, lease, make contracts in respect of and concerning, convey, give, grant, transfer, mortgage, convey in trust, sell or otherwise dispose of all property and assets of whatever kind or nature owned by the Society and also shall be vested with full

and complete power and authority to do and perform all acts and to conduct all of the work and activities of this Society in fulfilling the purposes thereof.

The Executive Committee may investigate and consider any matter of Public Health or proposed legislation having a hygienic, sanitary or other medical relationship, and may make such investigation on the vote of the Society and may take such action as it may deem proper. The Executive Committee, through the Society as a whole or committees thereof designated by said Executive Committee may cooperate with other medical organizations of like purposes. The Executive Committee may formulate rules governing the expenditures of money to meet the necessary running expenses and fix charges of the Society. No person or persons shall expend or use for any purpose, any monies belonging to the Society or incur any indebtedness on the part of the Society without specific approval of the said Executive Committee.

The Executive Committee shall, however, upon the written request filed with the Secretary by any two members of the Society, submit any action taken, or resolution passed by the Executive Committee, to the general membership to vote at a meeting of the Society. The Executive Committee shall be governed by a majority of the votes cast upon the proposition, question, or matter, provided that the total votes cast thereon shall not be less than twenty per cent of the total number of members entitled to vote.

**SECTION 1.E: HISTORICAL COMMITTEE**

- 1. COMMITTEE MEMBERSHIP:** members interested in the historical aspects of medicine shall be considered for the committee.
- 2. TERM OF OFFICE:** Term of office shall be for a period of one (1) year and will be eligible for re-appointment.
- 3. METHOD OF ELECTION:** Members of the committee shall be appointed by the President.
- 4. SELECTION OF CHAIR:** The Chairperson shall be appointed by the Executive Committee.
- 5. MEETINGS:** Meetings of the committee shall be called as needed.
- 6. RECORDS:** Minutes of the committee meeting(s) will be forwarded to the Executive Committee for review and approval.
- 7. QUORUM.** The presence of three (3) committee members shall constitute a quorum.
- 8. DUTIES:** The historian shall compile and document all matters of record which will comprise the history of the Society and its members. Such history shall be filed in the office of the Society.

**SECTION 1(F) MEDICAL QUALITY REVIEW COMMITTEE**

1. **COMMITTEE MEMBERSHIP:** The Medical Quality Review Committee shall consist of at least nine (9) members, re-elected or reappointed upon the end of a term, with broad representation of specialty and geographic area. Members who serve on other Committees and/or Boards with disciplinary authority will excuse themselves when there is conflict with committee discussions.
2. **TERM OF OFFICE:** The members of the Committee shall be elected or reappointed annually for a term of three years.
3. **METHOD OF ELECTION:** Three (3) members of the committee shall be elected or reappointed at the annual meeting of the Society. Nominations shall be in the manner prescribed in the By-Laws under Nominations.
4. **SELECTION OF CHAIR:** The Committee shall select a Chairperson for a term of one year and a Vice-Chairperson to serve in the absence of the Chairperson.
5. **MEETINGS:** A meeting of the committee shall be held within thirty (30) days of the receipt of any actions within the jurisdiction of this committee. Proper expenses connected with these meetings shall be paid by the Society. All correspondence will be on official stationery of the Society.
6. **RECORDS:** General minutes of every meeting shall be kept on file.
7. **QUORUM.** The presence of three (3) committee members shall constitute a quorum.
8. **DUTIES:** Upon request, it shall be the duty of this committee to render evaluation or advise as deemed appropriate, whenever any claim is made or threatened to be made or suit filed against a member of the Society arising out of alleged errors, acts, or omissions claimed to have occurred in the practice of his/her profession, to investigate the facts and to advise in cooperation with all those concerned. It shall be the policy of this committee and of the Society to respect the privilege of every member to testify in any case as his/her conscience and opinion may dictate and the committee shall not seek to prevent any member from doing so. The committee shall act in all matters with due regard for the rights of the patient and the duties and obligations of any members of the profession to the patient. Duties may also include requests for evaluation and advice regarding local complaints by the Executive Committee and/or Public Service and Medical Ethics Committee.

## **SECTION 1.G**

### **MEDICAL EXAMINER COMMITTEE:**

1. **COMMITTEE MEMBERSHIP:** Committee membership will be at the discretion of the Executive Committee and the Public Health Officers in Humboldt and/or Del Norte County.
2. **TERM OF OFFICE:** Committee membership shall be reviewed annually.
3. **METHOD OF ELECTION:** Committee members shall be



appointed, as needed, in consultation with the Executive Committee and the Public Health Officers.

- 4. SELECTION OF CHAIR:** The committee will select a Chairperson.
- 5. MEETINGS:** Committee will be called upon as-needed.
- 6. RECORDS:** minutes of committee meetings will be recorded and forwarded to the Executive Committee for review and approval.
- 7. QUORUM.** The presence of three (3) committee members shall constitute a quorum.
- 8. DUTIES:** Committee will be called upon as-needed to assist in issues relating to the medical examiner/coroner in Humboldt and/or Del Norte County.

**SECTION 1.H**                      **MEMBERSHIP COMMITTEE**

- 1. COMMITTEE MEMBERSHIP:**        The members shall include a Chairperson, the President-Elect, and one member-at-large of the medical community. The Executive Board has the option of fulfilling the duties of the membership committee.
- 2. TERM OF OFFICE:**        Committee membership will be reviewed annually.
- 3. METHOD OF ELECTION:** The Membership Committee shall consist of three (3) members appointed by the Executive Committee.
- 4. SELECTION OF CHAIR:** The committee shall be appointed by the President and the Chairperson shall be a member of the Executive Committee.
- 5. MEETINGS:** Meetings will be held as needed.
- 6. RECORDS:** Minutes of the committee meeting(s) will be forwarded to the Executive Committee for review and approval.
- 7. QUORUM.** The presence of three (3) committee members shall constitute a quorum.
- 8. DUTIES:** Committee shall assist in membership recruitment and retention activities.

**SECTION 1.I:**                      **NOMINATING COMMITTEE**

- 1. COMMITTEE MEMBERSHIP:** The Nominating Committee shall consist of at least three (3) members (and no more than five (5) members) as elected by the members-at-large, one of whom shall be a Past-President of the Medical Society.
- 2. TERM OF OFFICE:**        The members of the committee shall be elected for a term of one year.
- 3. METHOD OF ELECTION:** Nominations will be made on the previous year's ballot and members nominated will be polled regarding their interest in serving. A ballot will be e-mailed out, unless faxed copy requested, to the membership to elect the members who will serve as the Nominating Committee

for that year. The names of this committee shall be published in the Society Bulletin two months before the annual meeting.

**4. SELECTION OF CHAIR:** members of the committee will select a Chairperson.

**5. MEETINGS:** Meetings will be called as needed.

**6. RECORDS:** Minutes of the committee meeting(s) will be forwarded to the Executive Committee for review and approval.

**7. QUORUM.** The presence of three (3) committee members shall constitute a quorum.

**8. DUTIES:** The Nominating Committee shall develop and publish the proposed slate of Officers, Directors and Committees in three consecutive issues of "The Bulletin" preceding the annual meeting. Members will be polled for additional nominations. This slate shall also be read at the annual meeting and nominations shall be accepted from the floor. The election will be held at the annual meeting, with newly elected representatives to assume office as of January 1st.

## **SECTION 1.J**

### **PHYSICIAN WELL-BEING COMMITTEE**

**1. COMMITTEE MEMBERSHIP:** Membership on the Physician Well-Being Committee should be selected for specific expertise, experience and willingness to serve. An effort should be made to appoint members from several specialties and from Medical Staffs of each participating hospital. The number of members should be no fewer than five (5) and no more than nine (9).

**2. TERM OF OFFICE:** The members of the Committee shall be appointed to a three (3) year term, to be staggered.

**3. METHOD OF ELECTION:** Committee members will be elected by the Medical Society and Hospital Representatives will be appointed by the Hospital Medical Staffs.

**4. SELECTION OF CHAIR:** The Committee shall select a Chairperson for a term of one year and a Vice-Chairperson to serve in the absence of the Chairperson.

**5. MEETINGS:** The Committee shall meet four (4) times a year or as needed to fulfill its charges in accordance with its policies and procedures.

**6. RECORDS:** General minutes of every meeting are kept on file and circulated to the Hospital Executive Committees.

**7. QUORUM.** The presence of three (3) committee members shall constitute a quorum.

**8. DUTIES:** The Physician Well-Being Committee shall address issues relating to the health, well-being or impairment of physicians, in order to maintain and improve the quality of care and assist in the maintenance of

appropriate standards of personal performance. Services of the committee may be made available to area physicians who are not members of the Society.

**The committee shall:**

- (a) be the identified point within the community where information and concern about the health of an individual physician can be delivered for consideration by peers.
- (b) receive and consider information on individual physicians; and to seek, on a confidential basis, corroboration and additional information where appropriate.
- (c) respond to the person or group who contacted the committee (the referring source) with regard to whether the committee was able to be helpful or not.
- (d) provide advice, recommendations and assistance to the physician in question provide recommendations for treatment and/or education; provide assistance in obtaining what is recommended and provide ongoing support through any rehabilitation process.
- (e) educate its members and members of the Medical Society, hospital staffs, and the general medical community, about physician health, well-being and impairment; about appropriate responses to different levels and kinds of distress and impairment; about the responsibilities of the Medical Society in response to concerns about a physician's health; and about appropriate resources for prevention, treatment and rehabilitation.
- (f) In a situation where there is significant potential for patient endangerment, the committee will, when ethically obligated, advise the appropriate hospital medical staffs of the need for further consideration and investigation of the situation.
- (g) In a situation where there is significant physician endangerment, the committee will, when ethically obligated, develop or assist in the development of an intervention strategy with family, friends and/or concerned professionals, to assist the physician in identifying the seriousness of the problem and motivating the physician to seek effective help.

**SECTION 1.K: PUBLIC HEALTH ADVISORY COMMITTEE**

- 1. COMMITTEE MEMBERSHIP:** The committee will include the Public Health Officers in Humboldt and Del Norte County.
- 2. TERM OF OFFICE:** Committee membership shall be reviewed annually.
- 3. METHOD OF ELECTION:** Committee membership shall be appointed in consultation with the Executive Committee and Public Health Officers.
- 4. SELECTION OF CHAIR:** Committee will select a chairperson.
- 5. MEETINGS:** This committee will be called upon as-needed by the Public Health Officer in Humboldt and/or Del Norte County .

6. **RECORDS:** minutes of committee meetings will be recorded and forwarded to the Executive Committee for review and approval.
7. **QUORUM.** The presence of three (3) committee members shall constitute a quorum.
8. **DUTIES:** to assist in providing a forum for our Public Health Officers in dealing with local public health issues.

**SECTION 1.L            PUBLIC RELATIONS COMMITTEE**

1. **COMMITTEE MEMBERSHIP:** Members of the committee will be appointed by the President and/or the Executive Board has the option of fulfilling the duties of the Public Relations committee.
2. **TERM OF OFFICE:** Committee membership shall be reviewed annually.
3. **METHOD OF ELECTION:** Committee members shall be appointed in consultation with the Executive Committee.
4. **SELECTION OF CHAIR:** The chairperson shall be a member of the Executive Committee and be appointed by the Executive Committee.
5. **MEETINGS:** Meetings will be held as needed.
6. **RECORDS:** Minutes of committee meetings will be recorded and forwarded to the Executive Committee for review and approval.
7. **QUORUM.** The presence of three (3) committee members shall constitute a quorum.
8. **DUTIES:** This Committee shall represent the Society in all matters connecting members of the Society with the Public, Press, Radio or Television. The committee shall formulate and publish, subject to the confirmation of the Executive Committee, such standard practices in Press Relations as they consider proper. The Committee shall bring to the attention of the News Media any item regarding the Society or its members which the committee considers newsworthy. Public relations shall be conducted consistent with existing policy of Humboldt-Del Norte County Medical Society or by Executive Board direction.

**SECTION 1.M            PUBLIC SERVICE AND MEDICAL ETHICS COMMITTEE**

1. **COMMITTEE MEMBERSHIP:** The Public Service and Medical Ethics Committee shall consist of five (5) members. Efforts should be made to ensure geographic representation.
2. **TERM OF OFFICE:** The members of the Committee shall be elected for a term of three years.
3. **METHOD OF ELECTION:** If possible, one or two members of the Committee shall be elected at the annual meeting of the Society. Nomination shall be in the manner prescribed in the By-Laws on nominations. In the case of

a vacancy occurring in the committee, a new member shall be appointed by the Executive Committee and shall serve for the unexpired term.

**4. SELECTION OF CHAIR:** The committee shall select a Chairperson for a term of one year.

**5. MEETINGS:** Members of the committee will be contacted for their input and a response will be provided within thirty (30) days. As needed, meetings will be called by the chairperson, or in the absence of the chairperson, by a temporary chairperson designated by the President of the Society. A brief report of the complaint and actions of the Public Service and Medical Ethics Committee shall be forwarded to the Executive Committee annually. Proper expenses connected with these meetings shall be paid by the Society. Correspondence will be on official stationery of the Society.

**6. RECORDS:** General Minutes of every meeting shall be kept on file. Copies of letters will be kept for a period of sixty days (60).

**7. QUORUM.** The presence of three (3) committee members shall constitute a quorum.

**8. DUTIES:** It shall be the duty of this committee to mediate, all matters of dispute, controversy, contention or grievance arising between members or between members and others, involving relations with the public and the Principles of Medical Ethics. The proceedings of this committee shall be confidential unless mediation be unsuccessful, in which event the interested person or persons may request a decision of the Executive Committee, in which case the committee shall present its recommendations to the Executive Committee. The Executive Committee may choose to decide the issue or, at its discretion, refer the issue to the Medical Quality Review Committee and after reasonable notice to all parties and full opportunity for all parties to be heard, the decision shall be final.

**SECTION 2. AD-HOC COMMITTEES.** The President shall appoint Ad-Hoc committees whenever they are required. Such committees shall limit their work to the tasks assigned and shall be dissolved upon completion of the task.

**SECTION 3. COMMITTEE RESPONSIBILITIES.** All standing and ad-hoc committees shall be responsible to the President and to the Society for all their activities. All committees shall make an annual report of their activities to the Executive Committee prior to the annual meeting.

## **ARTICLE 15 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 16  
AMENDMENTS**

**SECTION 1: PROCEDURE**

Any amendment or amendments to any part of the By-Laws may be proposed in writing for discussion by the Executive Committee. The Bylaws adhoc committee should include the Medical Society officers (President, President-Elect, Secretary/Treasurer and Past President) whenever possible.

When any proposed amendment has been approved by the Executive Committee, the Secretary shall cause said proposed amendment or amendments to be published in the Society "*The Bulletin*". The membership shall be advised that if no objections to the amendment or amendments are received within thirty (30) days, proposed amendment or amendments stand.

**ARTICLE 17  
PARLIAMENTARY RULES**

**SECTION 1: RULES OF ORDER.** All meetings of the Society, the Executive Committee, sections of the Society and other Committees 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 By-Laws.

**ARTICLE 18  
INDEMNIFICATION OF AGENTS**

**SECTION 1: INDEMNIFICATION.** The Society shall indemnify its agents to the maximum extent permitted by law.

**SECTION 2: INSURANCE**

The Society shall have the right to purchase and maintain insurance, to the full extent permitted by law, on behalf of any agent of the society against any liability asserted against or incurred by any agent in such capacity or arising out of the agent's status as such, whether or not the Society would have the power to indemnify the agent against such liability under law.

**ARTICLE 19  
RECORDS AND REPORTS**

**SECTION 1: RECONCILIATION OF CURRENT AND DELINQUENT MEMBERS.**

The Secretary shall respond within 15 days of receipt each year of CMA's electronic list of members in good standing and delinquent members of the Society, by furnishing CMA a list of current and delinquent members and unpaid dues amounts it receives from CMA with the Society's records.

**SECTION 2: MAINTENANCE OF RECORDS.** The Society shall keep at its principal office 1) adequate and correct books and records of account; 2) minutes in written form of the proceedings of its members, the Board, committees; and 3) a record of its members, giving their names and addresses and the class of membership held by each.

**SECTION 3: MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** The

Society shall keep at its principal office the original or a copy of the Bylaws as amended to date, which shall be open to inspection by the Active Membership at all reasonable times during office hours. Upon request, any Member may obtain a copy of the Bylaws as amended to date. Bylaws are posted on the Medical Society website.

**SECTION 4: INSPECTION BY DIRECTORS.** Every director shall have a right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Society.

**SECTION 5: ANNUAL REPORT.** The Board shall cause an annual report to be prepared not later than one hundred and twenty (120) days after the close of the Society's fiscal year, shall notify each Active member yearly of the right to receive an annual report, and shall promptly cause the most recent annual report to be sent to any Active Member who requests one in writing.

**ARTICLE 20:  
MISCELLANEOUS**

**SECTION 1: ORDER OF BUSINESS.**

*The regular order of business for the Society shall be:*

1. Call to Order.
2. Reading of the Minutes
3. Application for Membership
4. Election of Candidates for Membership
5. Important Business
6. Review of Committee Responsibilities
7. Reports of Committees and Officers
8. Communications
9. Unfinished Business
10. New Business

11. Nomination and Election of Officers and Delegates.
12. Scientific Program
13. Adjournment.

**SECTION 2: SUSPENSION OF RULES.** Rules of order may be suspended only by an affirmative vote of three-fourths of the members present at the meeting.

**SECTION 3: ROLL CALL.** Vote by roll call shall be made upon demand of any member except when balloting is done in writing. Balloting in writing shall be had upon the demand of any member.

**SECTION 4: POLLING OF MEMBERSHIP.** Upon receipt of a petition with 10% of membership representation, the Society will poll the membership regarding a specific issue. There will be a 60% response required to take any official position on the polled issue.

**ARTICLE 21  
REPEAL OF EXISTING BYLAWS**

**SECTION 1: REPEAL OF EXISTING BY-LAWS.** Any and all previous By-Laws of this Society are hereby repealed.

**CERTIFICATION OF SECRETARY.**

**I certify that I am the duly elected and acting Secretary/Treasurer of the Humboldt-Del Norte County Medical Society that the above Bylaws, consisting of 33 pages, are the Bylaws of the Humboldt-Del Norte County Medical Society as adopted by the Board of Directors on December 1, 2008, and that they have not been amended or modified since that date.**

**Executed on: 12/1/08 at Eureka, California**



Mark G. Ellis, M.D.  
Secretary/Treasurer