

1 **ARTICLE I - NAME AND OBJECTIVES**

2 **SECTION 1 - Name**

3 The name of this organization shall be the MONTEREY COUNTY MEDICAL SOCIETY.

4 **SECTION 2 - Objectives**

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

8 **ARTICLE II - MEMBERSHIP**

9 **SECTION 1 - Classes of Membership**

10 The members of this Society shall consist of the following classes of membership: Active, Associate, Military Associate,
11 Nonresident Affiliate, House Officer Affiliate, Retired, Inactive and Honorary.

12 **SECTION 2 - Non-Discrimination**

13 The society shall not restrict membership based on a physician's race, religion, sex, sexual orientation, age, national
14 origin, or disability.

15 **SECTION 3 - Active Membership**

16 **3.01 Qualifications.** To be eligible for election to active membership in the Society, an applicant must be a physician
17 holding an unrevoked and unsuspended license to practice medicine and surgery issued to him or her by the State of
18 California.

19 Applicants must be of good moral and professional character and must not support, nor practice, nor claim to practice,
20 any exclusive or sectarian system of medicine. They must subscribe to the principles of medical ethics of the American
21 Medical Association and to such as may from time to time be adopted by the California Medical Association, and shall
22 recognize the authorized officers and judicial bodies of the Society and the California Medical Association as the proper
23 authorities to interpret any doubtful points of ethics.

24 A physician may apply for active membership in this Society if his or her medical practice or residence is located in
25 Monterey County.

26 **3.02 Rights.** An active member shall have the right to vote and shall be eligible for any office or honor within the
27 Society.

28 **SECTION 4 - Associate Membership**

29 **4.01 Qualifications.** To be eligible for election to an Associate Membership, an applicant must hold the degree of
30 doctor of medicine or doctor of osteopathy, or the equivalent, and must possess all the qualifications necessary for
31 regular active membership except the applicant must hold an unrevoked and unsuspended license to practice medicine
32 from another state, and must not hold a California license to practice medicine. Associate Membership shall be granted
33 at the discretion of the society's Board of Directors.

34 **4.02 Rights.** Associate members shall have all the rights and privileges of active members, except the right to vote or
35 hold any elective office in the Society, and they shall have no right or title to any property of this Society. The dues of
36 associate members shall be less than the dues of active members and shall be determined by the Board of Directors.

37 **SECTION 5 - Government-Employed Membership**

38 **5.01 Qualifications.** To be eligible for election to a Government-Employed Membership, an applicant must be eligible
39 for regular active membership and must receive more than fifty- (50) percent of the applicant's practice income from

1 county, state, or federal employment. Government-Employed membership shall be granted at the discretion of the board
2 of directors.

3 **5.02 Rights.** Government-Employed Members shall have all the rights and privileges of active members, except the
4 right to vote or hold any elective office in the society, and they shall have no right or title to any property of this society.
5 The dues of Government-Employed members shall be determined by the Board of Directors.

6 **SECTION 6 - Military Associate Membership**

7 **6.01 Qualifications.** A doctor of medicine on active duty with the armed forces and stationed in Monterey County shall
8 be eligible for military associate membership. The six month residency requirement shall be waived. The dues for this
9 class of membership shall be set by the Board of Directors. Termination of military associate membership shall occur
10 when the individual is transferred to a point outside of Monterey County or when the individual's status changes to other
11 than active duty.

12 **SECTION 7 - Nonresident Affiliate Membership**

13 **7.01 Qualifications.** An active member of another county society in California who desires to affiliate with this
14 Society, shall be eligible for Nonresident Affiliate Membership provided his or her major office for the practice of
15 medicine is outside of Monterey County.

16 **7.02 Rights.** Nonresident affiliate members shall have such rights and privileges as may be determined by the Board
17 of Directors, except the right to vote or to hold any elective office. They shall have no right or title to any property of
18 this Society. The dues of nonresident members shall be as determined by the Board of Directors.

19 **SECTION 8 Resident Physician Active Membership**

20 **8.01** An applicant for Resident Physician Active Membership shall be an intern or resident in Monterey County. The
21 term of such Resident Physician Active Membership shall be only as long as the member's appointment as a resident
22 or intern in an approved hospital located in the County of Monterey, provided however, that such term of membership
23 shall be extended for such time as the Resident Physician Active Member has a request pending for any other class of
24 membership in the Society. A Resident Physician Active Member may not have a private office for the purpose of
25 practicing medicine.

26 **8.02** A Resident Physician Active Member shall have all rights, privileges, and responsibilities of affiliate membership.

27 **8.03** Candidates for Resident Physician Active Membership shall have their applications endorsed in writing by the
28 Medical Director or equivalent of the hospital on whose resident staff they are members. The endorsement must confirm
29 that the applicant is in fact a member of the resident staff, and must give the date and term of his or her appointment.
30 The six month waiting period for active membership shall be waived.

31 **SECTION 9 - Retired Membership**

32 **9.01 Qualifications.** Any person who has been a member of this Society for at least five years next preceding his or
33 her request for retired membership, and who has retired from the active practice of medicine for reasons satisfactory
34 to the Board of Directors, may be elected as a retired member. The Board of Directors may also elect to retired
35 membership a member who is considered eligible by virtue of age.

36 **9.02 Rights.** Retired members shall not have the right to vote or the right to hold any elective office or any right or title
37 to any property of this Society. They may subscribe to receive mailings of the Society and may attend any meetings of
38 the Society or its sections that are open to Active Members. Retired members shall pay no dues.

39 **SECTION 10 - Inactive Membership**

40 **10.01 Qualifications.** The Board of Directors may elect as inactive any member in good standing who leaves his or
41 her practice for a period of six or more months to engage in bona fide postgraduate study, or who leaves his or her
42 practice by reason of protracted illness and/or for whom payment of dues would be a hardship. Any member applying

1 for status as an inactive member or for reduction of dues must show adequate reasons deemed sufficient by the Board
2 of Directors for the granting of such inactive status or reduction of dues. Such leave may not exceed one year, but shall
3 be subject to renewal, upon request.

4 **10.02 Rights.** Inactive members shall pay reduced dues as determined by the Board of Directors, and shall not have
5 the right to vote or to hold any elective office, or, if holding an office during the period away from practice, shall
6 relinquish such office. Inactive members shall have no right or title to any property of this Society.

7 **SECTION 11 - Honorary Membership**

8 **11.01 Qualifications.** A person distinguished for services or attainments as a doctor of medicine or in the field of
9 public health or in research or scientific work contributing to medicine or in the field of medical service, may be elected
10 to Honorary Membership by the Board of Directors.

11 Active members of this Society who have reached the age of 65 years, having been active members thereof for ten or
12 more consecutive years, may apply for and be granted honorary membership. Honorary Membership shall be considered
13 a permanent member status without the need for re-application.

14 **11.02 Rights.** Honorary members shall not have the right to vote or the right to hold any elective office or any right
15 or title to any property of this Society. Honorary members shall pay no dues.

16 **SECTION 12 - Standards of Qualifications**

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

19 **SECTION 13 - Method of Admission to Membership**

20 **13.01** Any person who desires to become an active or associate member of this Society shall fulfill the following
21 provisions: shall fill out and sign the application approved by the Society and shall submit with them two recent pictures
22 of themselves of designated size and file them with the Secretary of the Society. The application shall contain, in
23 addition to any other matter, at least the following:

24 "The undersigned applicant certifies, having read the Bylaws of the Monterey County Medical Society, and does agree,
25 in case of election, that membership in said Society shall be conditional upon compliance with the Bylaws of said
26 Society, as well as the Constitution and Bylaws of the California Medical Association; the undersigned further agrees
27 to recognize the authorized officers of the said Society and said Association as the proper authorities to interpret any
28 doubtful points in professional conduct and will at all times abide by and be governed by their interpretation."

29 The application shall be endorsed by two active members and shall also contain thereon the following:

30 "Any active member of this Society in good standing may endorse this application. Each endorser shall be fully
31 conversant with the applicant's moral, ethical and professional qualifications, and by such endorsement agrees to appear,
32 upon request, before the Membership Review Board to testify with respect to the applicant's qualifications."

33 **13.02** All membership applications shall be submitted to the Board of Directors for election. The Board of Directors
34 shall have the option of referring any application to the Membership Review Board for review prior to election.

35 **13.03** The affirmative vote of a majority of members of the Board of Directors entitled to vote shall be necessary to
36 elect.

37 **13.04** At the time an applicant's name is submitted for vote for admission to membership, the Board of Directors may
38 vote for admission, deferral, or proposed rejection. Deferral shall be based upon objections relating to incomplete
39 details or other matters likely to be resolved by further investigation by the Membership Review Board. A vote by the
40 Board of Directors to defer action on the application shall state the reasons for deferral, and set a time limit within which
41 a subsequent recommendation by the Membership Review Board shall be made.

42 **13.05** The names of those elected shall be published in the issue of the newsletter next succeeding their election and
43 payment of dues.

44 **13.06** In the event the Board of Directors votes for proposed rejection of an applicant, the applicant shall be entitled

1 to the procedural rights for applicants contained in the Bylaws of the California Medical Association.

2 **13.07** An applicant who has received a final adverse decision regarding admission, or who withdrew the application
3 for membership following a proposed rejection, shall be eligible to reapply for Society membership after a period of
4 three (3) years from the date of the final decision or withdrawal of the application. Any such re-application shall be
5 processed as an initial application, and the applicant shall submit such additional information as may be required to
6 demonstrate that the basis for the earlier adverse decision no longer exists. An adverse admissions decision shall be
7 final for the purposes of this SECTION when all hearings and appellate proceedings conducted by the California
8 Medical Association are waived or complete.

9 **13.08** Rejection of an application for cause, shall be reported by the society to the national practitioner data bank.

10 **13.09** When an applicant fails to fulfill the requirements within one year of the date of receipt of his or her application
11 by the Society, without showing adequate cause to the Membership Review Board, his or her application shall be null
12 and void.

13 **13.10** Applicants for active, associate, and affiliate membership, including transfers, shall not be eligible to election
14 until completion of all requirements for admission.

15 **13.11** Applicants for affiliate membership shall complete and submit appropriate applications provided by the Society,
16 and any additional information deemed necessary by the Membership Review Board for its consideration.

17 **13.12** Each and every applicant for membership by virtue of the application is conclusively deemed to have agreed with
18 the Society that all proceedings of the Society relating to the application including but not limited to investigation of
19 the application, Membership Review Board meeting, Board of Directors meeting and hearings under this SECTION and
20 under Article 3, shall be clothed with an absolute privilege coequal to the privilege held by witnesses in the courts of
21 this State. Such absolute privilege shall apply to the applicant, all members of this Society and of the California Medical
22 Association, all persons furnishing information to the Society and all witnesses appearing before the admissions body
23 or any committee of the Society and any proceeding, hearing or meeting in which the applicant's proposed membership
24 is under consideration or discussion.

25 **SECTION 14 - Change of Status, Termination of Membership, and Discipline**

26 **14.01** Any member in good standing may resign by submitting to the Secretary a written resignation which may be
27 accepted by the Board of Directors, only after all indebtedness of said member to the Society has been paid to the date
28 of submitting his or her resignation. Dues of this Society will be refunded on a pro rata basis in the event of disabling
29 illness or death.

30 **14.02** Any member whose license to practice medicine and surgery in the State of California expires or is revoked shall
31 thereupon cease to be a member of this Society. Upon receipt of a copy of the Medical Board of California or Board
32 of Osteopathic Examiners notice that a member of this Society has been placed on probation for a stated period of time,
33 membership in this Society shall immediately and automatically become probationary for an equal period of time.
34 Whenever a member's license is suspended by the Medical Board of California or the Board of Osteopathic Examiners,
35 or is surrendered to a court on order of a judge, that member's membership in this Society will be suspended for an equal
36 period of time. The right to a hearing under this SECTION shall be limited to a hearing to determine whether the action
37 by the licensing board has occurred.

38 **14.03** Membership shall cease automatically on October 1 if dues remain unpaid. Similarly, membership in the Society
39 shall cease automatically on April 1 if membership dues owed to the California Medical Association remain unpaid.

40 **14.04** Any member who has been adjudged guilty of a criminal offense involving moral turpitude, or who has been
41 adjudged guilty by this Society, in accordance with the procedural requirements of these Bylaws, of gross misconduct
42 as a physician or citizen, or who practices medicine in a manner not commensurate with the standards of the medical
43 profession of this community, or who violates any of the provisions of the Bylaws of this Society, or of the Principles
44 of Medical Ethics promulgated by the California Medical Association or the American Medical Association, shall be
45 liable to censure, probation, suspension or expulsion or other discipline, and any such actions will be reported to the
46 national practitioner data bank.

47 **14.05** The procedure to be followed by this Society with respect to censure, suspension, or expulsion or other discipline
48 (of a member) shall be governed by the provisions of the Bylaws of the California Medical Association. To that end,

1 the Bylaws of the California Medical Association, together with any future amendments, modifications or replacements
2 thereof, are hereby incorporated herein by reference and made a part of these Bylaws.

3 **14.06** Any person whose membership has been terminated in this Society for cause may apply for membership after
4 the expiration of five years from the date said membership was terminated. Members who have resigned in good
5 standing or who have been dropped for nonpayment of dues or assessments may be reelected at any time by a majority
6 of the Board of Directors upon the payment of all dues and assessments in arrears.

7 **14.07** When a physician no longer meets the requirements of his or her membership status it shall be mandatory that
8 he or she seek a change in membership classification. The applicant shall state the facts of this change of status to the
9 Secretary in writing within ninety days of such change of status. The Board of Directors may at its discretion initiate
10 proceedings designed to clarify the appropriate status of any member.

11 **SECTION 15 - Transfer from Other County Society**

12 **15.01** A physician presenting a transfer certificate from another component county society of the California Medical
13 Association must accompany such transfer certificate with a regular form of application for membership, properly
14 completed. The Board of Directors shall act upon such application as upon all other applications for membership, except
15 that such active membership in another component society of the California Medical Association may be accepted as
16 evidence of qualification for membership in this Society.

17 **15.02** No annual dues for the current year in which said member is elected to membership shall be assessed against the
18 member by this Society, provided he or she has maintained membership in the California Medical Association by
19 payment of annual dues to the county society of original membership for the current year in which he or she is elected
20 to membership.

21 **SECTION 16 - Transfer to Other County Society**

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

26 **ARTICLE III - BOARD OF DIRECTORS**

27 **SECTION 1 - Composition and Term**

28 **1.01** The Board of Directors shall consist of the officers, and up to fifteen (15) elected directors.

29 **1.02** A Resident Physician Active Member participating in a local residency program may be appointed by the Board
30 of Directors to serve on the Board in an ex-officio capacity.

31 **1.03** A Director may concurrently serve as an Officer of the Society.

32 **1.04** Directors shall be elected to three-year terms, to commence on July 1st of the year of their election.

33 **1.05** A director who has served three consecutive full terms of office as a director shall not be eligible to such office
34 again until one year has elapsed from the date of termination of said second consecutive term. At least one-third (1/3)
35 of the directors shall be elected annually.

36 **SECTION 2 - Powers of the Board**

37 **2.01** Subject to the provisions of the Bylaws, the Board of Directors shall be vested with full and complete power and
38 authority to manage, control, use, invest, reinvest, lease, transfer, mortgage, convey in trust, sell or otherwise dispose
39 of all property and assets of whatever kind or nature owned by the Society, and also shall be vested with full and
40 complete power and authority to do and perform all acts and to conduct, manage, control and transact all the affairs and
41 business of and for and on behalf of the Society, and to manage and conduct all the work and activities of the Society
42 in fulfilling the purposes thereof.

43 **2.02** An abstract of major actions taken by the Board of Directors shall be published to the general membership, in the
44 quarterly newsletter of the Society.

1 **2.03** In addition to the powers and duties specified elsewhere in these Bylaws, the Board of Directors may investigate
2 and consider any matter that may be of any concern to the Society.

3 **2.04** The Board of Directors may formulate rules governing the expenditure of monies to meet the necessary expenses
4 and fixed charges of the Society.

5 **2.05** The Board of Directors shall consider and approve a budget formulated by the Finance Committee, for the
6 forthcoming fiscal year.

7 **2.06** The office of any director who does not attend at least six regular meetings of the Board of Directors each year
8 or who is absent from more than two consecutive regular meetings thereof, unless excused in either case for good and
9 sufficient reason by the Board of Directors, shall be declared vacant by the Board of Directors. This action may be taken
10 at the first regular Board meeting thereof succeeding the meeting at which the disqualifying default in attendance, as
11 recorded in the approved minutes of the meetings of the Board, shall be conclusive evidence of his or her absence.

12 **SECTION 3 - Meetings of the Board**

13 **3.01** The Board of Directors shall hold a regular meeting each month except for such holiday period as the Board may
14 designate, not to exceed three months in any calendar year, at such times as it may determine. Due notice of the time
15 and place of such meetings shall be sent to each director. Any member of the Society in good standing may attend any
16 regular meeting of the Board as an observer.

17 **3.02** Special meetings of the Board of Directors may be called at any time by the President, or shall be called by the
18 President on the written request of any five directors and filed with the Secretary. At least four days notice by first-class
19 mail or 48 hours notice delivered personally or by telephone of the time and place of all such meetings shall be given
20 by the Secretary to each director, and such notice shall state the nature of the business to be considered at the meeting.

21 **3.03** All regular meetings of the Board shall be held within the County of Monterey.

22 **3.04** The President shall preside at all of the meetings of the Board, and in his or her absence the President-Elect shall
23 preside. The Chair shall have the privilege of voting on all matters coming before the Board.

24 **3.05** The Board of Directors shall hold a Report Meeting in lieu of a regular Board meeting at a time, determined by
25 the Board, to precede the annual membership meeting. At this meeting all officers, designated
26 committee members and delegates shall report all matters under their jurisdiction and all action taken by them during
27 the past year. The order of business shall then continue and any additional business as may be specified in these Bylaws
28 shall be considered.

29 **3.06** All regular sessions of the Board of Directors shall be open to all members of this Society. Members may have
30 a voice, but not a vote in the Board of Directors proceedings.

31 **3.07** a closed session of the Board of Directors may be called at any time at the discretion of the president or his or her
32 designee. Closed session shall be open only to voting members of the board and any ex-officio members of the board
33 as the president or his or her designee deems appropriate.

34 **SECTION 4 - Quorum and Order of Business**

35 **4.01** The presence of fifty-percent (50%) of the Board of Directors in regular or special meetings shall constitute a
36 quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a
37 meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the
38 provisions of the California Nonprofit Mutual Benefit Corporation Law. A meeting at which a quorum is initially
39 present may continue to transact business, notwithstanding the withdrawal of directors below a quorum, if any action
40 taken is approved by at least a majority of the required quorum for that meeting.

41 **4.02** The order of business of the Board of Directors shall be established by the presiding officer prior to the meeting.

42 **4.03** All acts and proceedings of the Board of Directors shall be recorded and shall be submitted to the Board for
43 approval at its next regular meeting.

44 **4.04** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all
45 members of the Board, individually or collectively, consent in writing to that action. Such action by written consent

1 shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consents
2 shall be filed with the minutes of the proceedings of the Board.

3 **ARTICLE IV - OFFICERS**

4 **SECTION 1 - Officers and Terms**

5 **1.01 Designation of Officers.** The officers of the Society shall be a President, a President-Elect, an Immediate Past-
6 President, a Secretary, and a Treasurer.

7 **1.02 Method of Election.** The officers shall be elected in the manner provided by these Bylaws at the regular annual
8 election of the Society.

9 **1.03 Terms of Office.** All elected officers shall serve for a term of one year, or until their successors shall qualify.
10 Officers may succeed themselves.

11 **1.04 Election of Officers.** The officers shall be elected by majority vote of members voting for that office. In the event
12 that two or more candidates receive an equal number of votes, election shall be determined by lot in such manner as the
13 Board of Directors shall determine.

14 **1.05 Concurrent Terms.** A Director may concurrently serve as an Officer of the Society.

15 **SECTION 2 - Duties of President**

16 The President shall be the chief executive officer of the Society, and as such shall carry out the expressed will of the
17 Board of Directors and of the Society in all matters not in conflict with these Bylaws. He or she shall preside at all
18 meetings of the Board of Directors, the Executive Committee, and the general meetings of the Society; he or she shall
19 appoint the chairs of all committees, with the approval of the Board of Directors. The President shall be a member ex-
20 officio of all committees, except committees primarily engaged in individual peer review or which are exclusively
21 judicial in function.

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

24 **SECTION 3 - Duties of President-Elect**

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

30 The President-elect shall serve as Chair of the Nominations Committee.

31 To be eligible to election as President-Elect, it is recommended that the physician will have served for at least three
32 years as an officer, a member of the Board of Directors, or a member of the monterey delegation to the California
33 Medical Association prior to assuming said office.

34 **SECTION 4 - Duties of Secretary**

35 **4.01 Minutes.** The Secretary shall attend all business meetings of the Society, of the Board of Directors, and the
36 Executive Committee and shall be responsible for assuring that minutes are recorded of their respective proceedings.

37 **4.02 Records and Seal.** The Secretary shall assure that all records and papers of the Society are secure. He or she shall
38 have custody of the seal of the Society.

39 **4.03 Membership Roll.** The Secretary shall assure that an accurate roll of all members of the Society is kept.

40 **4.04 Membership Review Board.** The Secretary shall serve as the Chair of the Membership Review Board.

SECTION 5 - Duties of Treasurer

5.01 Funds. The Treasurer of the society shall be responsible for the provision of proper accounting of all funds.

The Treasurer shall be responsible for assuring the proper billing and accounting of membership dues payable to the society.

The Treasurer shall be responsible for assuring the proper billing and remittance of society members' membership dues to the California Medical Association.

The Treasurer shall assure that the Society's books and accounts are examined within three months after the close of the fiscal year by a certified public accountant selected by the Board. At least every five years the Society's books and accounts will be formally audited by a certified public accountant selected by the Board of Directors.

5.02 Checks. An Officer's signature shall appear on all checks except as the Board by resolution may provide. The Treasurer must, however, review all Society expenditures. All officers of the society shall be signatories on all of the society's accounts. All expenditures exceeding \$5,000 shall require the signature of two Officers. The executive director shall be authorized to sign checks not to exceed the sum total of \$2,000 in any given month.

5.03 Reports. The Treasurer shall render to the Board of Directors, at least quarterly, a report of the work of his or her office and a report of the Society's funds.

5.04 Investments. The Treasurer shall supervise the Society's investment activity and shall convene the Finance Committee to review the Society's investment policy on an annual basis and report to the Board of Directors for approval.

5.05 Finance Committee. The Treasurer shall serve as Chair of the Society's Finance Committee.

5.06 Bond. The Board of Directors may require that all persons disbursing Society monies be placed under an adequate penal bond with corporate surety conditioned for the faithful performance of their duties.

SECTION 6 - Duties of Executive Director

The duties of the Executive Director shall be such as delegated by the Board of Directors and are detailed in the Executive Director's official job description.

6.01 The Board of Directors shall appoint the Executive Director or may contract for these services through another organization.

6.02 The Executive Director shall be a member ex-officio of all committees.

6.03 A joint meeting of at least two Officers from the Monterey County Medical Society shall convene on an annual basis to conduct a performance evaluation and salary review of the Executive Director.

6.04 The Board of Directors shall require that the Executive Director be placed under an adequate penal bond with corporate surety conditioned for the faithful performance of duties.

ARTICLE V - EXECUTIVE COMMITTEE**SECTION 1 - Members**

1.01 The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Immediate Past President, Secretary and Treasurer.

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

1.03 The Executive Committee members shall act as the Finance Committee with the Treasurer acting as Chair.

SECTION 2 - Meetings

2.01 The Executive Committee shall meet on call of the President, or, in his or her absence, on call of the President-Elect.

2.02 Three members thereof shall constitute a quorum.

1 **SECTION 3 - Duties**

2 The Executive Committee shall act for and on behalf of the Board of Directors in the transaction of the business of the
3 Society in the intervals between the meetings of the Board of Directors. It shall have such advisory powers and such
4 other duties as the Board of Directors shall from time to time determine. The Executive Committee shall seek the
5 ratification of the Board of Directors except in matters of great urgency when action by the Executive Committee is
6 required.

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

9 **SECTION 4 - Records**

10 All the acts and proceedings of the Executive Committee shall be recorded by the Secretary and shall require the
11 ratification or approval of the Board of Directors except as SECTION 3 provides.

12 **ARTICLE VI - MEMBERSHIP REVIEW BOARD**

13 **SECTION 1 - Composition and Term**

14 **1.01** The Membership Review Board shall consist of three Active Members. The Secretary of the Society shall serve
15 as Chair of the Membership Review Board. With the exception of the Secretary/Chair, each member will serve a three-
16 year term. At least one member of the membership review board shall be elected by the Society each year.

17 **SECTION 2 -Duties**

18 **2.01** The Membership Review Board shall investigate at the request of the Board of Directors, any applicant for
19 membership, including but not limited to character, background, status with other medical organizations and present
20 activities. They shall report findings with recommendations to the Board of Directors.

21 **2.02** The Membership Review Board shall investigate and report to the Board of Directors on all matters pertaining to
22 medical ethics and conduct which are referred. When charges are brought against any member they shall be referred
23 to the Membership Review Board for investigation.

24 **ARTICLE VII - DELEGATES**

25 **SECTION 1 - Delegates to the California Medical Association**

26 **1.01** The members shall annually elect a sufficient number of persons to fill the expiring and vacant terms of Delegates
27 and Alternates to the California Medical Association.

28 **1.02** The person elected as President-Elect of this Society shall be deemed elected simultaneously as an alternate
29 delegate.

30 **1.03** The Delegates and Alternates to the California Medical Association shall serve for a term of two years subject to
31 the qualifications and regulations of the Constitution and Bylaws of the California Medical Association. At least one
32 Delegate and Alternate shall be elected by this Society each year and they shall assume office on the first day of the
33 official year following their election.

34 **1.04** Delegates and Alternates shall attend all meetings of the Monterey Delegation to the California Medical
35 Association, District VII Delegation, and the Annual Session of the CMA House of Delegates and shall faithfully
36 represent this Society and the profession of medicine. In the absence or inability of a Delegate to vote, his or her
37 regularly elected Alternate shall serve in his or her place. The Delegates and Alternates shall choose one of their
38 members as Chair of the County Delegation.

39 **1.05** All Monterey County Delegates and Alternate Delegates shall attend at least three meetings of the society's Board
40 of Directors each year.

41 **1.06** Prior to the House of Delegates meeting of the California Medical Association, the Delegation Chair or his or her
42 designee shall meet with the Board of Directors for a review of the proposed business before the House, as known, for

1 the forthcoming sessions.

2 **1.07** The Chair shall render to the Board of Directors a report of the activities of the County Delegates together with
3 a record of their attendance at the sessions of the House of Delegates of the California Medical Association.

4 **ARTICLE VIII - VACANCIES IN OFFICE**

5 **SECTION 1 - How Filled**

6 **1.01** In the event of death, resignation or removal of the President, the President-Elect immediately shall become
7 President for the unexpired term and for the succeeding term to which he or she was originally elected. The other
8 officers shall retain the offices to which they were elected.

9 **1.02** In the event of the death, resignation or removal of the President-Elect, the Board of Directors shall appoint an
10 Interim President-Elect for the unexpired term. At the next regular election, a President and President-Elect shall be
11 elected.

12 **1.03** The Board of Directors, by appointment, shall fill any vacancy in office not otherwise provided for in these
13 Bylaws, which occurs during the term of office. Such appointee shall fill the unexpired term.

14 **ARTICLE IX - MEETINGS**

15 **SECTION 1 - Rules of Order**

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

18 **SECTION 2 - General Meetings**

19 **2.01** The Society shall hold two general meetings each year on such date, time and place as the Board of Directors may
20 determine.

21 **2.02** A majority of members eligible to vote at any regular general meeting shall carry out the order of the meeting and
22 function as otherwise specified in these Bylaws.

23 **SECTION 3 - Annual Election Meeting**

24 **3.01** The Annual Election Meeting of the Society shall include summary reports by the President of the activities of
25 the Society.

26 **3.02** At or before the annual meeting of the Society all standing and active committees shall submit written summary
27 reports to the President, for distribution to the members.

28 **3.03** The Election meeting of the Society shall include the election results and introduction of the officers, directors
29 and delegates of the Society.

30 **SECTION 4 - Special Meetings**

31 **4.01** Special meetings of the Society may be called at any time by the President, and shall be called by him or her on
32 the request of any four Directors, or on the written request of five percent (5%) of the Society members entitled to vote.
33 No other matter shall be considered or acted upon at such a meeting.

34 **4.02** No business may be transacted at a special meeting which was not identified in the notice of such special meeting
35 as required by SECTION 5.03 of this Article.

36 **SECTION 5 - Notice of Members' Meetings**

37 **5.01** At least twenty (20) days written notice of any general, annual election or special meeting of the membership, or
38 at least ten (10) days notice if sent by first class mail, shall be sent by mail to each member of the Society. Each notice

- 1 shall specify the place, date and time of such meeting, and shall be sent not more than ninety (90) days prior thereto.
- 2 **5.02** In case of a general or annual election meeting, the notice shall state those matters which the Board of Directors
3 intends to present for action by the members.
- 4 **5.03** In the case of a special meeting, the notice shall state the general nature of the business to be transacted, and that
5 no other business may be transacted. If a special meeting is requested by five percent (5%) of the members, the
6 President shall give notice of such special meeting within twenty days after receipt of the request. The date of any
7 special meeting requested by the members shall be not less than thirty-five (35) nor more than ninety (90) days after
8 receipt of the request.

9 **SECTION 6 - A Quorum for Meetings of the Society**

- 10 A quorum of meetings of the Society shall consist of a number of voting members, equivalent to twice the number of
11 the members of the Board of Directors, plus one, provided, however, that the presence in person of two-thirds of the
12 active members of the Society shall constitute a quorum for the transaction of items of business which are not described
13 in the meeting notice at the general or annual meetings.

14 **ARTICLE X - ELECTIONS**

15 **SECTION 1 - Conduct of Elections**

- 16 The Board of Directors shall conduct all elections both regular and special, and shall have charge of all matters
17 pertaining thereto.

18 **SECTION 2 - Nominations for Office**

- 19 **2.01** The Nominating Committee shall nominate a ticket containing one or more names each for President-Elect,
20 Secretary, Treasurer, Membership Review Board, and the authorized number of Delegates and Alternates to the
21 California Medical Association, and shall nominate three or more candidates for the office of Director. In the event that
22 the office of the President-Elect be vacant at the time of nomination, the committee shall nominate one or more names
23 for the office of President.
- 24 **2.02** The names of all nominees proposed by the Nominating Committee shall be submitted to the President for
25 publication to the membership at least thirty-five (35) days in advance of the official ballot mailing. Nominations shall
26 close thirty (30) days after publication of nominations by the Nominating Committee. Written additional nominations,
27 each signed by three active members in good standing, and with the written consent of the eligible nominee, may be
28 made and filed with the Secretary at any time between announcement of the nominations and the closing of nominations.

29 **SECTION 3 - Date of Elections**

- 30 The annual elections shall be held on the day of the Annual Election meeting.

31 **SECTION 4 - Ballot**

- 32 **4.01 Official Ballot.** There shall be no other ballot than the official ballot as provided by the Secretary.
- 33 On each ballot there will be printed in alphabetical order the names of the nominees for each office to be voted upon
34 by the Society, space for a write-in vote and instructions for properly marking the ballot when voting. Improperly
35 marked ballots shall not be tallied in the election for those offices so marked, but shall be tallied for those offices
36 properly marked.
- 37 **4.02 Write-in Votes.** Write-in votes shall be counted by the tellers if the names be of eligible candidates for the office
38 designated.

39 **SECTION 5 - Procedure of Voting**

1 **5.01** The Secretary shall mail one official ballot and two official envelopes with instructions to each qualified voter not
2 more than 21 days nor less than 14 days prior to the Annual Election meeting.

3 **5.02** A member voting must write his or her name on the outside of the official outer envelope, which shall contain his
4 or her ballot sealed in the official inner envelope. The official outer envelope shall remain sealed until the voter's name
5 has been checked off the list of qualified voters by the Secretary and when opened, the sealed official inner envelope
6 containing the ballot shall remain sealed and be so deposited in the official ballot box. Ballots must be delivered
7 personally or by mail at the poll before the hour of 5:00 p.m. on the day preceding the election meeting if they are to
8 be valid.

9 **5.03** The name of the voter on the official outer envelope may be checked off by the Secretary, but the sealed official
10 inner envelope shall not be opened or the ballot counted until after closing of the poll.

11 **SECTION 6 - Procedure of Counting the Votes**

12 **6.01** Two or more tellers shall be appointed by the President to count the votes. All sealed envelopes containing the
13 ballots shall not be opened before the closing of the polls.

14 **6.02** After the polls are closed the tellers shall proceed with a canvas of the votes and shall make out a correct tally sheet
15 which shall state the number of votes received by each of the candidates. The ballot voter list and the tally sheet shall
16 be given to the Secretary who shall announce the results of the election at the election meeting.

17 **6.03** The ballot voter list and the tally sheets shall be kept on file for one year in the office of the society, and the voter
18 list and tally sheet shall be open for inspection by any member entitled to vote.

19 **SECTION 7 - Election of Candidates**

20 **7.01** The candidates for all offices shall be elected by a plurality of votes. When two or more positions are open to the
21 candidates, those receiving the highest number of votes shall be elected to the open position.

22 **7.02** In case of tie votes for any office, the election shall be determined by lot in such manner as the Board of Directors
23 shall determine, and the person in whose favor it shall result shall be declared duly elected.

24 **ARTICLE XI - COMMITTEES**

25 **SECTION 1 - Committees**

26 **1.01** The Society shall have such standing and special committees as the Board of Directors shall approve, subject to
27 these Bylaws.

28 **1.02** Unless specified otherwise in these Bylaws, the President shall appoint, with the approval of the Board of
29 Directors, Chairs of all committees. The Committee Chairs shall appoint, with the approval of the Board of Directors,
30 members of their respective committee.

31 **1.03** The Secretary shall notify by mail each appointed committee member; and shall indicate to each the name of the
32 committee, the committee chair and the roster of the committee. The approved list of standing committees with their
33 membership roster shall be published the first month of each official year and sent to the membership of the Society.

34 **1.04** Committees shall report in writing to the Board of Directors as provided by the Bylaws.

35 **1.05** Description of committee duties and functions shall be established by the Board of Directors and updated as
36 necessary.

37 **SECTION 2 - Peer Review Committees**

38 **2.01** Standing Peer Review Committees including the Membership Review Board, and Judicial Council, shall be
39 composed of at least four members.

40 **2.02** Standing Peer Review Committees include but are not limited to committees to perform the following functions:
41 (a) Professional Relations: To investigate, mediate or arbitrate, and otherwise seek to resolve issues or disputes

1 between members of the medical profession and members of the public or other professions, or between members of
2 the Society.

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

8 **SECTION 3 - Bylaws Committee**

9 This committee shall consider or recommend amendments to these Bylaws, reviewing the Bylaws at least every five
10 years. The Bylaws Committee shall be composed of at least three members and shall be chaired by the President-elect.

11 **SECTION 4 - Finance Committee**

12 **4.01** The committee shall consist of the members of the Executive Committee with the Treasurer being the Chair.

13 **4.02** This committee shall supervise the management of all financial affairs of the Society, and perform such other
14 functions as directed by the Board of Directors.

15 **4.03** The Finance Committee shall prepare a budget and submit it to the Board of Directors no less than thirty days prior
16 to the end of the fiscal year together with its recommendations. Any proposed expenditure in excess of such amount
17 as the Board shall establish at the time the budget is adopted and which is not included in the annual budget for the year
18 shall be submitted to the Finance Committee for study and recommendation to the Board of Directors.

19 **4.04** The Finance committee will supervise the Society's investment activities and shall review the Society's investment
20 policy on an annual basis.

21 **4.05** All members of the finance committee shall be signatories for the society.

22 **SECTION 5 - Nominating Committee**

23 Ideally, the Nominating Committee shall consist of at least five members, four of whom must be past presidents of the
24 Society. The president-elect shall serve as chair of the nominating committee and the committee will function in
25 accordance with the Bylaws.

26 **SECTION 6 - Public & Media Relations Committee**

27 **6.01** The Committee will be composed of at least three members. It will act in a supervisory capacity to Society staff
28 on all publications.

29 **6.02** Any dispute as to the propriety or content of material intended for publication shall be resolved by the Committee,
30 or at the request of the President or the Executive Committee.

31 **6.03** On behalf of the membership, the Committee will investigate and initiate ways and means of promoting good
32 public relations with all organizations and members of the community.

33 **6.04** The Committee will review and authorize the sale of all advertising and membership labels pursuant to policies
34 adopted by the Board of Directors for such activities.

35 **6.05** The Committee will meet as needed.

36 **SECTION 8 - Judicial Council**

37 **8.01** A Judicial Council will be established as prescribed in the Bylaws of the California Medical Association and will
38 consist of at least five members (to include the President or President-Elect, the immediate past President, and at least
39 two Active Members.) Its function will be to discharge such responsibilities as the Bylaws of the California Medical
40 Association may require.

1 **8.02** It will be the responsibility of the executive committee to cause a meeting of the Judicial Council.

2 **8.03** The Judicial Council will meet on an as-needed basis.

3 **8.04** In the event that any member of the Judicial Council for any reason cannot hear any matter coming before the
4 Judicial Council, the Board of Directors shall appoint another member to sit in on the matter. No member of any other
5 peer review committee of the Society shall be a member of the Judicial Council.

6 **ARTICLE XII - FUNDS, DUES AND ASSESSMENTS**

7 **SECTION 1 - Annual Assessment of Dues**

8 **1.01** Funds shall be raised by annual per capita assessment of dues upon members of the Society.

9 **1.02** Dues for active members for the ensuing year shall be fixed by the Board of Directors following recommendations
10 of the Finance Committee each year. The total annual dues for active members shall be due and payable on July 1 of
11 each year.

12 Membership will be terminated if dues are not paid by October 1 of each year, at which time a notice will be sent by
13 Registered Mail Return Receipt Requested, at his or her last known address by the Treasurer that he or she is no longer
14 in good standing or entitled to the rights, privileges or benefits of membership in the Society. Membership in the Society
15 shall be terminated if dues of the California Medical Association are not paid by April 1 of each year, at which time a
16 notice will be sent by Registered Mail Return Receipt Requested.

17 **1.03** Newly elected members shall pay one-half of the Society dues for that year.

18 **1.04** Dues for other classes of membership will be as set by the Board.

19 **1.05** Any member presently in the armed forces on a temporary basis may have his or her annual dues reduced or
20 waived by the Board of Directors upon request.

21 **1.06** The Board of Directors shall have authority to fix at a lesser rate than the regular dues, the annual dues of members
22 who are just beginning practice or members for whom full payment would constitute a hardship.

23 **SECTION 2 - Special Assessment**

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

26 **SECTION 3 - Right, Title or Interest in Society Property**

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

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

33 **SECTION 4 - Indemnification**

34 Any person who was or is a director, officer, employee or other agent of the Society may be indemnified by the Society
35 for any claims, demands, causes of action, expenses or liabilities arising out of, or pertaining to, the agent's service to
36 or on behalf of the Society to the full extent permitted by California Corporations Code Section 7237.

37 **ARTICLE XIII - INCORPORATION**

38 **SECTION 1 - Incorporation of Society**

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

1 nonprofit corporation, or to incorporate any new nonprofit corporation, or to cause the amendment of the Articles of
2 Incorporation of the Monterey County Medical Society, a California nonprofit corporation, the members thereof being
3 the directors and officers of the Society.

4 **SECTION 2 - Other Corporations**

5 The Society, acting through the Board of Directors, may incorporate any of the present or future activities of the Society,
6 and if it does, the members of the Board of Directors shall be the first voting members or directors of any such
7 corporation. They shall take appropriate action to continue the nonprofit nature of the activity or function so
8 incorporated and shall provide for continued medical control.

9 **ARTICLE XIV - REFERENDUM AND RECALL**

10 **SECTION 1 - Referendum**

11 **1.01** The Board of Directors at any meeting thereof may, by a majority vote of all its members, submit by mail any
12 question, matter or proposition to the members of the Society entitled to vote, and a majority of the votes cast by mail
13 by the members of the Society entitled to vote shall be final and bind and govern the Society upon the question, matter
14 or proposition so submitted to the membership, provided, however, that not less than one-third of the members entitled
15 to vote, vote upon such question, matter or proposition.

16 **1.02** A referendum shall be commenced by the Board of Directors at their first meeting, following the filing with the
17 Secretary of a written request, signed by at least ten percent (10%) of the members of the Society entitled to vote.

18 **SECTION 2 - Phrasing and Ballot**

19 The Board of Directors shall prescribe, fix and determine the form of the question, matter or proposition so referred to
20 the voting members and the time within which such vote shall be cast. Each vote must be in writing and the same must
21 be placed in a sealed envelope, enclosed in a sealed envelope bearing on the corner thereof the printed or typewritten
22 name of the voter. The envelope shall be mailed or delivered to the Secretary's office at Society headquarters. The
23 canvas thereof shall be made under the direction of the Board of Directors.

24 **SECTION 3 - Recall**

25 **3.01** The Board of Directors at any regular or special meeting may, by the affirmative vote of a majority of directors,
26 remove any person elected pursuant to these Bylaws from office, provided that the action of the Board shall not take
27 effect unless ratified by the vote of the members of the Society entitled to vote. The submission to the members for
28 ratification shall be conducted as a referendum, and the provisions of Sections 1 and 2 of this Article (XIV), insofar as
29 applicable, shall govern. If a majority of the votes cast are in favor of sustaining the action of the Board, then, in such
30 event, the removal from office shall immediately become effective.

31 **3.02** The Board of Directors may declare vacant the office of a Board member who has been declared of unsound mind
32 by a final order of court, or convicted of a felony, or who ceases to be an active member of the Society with the right
33 to vote. The Board of Directors may remove a Board member from the Board who violates the attendance provision
34 of Article III, Section 2.6.

35 **ARTICLE XV - AMENDMENTS**

36 **SECTION 1 - Procedure**

37 **1.01** These Bylaws and any chapters or sections thereof may be amended or repealed or new Bylaws adopted by an
38 affirmative vote of a majority of the members of the Society entitled to vote and voting thereon.

39 **1.02** Any amendment or amendments, or the repeal of any chapter or chapters, section or sections thereof, or any part
40 thereof, may be proposed by resolution of the Board of Directors or by any active member and sent to the Board of
41 Directors for consideration. An affirmative vote of not less than a majority of the Board of Directors is needed for
42 adoption of the resolution.

1 **1.03** After the adoption of any such resolution by the Board of Directors, providing for any such amendment or
2 amendments, or the repeal of any chapter or chapters, or section or sections of these Bylaws or part thereof, or for the
3 adoption of any new Bylaw or Bylaws, the Board of Directors shall cause said proposed amendment or amendments
4 or repeal, or any new Bylaw or Bylaws to be published and mailed with a ballot to all members entitled to vote. Ballots
5 must be delivered personally or by mail at the poll within thirty days of the Society's mailing.

6 Within one month after completion of publication, the proposed amendment or amendments, or repeal, or any new
7 Bylaw or Bylaws, shall be submitted by mail ballot to the members of the Society entitled to vote, and if a majority of
8 the votes cast are in favor of the adoption of any such amendment or amendments or new Bylaw or Bylaws or of such
9 repeal, these Bylaws shall thereupon be amended accordingly.

1 These Bylaws were revised and adopted by the Monterey County Medical Society on June 8, 2004.

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Steven W. Harrison, MD, President

Eliot S. Light, MD, Secretary