

Vermont Medical Society

AMENDED AND RESTATED BYLAWS

As amended October 20, 2007

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PREAMBLE

The name of this non-profit corporation shall be VERMONT MEDICAL SOCIETY (VMS), whose governance, administration and membership shall be determined by reference to these Bylaws which shall be construed and applied as a supplement to the general laws of the State of Vermont relating to non-profit corporations.

Chapter I MEMBERSHIP

Section 1. Requirements for Membership

All members shall be or have been members in good standing of the medical profession, and shall comply with any other requirements set forth by the Society or by the provisions of these bylaws.

Section 2. Types of Membership

A. Active Member Active membership in this society shall continue so long as the individual holds the title of Doctor of Medicine, Doctor of Osteopathy, or comparable degree accepted for the practice of medicine in the state of Vermont, has paid the annual membership dues, as provided in Section 3 of this chapter, and is licensed to practice medicine under the laws of the state of Vermont.

B. Life Member Life membership shall be conferred upon:

1. A Society member who has retired from the practice of medicine because of disability or incapacity and who has been a member of the Society for ten (10) years, exclusive of associate membership; or
2. A Society member who is not less than 70 years of age and has been a member of the Society for ten (10) years, exclusive of associate membership.

Life members shall be full members of this Society, but they shall not be required to pay dues or fees. Life members may, at their own option, pay the dues assessed for associate members.

C. Associate Member Associate membership shall be available to the following physicians:

1. Former active members of the Vermont Medical Society who have left the state, but who wish to continue their membership.
2. Former active members of the Vermont Medical Society who have retired from practice, but still maintain a license to practice medicine under the laws of the state of Vermont.
3. Physicians residing in Vermont, whether former active members or not, who are not

currently practicing medicine, and are not licensed to practice medicine under the laws of the state of Vermont.

4. Physicians who meet all the requirements for life membership except that of having been an active member of the Society for ten (10) years.

- D. Honorary Member The membership of the Vermont Medical Society may at its annual meeting elect to honorary membership anyone it desires to honor in this fashion. Such members will usually be from the medical or allied scientific professions. Nominations for honorary membership shall be presented to the Council which shall thoroughly investigate all nominees presented to it. Honorary members shall be welcome at the meetings of the Society, receive its publication, but shall not receive other benefits of the Society. Election shall be by majority vote at the annual meeting of the membership.
- E. 50-Year Club Member A member who has been graduated from medical school for fifty or more years, who has devoted a major portion of this span of time in practice in the state of Vermont shall be eligible for membership in the Society's 50-year Club.
- F. Student Member A medical student, duly enrolled in the University of Vermont College of Medicine (UVM), upon application on a form prescribed by and submitted to the UVM Medical Student Section, and accepted by the student section will become a student member of the Vermont Medical Society. Membership will be terminated by resignation, upon graduation from or failure to continue enrollment in the UVM College of Medicine, or at the direction of the Medical Student Section. The privileges of membership and the operation of the Medical Student Section will be in accordance with the Guidelines & Procedures, UVM Medical Student Membership in the Vermont Medical Society, Appendix iii, as approved by Council.
- G. Resident Member A physician enrolled in an accredited Residency Program who is licensed to practice in the state of Vermont. Resident members shall have the right to vote, but not to hold office. They may serve on Society committees. They will be welcome at all Society meetings and will receive the publications of the Society.
- H. Affiliate Member Physicians residing in Vermont, whether or not licensed to practice medicine in the state of Vermont, who primarily practice medicine in a state contiguously adjoining the state of Vermont.
- I. Component Society Membership Physicians accepted for membership in the Society will be members of the component society in which they practice and/or reside. By component society is meant an organization of physicians designated as such by a vote of the Vermont Medical Society membership. At present, the county medical societies comprise these component societies.

Section 3. Dues

- A. Annual Membership Dues Dues and discounts for all membership categories thereof shall be set by the Council and approved by a vote of the membership at the annual meeting. The same shall be payable on the first of January of each year or on a quarterly basis.

For those paying on a quarterly basis, equal payments shall be due on January 1st, April 1st, July 1st and October 1st. Any component society dues shall be due on January 1st of each year.

- B. Member in Arrears Active, associate and affiliate members whose dues are ninety (90) days delinquent are known as members in arrears. All rights, privileges, and obligations shall be suspended thirty (30) days after notice of the delinquency has been mailed to the member's last known address by the secretary.

Any member who has failed to pay their full dues for the prior year, shall be deemed a member in arrears until the prior year's dues are paid in full.

Section 4. Continuing Medical Education

Maintenance of membership in good standing may be conditioned on satisfactory completion of the requirement of continuing education as prescribed by the Council. The Society will document completion of continuing education for members on request.

Section 5. Transfer of Membership in Component Society

A member may transfer from one component society to another.

Section 6. Termination or Suspension of Membership.

- A. By Resignation Any member of the Vermont Medical Society may submit a written resignation. If the member is under investigation by the Board of Ethics or the Judicial Board at the time of the attempted resignation, the resignation shall not be accepted until the termination of such investigation.
- B. For Delinquency of Dues At the request of the Council, the secretary shall notify a member, after six months' delinquency of dues, that said member will be dropped from the rolls of the Society thirty (30) days from the date of notice unless the indebtedness is paid, or arrangements made with the Society. Such notice will be sent by certified mail to the member's last known address and shall also be sent to the component society. When a member is officially dropped from the membership, he/she will be so advised in writing. Under special circumstances the VMS Executive Committee may refer a member's name to the appropriate component society executive committee for review and recommendation.
- C. For Infraction of Articles of Association, Bylaws or Principles of Medical Ethics The Council shall have the power to discipline or expel a member of the Vermont Medical Society on recommendation of the Judicial Board, and shall expel a member upon the revocation or suspension of a member's license to practice medicine.

Notwithstanding the above provisions of this subsection, the Council may waive expulsion and place an active, associate or life member on probation when the license to practice medicine is temporarily suspended or voluntarily surrendered while the member participates in an approved program of rehabilitation for substance abuse or rehabilitation protocol, and as long as the member complies with any stipulation issued by the State of Vermont, Board of Medical Practice.

Section 7. Reinstatement of Terminated or Suspended Member

A physician whose membership has been terminated or suspended for any reason may be reinstated in accordance with criteria established by the Council.

Section 8. Right of Appeal

A member who has been terminated or suspended under Section 6, paragraphs B, or C of this chapter, shall have full right of appeal to the Judicial Board, including, but not limited to right of counsel and the right to challenge the decision to terminate or suspend. Such appeal shall be to the Judicial Board, whose determination shall be final, unless overruled by the Council or the membership at an annual or special meeting.

Section 9. Eligibility for Benefit Programs

A. Student, resident and affiliate members will not be eligible for assistance from the Society's benevolence funds, and will not be eligible to participate in the Society's insurance programs.

B. All surviving spouses or civil union partners of deceased Vermont Medical Society physician members will be eligible to continue purchasing health insurance under their existing Vermont Medical Society health insurance coverage.

Chapter II MEETINGS OF THE MEMBERSHIP

Section 1. Meetings

A. Annual Meeting There shall be an annual business meeting of the membership at a time and place to be fixed by the Council. Notice of the date, time and place of the annual meeting shall be sent to all members at least 30 days in advance thereof.

B. Special Meetings The membership shall be called into session by the Council on written request of twenty members representing three or more of the component societies, or by a majority vote of the Council. When a special meeting is thus called, the secretary shall mail a notice to the last known address of each member at least ten (10) days before such special session is to be held, in which notice shall be specified the time and place of meeting and the items of business to be considered. A special meeting may act only upon the items for which it was called.

Section 2. Annual Meeting Procedures

- A. Order of Business The following shall be the order of business, unless otherwise ordered by the moderator.
1. Call to order by the moderator
 2. Reading and adopting of minutes.
 3. Reports of officers.
 4. Reports of the proceedings of the Council.
 5. Election of officers and the moderator.
 6. Unfinished business.
 7. New business.
 8. Installation of the President.
 9. Adjournment.
- B. Rules of Order The annual and/or special meetings shall be governed by the current edition of Robert's Rules of Order, when not in conflict with these bylaws.
- C. Adjournment or Recess Any meeting of the members, officers, Council and any committee may be recessed or adjourned from time to time, provided that the motion for such adjournment or recess shall state the date, time and place when such meeting will reconvene.
- D. Moderator A moderator shall preside at the annual and/or special meetings of the membership and shall perform such duties as custom and parliamentary procedure require. The moderator may only vote in case of a tie. The moderator shall be nominated by the Council, shall be elected at an annual meeting to serve a term of two (2) years, and shall be installed at the close of the annual meeting.
- E. Quorum 20 members of the Society shall constitute a quorum, provided that at least three members of the executive committee are present. Once a quorum is present, it shall be considered to be in effect until the annual meeting is adjourned.

Section 3. Duties

At the annual meeting, the members present by majority vote shall:

- A. Elect the officers of the Society;
- B. Elect a moderator as provided in these bylaws;
- C. Receive and act upon reports of the officers, Council, and staff;
- D. Appoint certain boards and committees as herein enacted;
- E. Receive and act upon resolutions presented to it;
- F. Determine the annual dues; and
- G. Perform such other functions as usually and rightfully pertain to the governing body of a corporation.

Section 4. Resolutions

Resolutions may be drawn up by component societies, committees of the Society, specialty

sections of the Society, other sections of the Society, the Council or individual members of the Society, and shall be submitted to the Council for its consideration prior to the last Council meeting before the annual meeting at which they are to be considered.

Resolutions submitted to the Council shall be presented to the annual meeting with the Council's recommendation. All resolutions presented by the Council shall require a majority vote for adoption.

Two-thirds majority consent shall be required for the introduction of new resolutions at the annual meeting, except when presented by the Council. All such new resolutions shall require three-fourths affirmative vote for adoption.

Resolutions are intended to express composite positions of the Society on health matters and are to suggest a significant course of action to be taken by the Society. If adopted by the membership, policy as stated in the resolution shall supersede any contradictory earlier policy.

Section 5. Electronic Conferences

The membership at a special meeting, the Council, and all boards and committees may conduct business within the scope of their respective jurisdiction by means of electronic devices, provided that a written record thereof be made and maintained.

Chapter III OFFICERS

Section 1. Officers

The officers of the Society shall be a president, a president-elect, a vice president, and a secretary-treasurer.

Section 2. Qualifications of Officers

The officers must have been active or life members of the Society for at least two years immediately preceding their election.

Section 3. Nominations and Elections

- A. Nominating Committee At the annual meeting, the Nominating Committee shall present a slate of all officers, and when appropriate, meeting moderators, delegates and alternates to the American Medical Association.
- B. Other Nominations Nominations for positions as provided in subsection (A) may be made orally from the floor, but a nominating speech must not exceed two minutes.
- C. President-elect The president-elect shall be elected annually, shall serve as president-elect until the annual meeting of the Society next following that election and shall become president upon installation in the course of that meeting. If the president-elect dies, resigns

or, in the judgment of the Council is disqualified from the performance of the duties of office, a new president and a new president-elect shall be elected at the next annual meeting.

- D. Other Officers A vice-president shall be elected to serve for one year or until a successor is elected and installed. A secretary-treasurer shall be elected to serve for a period of two years, but shall not serve longer than three consecutive terms.
- E. Method of Election All elections shall be by ballot, and a majority of the votes cast shall be necessary to elect. In case no nominee receives a majority of the votes on the first ballot, the nominee receiving the lowest number of votes shall be dropped and a new ballot taken. This procedure shall be continued until one of the nominees receives a majority of all votes cast, when that candidate shall be declared elected. When there is only one nominee for an office, however, a majority vote without ballot shall elect.
- F. Time of Election The election of officers shall be the order of business of the annual meeting following any final report of the Council; provided, however, that the time of election may change by motion which shall be supported by two-thirds of the members present.

Section 4. Installation

The officers of the Society, except the president, shall be installed at the close of the annual meeting. The incoming president shall take office at the time of installation during the annual meeting.

Section 5. Duties of the Officers

- A. President The president shall preside at the general meetings of the Council. During the annual meeting, the incoming president shall present an address on matters of importance to the public and to the medical profession. With the approval of the Council, the president is authorized to appoint committees as requested by the Council or in emergencies. The president is the immediate supervisor of the executive vice president.
- B. President-elect The president-elect shall officiate for the president during the absence of the president.
- C. Vice President The vice-president shall officiate in the absence of the president-elect and the president.
- D. Secretary-Treasurer The secretary-treasurer, in addition to the duties ordinarily devolving on the secretary of a corporation and those designated in other sections of these bylaws, shall give due notice of the time and place of annual and special meetings of the membership and of the Council, keep the minutes of the annual meeting and the Council, notify members of committees of their appointments and of the duties assigned to them, and provide a registration book in which shall be recorded the name of each member in attendance at the annual meeting, prepare for publication the official program for the general meetings of the Society and perform such other duties as may be directed by the membership at an annual

or special meeting, or by the Council. The secretary shall be responsible for all aspects of membership--recruitment of new members, maintenance of an accurate roster of members, and advise the component societies when requested regarding eligibility. Any or all of these duties may be delegated to appropriate staff, with the secretary having the final responsibility.

As the treasurer, he/she shall be the custodian of all monies, securities and deeds belonging to the Society and shall hold the same subject to the direction and disposition of the Council, the Committee on Medical Benevolence or the Judicial Board. As determined by the President, the account of the treasurer will be audited or reviewed annually by a certified public accountant selected by the Council. Notwithstanding the option for review, the account of the treasurer will be audited at least once every three years. The treasurer's report shall be presented at the annual meeting and shall appear in the annual report of the Society. Any or all of these duties may be delegated to appropriate staff, with the treasurer having final responsibility.

- E. Officers to Complete Business of Session All business of each annual meeting shall be completed by the officers who have served during the session.
- F. Bonding of Officers Any officer of the Society authorized to sign checks shall be bonded.

Chapter IV COUNCIL

Section 1. Function

The Council shall be responsible for the conduct of the affairs of the Society in the intervals between meetings of the membership.

Section 2. Members and tenure

The members of the Council shall be the officers of the Society, the immediate past president, the delegate and alternate delegate to the American Medical Association, the councilors and the councilors-at-large. The Dean of the University of Vermont College of Medicine, and the Commissioner of Health, or their physician designees, shall be *ex officio* voting members of the Council.

Any member of the Council who shall be absent from three meetings of the Council during the year next following the annual meeting of the members of the Society may be removed from the Council and from any office held by her or him and any committee of which she or he is a member based on a vote by a majority of the Council.

Section 3. Election of Component Society Councilors

A councilor and alternate shall be elected by each component society and they shall be members of such society and the Vermont Medical Society. Councilors shall be elected biennially, each to serve for two years, or until a successor is elected and installed. No councilor shall serve for more

than three (3) consecutive terms. Councilors shall take office at the next regular meeting of the Council following their election.

Section 4. Appointment of Councilors-at-Large

Up to five (5) councilors-at-large will be appointed by the Council to serve two (2) year terms, not to exceed three (3) consecutive terms, to assure balanced representation on the Council based on medical specialty, demographics, and practice type.

Section 5. Appointment of Council Representatives of Specialty Sections and Hospital Medical Staffs

- A. Each Specialty Section, recognized by the Society pursuant to Chapter VIII of these By-Laws, may appoint a Councilor, and shall be encouraged to have at least 50% of their total membership comprised of Society members. Councilors appointed by Specialty Sections must be members of the Society and shall serve two-year terms. No Councilor appointed by a Specialty Section may serve more than three (3) consecutive terms.
- B. Each Hospital Medical Staff may appoint a Councilor, and shall be encouraged to have at least 50% of their total membership comprised of Society members. Councilors appointed by Hospital Medical Staffs must be members of the Society and shall serve two-year terms. No Councilor appointed by a Hospital Medical Staff may serve more than three (3) consecutive terms.

Section 6. Duties

The Council shall:

- A. Serve as the prime avenue of communication between the Society, Hospital Medical Staffs, and the component societies.
- B. Appoint the executive vice president and define terms of employment.
- C. Approve the annual budget and monitor the ongoing financial status of the Society, whose fiscal year shall correspond with the calendar year.
- D. Approve the actions of the Executive Committee.
- E. Superintend the publications of the Society.
- F. Choose nominees for the boards and standing committees as designated in Chapter VII, submitting the names of these nominees for approval at the annual meeting.
- G. Designate recipients of awards as described in Sections 10 through 13.

- H. Have full control of all arrangements for the annual and special meetings of the membership and shall provide meeting places for the annual and special meetings. It shall also have control of all exhibits.

Section 7. Meetings

Regular meetings of the Council shall be held as specified by the Council. Special meetings of the Council may be called at any time by the president, or by six members of the Council, by mailing a written notice to the last known address of each member of the Council, at least five (5) days before such meeting is to be held. Such notice shall specify the object of the special meeting and no other business shall be transacted thereat. A majority of the Council shall constitute a quorum, provided that at least three councilors are present. Once a quorum is present, it shall be considered to be in effect until the meeting is adjourned. During the annual meeting of the Society, the Council shall hold meetings as often as may be deemed necessary by the president, and all matters referred to it by the members present shall be reported on the following day, if so requested by the membership. Members may attend any meeting. Guests will be present at the meetings of the Council by invitation of the president.

Section 8. Replacement of Officers

Should a vacancy occur, on account of death, or otherwise, among the officers of the Society, the Council may fill such vacancy until the next annual meeting, unless otherwise provided for in these Articles of Association and bylaws.

Section 9. Duties of Councilors

The Councilors of the Vermont Medical Society shall attend and faithfully represent the members of their component or specialty societies in the Council and shall report the proceedings of that body to their component or specialty societies at the earliest opportunity.

Section 10. Committees of the Council

A. Standing Committees

1. Executive Committee This committee shall function as the continuing agent of the Council in the interval between meetings, considering ongoing business or problems which may arise. It will receive the reports of its sub-committees, such as the Finance Committee. The officers and the Immediate Past President of the Society shall comprise the membership of the Executive Committee.
2. Finance Committee This committee shall consist of the president, president-elect, and secretary-treasurer. Its duties shall be:
 - a. To oversee the fiscal affairs of the Society and make reports and recommendations to the Executive Committee.
 - b. To recommend a budget and make reports as necessary.

- c. To make transfers within the adopted budget, including allowable interfund transfers.
 - d. To establish such fiscal controls as the committee, the executive vice president, and the auditor deem necessary.
 - e. To oversee the expenditures and operations of the Montpelier property and to act upon the executive vice president's recommendations regarding rentals, improvements, or other matters concerning said property owned by the Society.
3. Personnel Committee This committee shall consist of the president, the president-elect and one other member of the Executive Committee, as appointed by the president. Its duties shall be:
- a. To develop personnel policies and procedures for the Society and to recommend their adoption to the Executive Committee.
 - b. To formulate position descriptions for the executive vice president and the Society's staff.
 - c. To make an annual performance evaluation of the executive vice president and forward a report and salary recommendation to the Executive Committee.
4. Nominating Committee A committee of five (5) members shall be appointed by the president within three months after installation. Members shall include the president-elect and the secretary-treasurer, neither of whom may be the chairperson. The president shall designate the chairperson. Its duties shall be to prepare a slate of officers, meeting moderators and delegates to the American Medical Association at the Annual Meeting.

B. Other Committees The Council may create special committees as are needed. Appointments to these committees will be by the president, with the approval of the Council. These committees shall include, but not be limited to the Committee on Awards. Committee terms shall be for ~~one~~ two years and members may be reappointed.

Section 11. Distinguished Service Award

The Distinguished Service Award represents the highest award the Society can bestow upon one of its members. It shall be awarded on the basis of meritorious service in the science and art of medicine and of outstanding contributions to the medical profession, its organizations, and the welfare of the public.

Recipients of this award shall be nominated by the Awards Committee and selected by the Council. In the event that no suitable candidate is nominated in a given year, the award need not be given.

Section 12. Founders' Award

The Vermont Medical Society Founders' Award is presented to an individual who has demonstrated outstanding leadership, vision and achievement in improving the health of Vermonters and all Americans.

Recipients of this award shall be nominated by the Awards Committee and selected by the Council. In the event that no suitable candidate is nominated in a given year, the award need not be given.

Section 13. Other Awards

Recipients of other awards shall be nominated by the Awards Committee and selected by the Council.

Section 14. Statutorily Designated Offices

The President with the approval of the Council will appoint members in good standing to statutorily designated offices.

Chapter V

AFFILIATION WITH THE AMERICAN MEDICAL ASSOCIATION

Section 1. General

This Society shall be affiliated with the American Medical Association. It shall elect delegates and transact other necessary business in accordance with the Constitution and Bylaws of the American Medical Association to the extent that such actions are not inconsistent with the Articles of this Society or the laws of the state of Vermont. The Principles of Medical Ethics of the American Medical Association shall guide the members of the Society.

Section 2. Delegate and Alternate Delegate

The delegate and alternate delegate to the American Medical Association shall be elected at an annual meeting for a two-year term. Each shall serve no more than three two-year terms.

Chapter VI

FUNDS

Section 1. General

Funds may be raised by annual membership dues set at the annual meeting. Additional funds may be raised by an equal assessment on each of the members when so voted at a properly warned meeting or by the Council. Additional funds may be raised for the Society from the publications of the Society, or in any other manner approved by the Council. Funds may be appropriated by

the membership at the annual meeting for any purpose of the Society and by the Council to defray expenditures of the Society.

Section 2. Special Funds

- A. Judicial Fund The Judicial Fund shall be used to implement the functions of the Judicial Board and Jurisprudence Committee as defined in Chapter VII, Section 6, of these bylaws.
- B. Medical Benevolence Fund The Medical Benevolence Fund shall be kept separate and apart from other funds of the Society. No money shall be paid from the Medical Benevolence Fund except on the written authorization of at least three members of the Committee on Medical Benevolence. All beneficiaries shall be designated in the annual report of the treasurer only by number. All communications which might identify a beneficiary shall always remain in strict confidence.
- C. Faulkner Fund The Faulkner Fund is to be used in compliance with the will of Marianne Gaillard Faulkner, which states: "To the Vermont State Medical Society, a corporation of the state of Vermont, the sum of One Hundred Thousand Dollars (\$100,000), to be kept as a permanent fund to be known as the Edward Daniels Faulkner and Marianne Gaillard Faulkner Fund, and the income only is to be used (a) for the relief of pecuniary distress of sick or aged members or the parents, the widows, the widowers, or children of deceased members, and (b) for the relief of pecuniary distress of members resulting from catastrophic natural causes." The Committee on Medical Benevolence shall select the beneficiaries under subparagraphs (a) and (b) of this fund.

In addition, the Vermont Medical Society may expend income from the fund for the purpose of providing certain benefits to impaired physicians and the relief of their spouses and dependents.

- D. Special Purpose Funds Funds shall be administered as stipulated by the terms of the grant or bequest.

Chapter VII BOARDS AND COMMITTEES

Section 1. Membership of Boards and Committees

- A. General Any Society member shall be eligible to serve on a board or committee.
- B. Designated Members
 - 1. The secretary-treasurer shall be an *ex-officio* member of the Committee on Medical Benevolence and shall be a member of the Committee on Investment.
 - 2. The president shall be an *ex-officio* member of all boards and standing committees. The president may assign this function to the president-elect or to the vice-president.

3. The president of the Society, with the approval of the Council, may appoint extra members to a Standing Committee in the interval between Annual Sessions.
- C. Boards Members of boards shall be nominated by the Council and elected at the annual meeting unless otherwise provided for. Boards shall consist of five (5) members, each elected for five (5) years, with staggered terms.
- D. Standing Committees Members of standing committees shall be nominated by the Council and elected at the annual meeting, unless otherwise provided for. Standing committees shall consist of at least three (3) members each elected for a term of two (2) years and eligible for re-election.
- E. Vacancies Vacancies in boards and committees occurring during the interval between annual sessions shall be filled by presidential appointment.

Section 2. Organization

The president of the Society shall appoint the chairperson of the various boards and committees as soon as possible after the annual meeting unless otherwise provided in these bylaws.

Section 3. Committees of Boards

Each board shall have the authority to appoint committees for any purpose within the jurisdiction of the board.

Section 4. Headquarters

The headquarters of each board and committee shall be the executive offices of the Society and all transactions shall be recorded there.

Section 5. Reports

The standing committees shall report to the Council, and shall not take independent action, except as authorized in the bylaws.

Section 6. Duties of Boards and Standing Committees

- A. Judicial Board The Judicial Board shall possess the judicial power of the Society, and its decision shall be final, unless overruled by the Council or action by the membership at an annual or special meeting. The power shall extend to and include: (1) all questions involving membership or the obligations, rights, and privileges of membership; (2) all controversies arising under the Society's Articles of Association and these bylaws or under the Principles of Medical Ethics.

The Judicial Board shall act upon the recommendations of the Board on Ethics and may, at its discretion, investigate general professional conditions and all matters pertaining to the relations of physicians to one another and to the public, may employ legal counsel when deemed necessary, and may make such disbursements from the Judicial Fund as it deems

necessary, but in no event shall it pay damages or be responsible for the settlement of any claim.

The Judicial Board shall have jurisdiction over legal matters involving the Society. It may make such disbursements from the Judicial Fund as it deems necessary for legal assistance to the Society in preparing legal positions, researching law, representing the Society in court, or other legal matters except payment of damages or settlement of claims.

The Judicial Board may request the Board on Ethics or the Committee on Grievances Involving Physicians to investigate in confidence complaints or evidence of unethical conduct. This board and this committee shall submit to the Judicial Board, their reports to include formal charges, if indicated. The Judicial Board may hold hearings at which the accused shall be entitled to be heard. The Board shall have the power to acquit, admonish, suspend or recommend expulsion to the membership at an annual or special meeting, or to the Council.

- B. Board on Ethics The Board on Ethics will be composed of the last five Society presidents with the senior serving as chairperson. All matters pertaining to the ethics of the members of the Society will be referred to it and it shall report its findings to the originator of the referral.

The Board on Ethics will address issues of ethical conduct by members, including, but not limited to, such matters as inappropriate advertising and fee splitting. The board will be guided by the current Principles of Medical Ethics of the American Medical Association and by its own judgment.

Discipline is under no circumstances a function of this board and it shall not function in any sense as a trial body. The Board may refer cases to the Judicial Board at its discretion.

- C. Committee on Grievances Involving Physicians This committee shall address matters of dispute among physicians, between physicians and patients, between physicians and public entities, or between physicians and third party payors. It shall review the quality of care given, fees charged, and the efficacy of services ordered or performed in connection with the specific complaint. It may function as the peer review committee of the Society, and may make referrals to the Judicial Board, the Board on Ethics, appropriate committees of the Society, or the appropriate licensing board or public entity.

- D. Committee on Investment This committee will supervise the management of all the invested funds of the Society, and shall:

1. Establish an investment policy which may be changed if circumstances indicate.
2. Select an investment advisor and review its performance at least annually.
3. Select an investment custodian, which need not be the same as the advisor.
4. Meet with the advisor at least four times annually.

5. Approve all purchase and sales of securities, except when the advisor feels an emergency situation demands immediate sale. In such case, the advisor shall justify this action to the committee.
6. Shall report at least annually to the Council.

The funds of the Society, under the supervision of this committee, may be invested in equities, debt instruments, certificates of deposit, or such other financial instruments as are appropriate to the needs of the Society and its stated investment policy, consistent with the principles of prudent investment.

- E. Jurisprudence Committee This committee is concerned solely with professional liability. It will be composed of one member and one alternate from each of the component societies, selected by these societies, or by appointment of the Council to assure balanced representation, if necessary.

Members of the Society may request a peer review by the committee of any claim or suit involving alleged malpractice through the Society offices. The committee will investigate all cases referred to it and make its recommendation to the physician involved or to that physician's representative. Funds in support of this committee's activities are available from the Society's Judicial Fund.

Interested insurance companies, involved members and their representatives, the Society's legal counsel, and the executive vice president or designee will be the only non-members who may meet with this committee. The president of the Society and the chairman of the Judicial Board will be ex-officio members of this committee, with the right to vote.

- F. Committee on Medical Benevolence This committee shall be charged with the supervision of the relief of pecuniary and other distress of sick or aged members or of the parents, widows, widowers, or children of deceased members; and the relief of pecuniary distress of members resulting from catastrophic natural causes. It shall have the absolute and confidential jurisdiction over the Medical Benevolence Fund. It may also receive subscriptions and donations to be used for the relief of particular members or their dependents as specified above. It shall give consideration to the findings and recommendations from the president, the secretary and the councilors of the distressed member's component society. It shall also select recipients of assistance from the Faulkner Fund and determine grants to be made as outlined in Chapter VI, Section 2, paragraph C of these bylaws.
- G. Committee on Medical Economics and Insurance This committee shall evaluate insurance, retirement and investment plans which may benefit members of the Society. The committee shall develop and supervise selected group programs for the benefit of the members of the Society.

Chapter VIII

SPECIALTY SECTIONS AND OTHER SECTIONS

Section 1. Specialty Sections

Since the Society recognizes that many of its members function in one or more of the various medical specialties, it encourages involvement by its members in those organizations within the state which represent these specialties. In those specialties where there is no such organization, the members are encouraged to support the section representing the specialty in which each member is interested or engaged. The specialty sections currently recognized by the Society are listed in Appendix iv.

Section 2. Other Sections

The Society may, as provided in Section 3, recognize other special sections comprised of physicians, physicians-in-training (residents) or medical students which are organized to promote and foster the special interests and needs of its members provided the objectives of such organizations are not in direct conflict with the Society.

Section 3. General

- A. The Council has the prerogative of deleting from, adding to or otherwise modifying the list of recognized specialty sections or other sections.
- B. Membership in specialty sections or other sections shall be determined by their membership irrespective of membership in the Society.
- C. Each specialty section or other section may organize itself as it deems appropriate. The Society, however, is available to assist any section with its organization, operation or both.
- D. Each specialty section or special section may submit a report of its activities to be included in the Society's annual report.

Chapter IX SEAL

The Council shall determine the inscription to be placed upon the "corporate seal" of the Society. The seal shall be kept at the Society's executive office.

Chapter X WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Vermont Non-Profit Corporation Act or under the provisions of the Articles of Association or the bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Attendance at, or participation in, any meeting for which a member or officer is entitled to notice shall be deemed a waiver of such notice, unless timely objection is made at such meeting.

Chapter XI INDEMNIFICATION

To the full extent permitted by Vermont law, and not in derogation thereof, the Society shall indemnify every person made or threatened to be made a party to any action or proceeding by reason of the fact that he is or was a director, officer, agent or employee of the Society; provided that:

1. He/she shall not be finally adjudged in such action or proceeding to be liable for gross negligence or willful misconduct in the performance of his/her duty; and
2. It shall not be determined by a disinterested majority of the Council that he/she acted beyond the scope of his/her duty; and
3. The Council shall be subrogated to such person's right to control over the conduct or defense of such action or proceeding.

Chapter XII AMENDMENTS TO THESE BYLAWS

- A. The president will appoint a committee to review periodically and make recommendations for revision of the bylaws.
- B. A vote of the membership at any annual or special meeting may amend these bylaws, provided there is a two-thirds vote in favor of such amendment; and
 1. Any such amendment shall have been proposed at the immediately preceding annual or special meeting; or
 2. Any such amendment shall have been submitted in writing to all members of the Society not less than thirty (30) days prior to the annual or special meeting at which such amendment is considered.

Appendix i AMERICAN MEDICAL ASSOCIATION

Principles of Medical Ethics

PREAMBLE

The Medical profession has long subscribed to a body of ethical statements developed primarily for the benefit of the patient. As a member of this profession, a physician must recognize responsibility not only to patients, but also to society, to other health professionals, and to self. The following principles adopted by the American Medical Association are not laws, but standards of conduct which define the essentials of honorable behavior for the physicians.

- I. A physician shall be dedicated to providing competent medical service with compassion and respect for human dignity.
- II. A physician shall deal honestly with patients and colleagues, and strive to expose those physicians deficient in character or competence, or who engage in fraud or deception.
- III. A physician shall respect the law and also recognize a responsibility to seek changes in those requirements which are contrary to the best interests of the patient.
- IV. A physician shall respect the rights of patients, of colleagues, and of other health professionals, and shall safeguard patient confidences within the constraints of the law.
- V. A physician shall continue to study, apply and advance scientific knowledge, make relevant information available to patients, colleagues, and the public, obtain consultation, and use the talents of other health professionals when indicated.
- VI. A physician shall, in the provision of appropriate patient care, except in emergencies, be free to choose whom to serve, with whom to associate, and the environment in which to provide medical services.
- VII. A physician shall recognize a responsibility to participate in activities contributing to an improved community.

Approved by the AMA House of Delegates, December, 1980.

Appendix ii

AMENDED ARTICLES OF ASSOCIATION OF THE VERMONT STATE MEDICAL SOCIETY

The undersigned, being natural persons of the age of majority, and being the duly elected and qualified President and Secretary of the **VERMONT STATE MEDICAL SOCIETY** hereby certify that the **AMENDED ARTICLES OF ASSOCIATION OF THE VERMONT STATE MEDICAL SOCIETY** set forth herein have been duly approved and adopted by members of the Society entitled to vote thereon at a meeting of the House of Delegates noticed and held in accordance with the Constitution and Bylaws of the Society and the Vermont Nonprofit Corporation Act (11 V.S.A., Ch. 19) on October **28, 1995**.

ARTICLE 1

The name of this corporation shall be the **VERMONT MEDICAL SOCIETY** (referred to herein as the "Society"), being the successor organization to the **FIRST MEDICAL SOCIETY IN VERMONT**, organized on August 19, 1784, and incorporated as a body corporate and politic by Act of the General Assembly adopted October 24, 1784, as subsequently amended by Acts of the General Assembly adopted at Sessions thereof 1794, 1804, 1812, 1813, 1814, and by No. 360 of the Acts of 1913. Desiring to avail itself of the provisions of the Vermont Nonprofit Corporation Act, the Society hereby publishes its Constitution, as amended to the date hereof, as these Amended Articles of Association, and further acknowledges and ratifies its acceptance of all

powers, rights, privileges, and prerogatives heretofore granted to it by enactments of the Vermont General Assembly, the provisions of which enactments are incorporated by reference as if fully set forth at length herein.

ARTICLE II

The duration of this Society shall be perpetual.

ARTICLE III

The registered office of the Society shall be its principal office at 136 Main Street in the City of Montpelier, Vermont. The registered agent of the corporation shall be its executive vice president, by whatever title given, duly appointed from time to time in accordance with the Bylaws of the Society, the incumbent being Karen N. Meyer, whose address is the registered office of the Society.

ARTICLE IV

Included with those purposes set forth in the Society's initial act of incorporation and subsequent amendments thereto, the Society is organized for the following purposes:

- (1) To serve the public by facilitating and enhancing physicians' individual and collective commitments, capabilities and efforts to improve the quality of life for the people of Vermont through the provision of accessible and appropriate health services.
- (2) To encourage and aid the progress and development of the sciences of medicine and surgery and to encourage research to those areas.
- (3) To promote the public health.
- (4) To encourage cooperation among physicians and surgeons, to the end that the standard of professional skill, care and judgment may be elevated generally.
- (5) To provide a means for physicians' leadership and cooperation with other agencies concerned with health care.
- (6) To affiliate with the American Medical Association.
- (7) To affiliate with the various medical societies within the State of Vermont which constitute the components of the Society (notwithstanding the independent and separate natures of said component societies) for their mutual benefit and that of their respective members.
- (8) To advance the general, moral, social and intellectual welfare of its members.

ARTICLE V

Included with those powers heretofore granted the Society by enactments of the General Assembly, including the Vermont Nonprofit Corporation Act, and not in derogation or limitation of said enactment, the Society shall have the following powers:

- (1) To acquire, hold, manage and deal in both real and personal property for the common welfare of the Society and its members.
- (2) To levy and collect taxes for any of its purposes.
- (3) To make contracts and incur liabilities.
- (4) To acquire and manage funds.
- (5) To adopt bylaws and regulations for its organization and government, and the administration of its affairs, including the power to fix the dates and places of meetings.
- (6) To fix the condition of membership, including the election, succession, discipline and expulsion of the same.
- (7) To provide for such officers, delegates and assistants as may be required in the furtherance of its purposes, and to fix the compensation for services so rendered.
- (8) To elect honorary members and confer awards of merit upon members and non-members for exemplary service to the Society or in the furtherance of its purposes.
- (9) To assist its members in all matters relating to professional liability, and otherwise to aid its members to the extent approved by vote of the Society.
- (1) To do any act not in contravention to the general law of this State, the United States, or to specific enactments relating to the Society.
- (2) To adopt bylaws for the uniform regulation and governance of the component medical societies in all matters and concerns which are strictly connected with the Society, including the requirement that a member of the Society must be a member of a component society.

ARTICLE VI

Membership in the Society shall be limited to those members in good standing of the medical profession, as defined in the bylaws of the Society, upon whom have been conferred the academic degree of Doctor of Medicine, Doctor of Osteopathy or comparable degree accepted for the practice of medicine or surgery, and who are licensed to practice medicine under the laws of this State; subject, however, to the provisions of the Society's bylaws regarding membership.

ARTICLE VII

The ultimate authority for the Society's governance shall be vested in its members as described in the Society's bylaws approved and adopted on October 28, 1995, as may be amended hereafter.

ARTICLE VIII

The officers of the Society shall be a president, president-elect, vice president, and secretary-treasurer. The manner of election and duties of these officers shall be set forth in the Society's bylaws.

ARTICLE IX

The executive body of the Society shall be a Council consisting of the officers named in Article VIII, the immediate past President of the Society, the Society's delegate and alternate delegate to the American Medical Association, those members elected as councilors by the component societies, and councilors-at-large appointed by the Council consistent with the Society's bylaws. The Council shall perform such duties as in general devolve upon corporate directors, and shall conduct the business of the Society during intervals between annual and/or special meetings of the membership, as described in the Society bylaws.

ARTICLE X

The Society shall have the power to indemnify its officers, employees, agents and members to the extent as may be provided in its bylaws.

ARTICLE XI

These Articles may be amended by a vote of the membership at any annual or special meeting thereof, provided:

- (1) Two-thirds thereof vote in favor of such amendment; and
- (2) Any such amendment shall have been proposed at the immediately preceding annual or special meeting of the membership; or
- (3) Any such amendment shall have been submitted in writing to all members of the society not less than thirty days prior to the annual or special meeting of the membership at which such amendment is considered.

ARTICLE XII

This Society is not formed, organized or operated for pecuniary profit. No part of the net income of the Society shall pass to any member thereof. In the event of its dissolution, the assets of the Society shall be transferred to the component societies of the Vermont Medical Society in direct proportion to the number of active and life members in each component society to the Society's total membership at the time of dissolution, or to such other scientific organizations as shall be designated by two-thirds vote of the members of the Society entitled to vote thereon. Any dissolution of the Society shall be effected only under the supervision and direction of such Vermont Superior Court having jurisdiction in the premises.

IN WITNESS WHEREOF, we hereunto subscribe as the duly authorized officers of the VERMONT STATE MEDICAL SOCIETY, this 28th day of October, 1995.

President, Vermont State Medical Society

Secretary, Vermont State Medical Society

Appendix iii

UVM MEDICAL STUDENT MEMBERSHIP IN VERMONT MEDICAL SOCIETY

Guidelines & Procedures

I. MEMBERSHIP

A medical student, duly enrolled in the University of Vermont College of Medicine (UVM), upon application on a form prescribed by and submitted to the UVM Medical Student Section, and accepted by the student section will become a student member of the Vermont Medical Society (VMS). Membership will be terminated by resignation, upon graduation from or failure to continue enrollment in the UVM College of Medicine, or at the direction of the Medical Student Section.

II. REPRESENTATION

A student elected from each of the four (4) classes of the UVM College of Medicine, in a manner determined by the Student Membership, will serve as the respective class representative in all matters pertaining to the Society. Each shall be eligible to participate in meetings of the VMS Council without a vote.

The Student Membership shall be entitled to appoint from the class representatives two (2) voting representatives to annual and special meetings of the Society.

III. AMA STUDENT DELEGATE

The third year class representative will serve as the voting member to the Business Meetings of Medical Student Members of the American Medical Association (AMA). An alternate will be selected from the remaining class representatives. In order to serve as a voting delegate, the class representative must be a Medical Student Member of the AMA and be properly certified to the Governing Council of the AMA Medical Student Section. This delegate will be sponsored by the VMS, funds permitting.

IV. PRIVILEGES OF MEMBERSHIP

Student members will be welcome at all general meetings of the Society and of its sections where they may engage in, and are encouraged to participate in discussion. They may serve on any committee to which the general membership of the Society may be appointed. Student members

are welcome at meetings of the Chittenden County Medical Society and encouraged to participate in the activities of this component society of VMS.

Student members will receive all informational publications of the Society including, but not limited to the VMS newsletter, and Legislative Bulletin. They also will receive announcements concerning the Society's annual meeting or any special meetings.

The Medical Student Section may submit to the VMS Council for consideration resolutions to be acted upon by the membership at the annual meeting of the Society. It also may submit a report of its activities to be included in the Society's annual report.

V. OTHER

It is the responsibility of the Medical Student Section to recruit members and to notify the VMS executive offices of changes in its membership or their addresses.

Membership dues, if assessed, will be set by the membership at the annual meeting and the same shall be payable on the first of January of each year.

The Medical Student Section may organize itself as it deems appropriate in matters not covered by these guidelines and procedures, or the Bylaws of the Society. The Society, however, is available to assist with its organization, operation or both.

Approved - VSMS Council, March 17, 1990

Amended - VMS Council, January 27, 1996

Appendix iv **SPECIALTY SECTIONS**

The specialty sections currently recognized by the Society are:

- Anesthesiology
- Dermatology
- Emergency Medicine
- Family Practice
- Internal Medicine
- Medical Education
- Neurology Neurosurgery
- Obstetrics & Gynecology
- Oncology
- Ophthalmology
- Orthopedics
- Otolaryngology
- Pathology
- Pediatrics
- Psychiatry
- Radiology

Surgery
Thoracic Surgery
Urology