

VERMONT MEDICAL SOCIETY

TO: VMS Membership
FROM: Jessa Barnard, Executive Director
DATE: July 17, 2018
RE: Proposed Amendments to VMS Bylaws Regarding County Medical Societies

VMS staff and leadership observe that the focus of physician professional activities has shifted over time away from county medical societies to the medical staff, the statewide medical society and specialty society events. **The VMS Council has endorsed a proposal to modernize VMS' structure by decoupling VMS and county medical society membership.** This proposal seeks to reflect the current activity level of the county societies, to increase VMS' direct support for regional and student activities across the state, and to achieve the most effective use of member assets and dues.

These changes require updates to VMS' bylaws and Articles of Incorporation. In order for the amendments to be adopted, they will need a 2/3rd vote in support at the October 27th VMS annual membership meeting in Stowe.

Background

Current Status of County Medical Societies

Vermont's eleven county medical societies (referred to in the bylaws and Articles of Incorporation as "component medical societies") have struggled to maintain any formal structure. Only four have any identified contact person and only two hold an annual event (Franklin and Rutland). None currently have names registered with the Secretary of State or documented bylaws. They also vary widely in terms of dues charged (\$3-\$60 per year, assessed and collected by VMS) and assets accumulated in VMS bank accounts (\$474 to \$102,273).

Proposal For County Medical Society Restructuring and Use of Assets and Dues

County/Component Societies:

- The VMS Council proposes decoupling VMS and county medical society membership by eliminating reference to component medical societies in the VMS bylaws and articles of incorporation. VMS will no longer require membership in a county medical society and will no longer charge or collect dues for county medical societies. Under the proposal further outlined below, regional activities will still be encouraged and financially supported by VMS and the VMS Council will still have county representation. VMS believes that by centrally promoting and helping organize such events, it will increase their frequency and relevance to members. If desired, county medical societies can continue to operate independently and could either charge dues or apply to VMS for support of their regional activities. Otherwise, any group of members in a geographic area will be encouraged to apply for regional event funding. VMS has reached out to the remaining county society contacts and is aware of one county society considering remaining active.

Assets:

- VMS staff propose to combine the approximate \$171,000 in accumulated component society assets currently held by VMS in VMS bank accounts with the VMS Education

VERMONT MEDICAL SOCIETY

and Research Foundation fund. This combined investment fund will generate close to the \$10,000 annually needed to continue the current funding level provided for medical student scholarships. Previously, \$6,000 was contributed by the Chittenden County Medical Society and \$4,000 from the ERF Fund.

Dues:

- VMS proposes to eliminate component/county society dues and replace them with a flat \$10 assessment for regional and student activities. This is close to the average county dues cost of \$9.68. It would result in a significant reduction in dues for a number of our largest counties, and more equitably distribute support for medical student and resident activities, while also retaining funds for county/regional events.

Proposed Use of \$10/year Membership Assessment	
Regional events planned by members funded by application to VMS (at least 2/year)	\$4000
Regional membership events planned by VMS staff (at least 3/year)	\$6000
Medical Student Travel to AMA Annual and Interim Meeting	\$2000
Medical Student/Resident meals at VMS Annual Meeting	\$1500
Scholarships for Students/Residents to attend ERF Leadership Trainings at no cost	\$500
Total	\$14,000 (vs. \$32,909 total county dues collected per year)

Summary of Bylaws Changes Proposed

In order to accomplish the plan described above, the following bylaws changes are required:

- Chapter I, Section 2 (I), Component Society Membership: Eliminates requirement that VMS members be members of a component society.
- Chapter I, Section 3(A), Annual Membership Dues: Eliminates reference to county society dues being due every January 1.
- Chapter I, Section 5, Transfer of Membership in Component Society: Eliminates reference to transferring county society membership
- Chapter I, Section 6(B), For Delinquency of Dues: Eliminates reference to referring members to a county society to review and make recommendation regarding dropping a member due to delinquent dues
- Chapter II, Section 1(B), Special Meetings: Eliminates reference to county societies calling a special session of the membership
- Chapter II, Section 4, Resolutions: Eliminates reference to county societies drafting resolutions
- Chapter III, Section 5(D), Secretary-Treasurer: Eliminates role of Secretary-Treasurer to advise county societies regarding membership eligibility
- Chapter IV, Section 3, Appointment of County Councilors: Changes Council representation from a councilor and alternate to be elected by each county society to a

VERMONT MEDICAL SOCIETY

councilor and alternate from each county to be elected by the full membership at the annual membership meeting

- Chapter IV, Section 6 & 9: Sets as a duty of the Council to be an avenue of communication with the counties (rather than county medical societies) and duty of councilors to represent his/her county
- Chapter VII, Section 5(C), Committee on Medical Benevolence: The Committee shall give consideration to the findings and recommendations of councilors of a distressed member's county, rather than county medical society

In addition, several changes are proposed to update outdated language unrelated to county societies:

- Chapter I, Section 4, Continuing Medical Education: Eliminates outdated reference to VMS documenting members' completion of CME
- Chapter I, Section 6(C), For Infraction: Updates language referring to participating in the Vermont Practitioner Health Program
- Chapter VII, Section 5(D), Committee on Medical Economics and Insurance: Removes reference to outdated Committee that no longer meets

Summary of Proposed Amendments to Articles of Incorporation

- Article IV: removes purpose of affiliating with component (county) medical societies
- Article V: removes power of adopting bylaws for county medical societies and requirement that members of VMS must be members of a county society
- Article IX: Eliminates reference to Councilors from county societies as members of Council
- Article XII: Eliminates reference to assets of VMS being transferred to County societies in the event of VMS' dissolution

In addition, several changes are proposed to update outdated language unrelated to county societies:

- Articles I & III: Updates outdated references to name, address and registered agent for Society
- Article VI: Makes update to Articles allowing PAs to be members (already updated in bylaws)

A full version of VMS' current bylaws and Article of Incorporation can be found at <http://www.vtmd.org/about-us/bylaws>.

Thank you for your attention to this important proposal to modernize VMS' structure. Please let me know if you have any comments or questions.