

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

**ARTICLE 1  
NAME**

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

**ARTICLE 2  
PURPOSES**

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

**ARTICLE 3  
ORGANIZATION**

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

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

**SECTION 1:** This Society shall operate as a component medical society under charter of the

CMA, and all the provisions of the Articles of Incorporation and Bylaws of the CMA in force at the time of the adoption of these Bylaws, together with all amendments to either said Articles of Incorporation and Bylaws thereafter adopted, shall, so far as applicable, be an integral part of the Bylaws of this Society. Except for Honorary and Out-of-State Members, no one may be a member of the Society who is not also a member of the California Medical Association. In the event the Bylaws or any provision of the Bylaws adopted by this Society conflict with the Bylaws of the CMA, the Bylaws of the CMA shall prevail.

## **ARTICLE 5 MEMBERSHIP**

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

**SECTION 2: CLASSES OF MEMBERS.** The members of this Society shall consist of 1. Active, 2. Government Employed, 3. Associate, 4. Multiple Memberships; 5. Retired, and 7. Honorary;

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

**SECTION 2.1: REGULAR ACTIVE MEMBERSHIP.** To be eligible for election to regular active membership in the Society, an applicant must meet all qualifications in the Bylaws of the CMA for regular active membership in a component medical society.

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

Any person holding the degree of Doctor of Medicine, or Doctor of Osteopathy, residing and/or practicing in Humboldt County or Del Norte County, shall be eligible for immediate application. He/she must hold an unrevoked or unsuspended license to practice medicine and surgery issued to him/her by the Medical Board of California or Osteopathic Medical Board of California, which license shall not be subject to any conditions of probation, or be a physician and surgeon practicing medicine on a federal enclave, and must reside or practice in the State of California. The applicant must be of good moral and professional character. The applicant must subscribe to the Principles of Medical Ethics of the American Medical Association (hereafter AMA), the CMA and the Humboldt-Del Norte County Medical Society, and shall recognize the authorized officers of the Society as the proper authority to interpret any doubtful point of ethics. Active Members shall have the right to vote, the privilege to attend and take part in all meetings of the

Society and its sections and committees. He/she shall be eligible to any office or honor within the Society.

**SECTION 2.2: GOVERNMENT EMPLOYED.** To be eligible for Government-Employed membership, an applicant must be eligible for regular active membership and must receive more than fifty (50) percent of the applicant's practice income from county, state or federal employment. Government Employed membership shall be granted at the discretion of the Executive Board. He/she shall have all the rights and privileges of Active members. Dues shall be assessed annually by the Executive Board as prescribed in these By-Laws.

**SECTION 2.3: ASSOCIATE MEMBERS** (Also known as Out-Of-State Members). To be eligible for election to an Associate Membership in the Society, an applicant must hold the degree of Doctor of Medicine or Doctor of Osteopathy, or the equivalent, and must possess all the qualifications necessary for regular active membership except the applicant must hold an unrevoked and unsuspended license to practice medicine from another state, and must not hold a California license to practice medicine. Associate membership shall be granted at the discretion of the Executive Board. He/she shall have all the rights and privileges of Active members except the right to vote or hold any elective office in the Society. Dues shall be assessed annually by the Executive Board as prescribed in these By-Laws.

**SECTION 2.4: MULTIPLE MEMBERSHIP.** The Medical Society may grant multiple membership to any physician who is already a regular active member of the CMA and another component society. A multiple membership is not counted for any representational purpose, as the member is already recognized pursuant to the member's regular active membership. Benefits include visibility in *North Coast Physician* and Directories, copies of membership directories, monthly newsletter, communication resources, referrals, etc. Requests for additional directories, mailing labels, classified ads, etc. will be at full rate. They shall receive Society publications at such rates as determined by the Executive Board. Dues shall be assessed annually by the Executive Board as prescribed in these By-Laws.

**SECTION 2.5: RETIRED MEMBERSHIP** A physician who has ceased the practice of medicine -has a retired, inactive, cancelled, disabled or voluntary license from the Medical Board of California or the Osteopathic Medical Board of California, or who have otherwise been determined by the Medical Society to have ceased the practice of medicine to the extent and for reasons satisfactory to the Medical Society and Executive Board is eligible for Retired Membership. Retired membership shall endure as long as the member does not engage in the practice of medicine; but in the event that a member classified as retired resumes the practice of medicine, such resumption shall automatically terminate retired membership and reestablish active membership after payment of dues. Upon resumption of the practice of medicine by any retired member, the Secretary of the Society shall transfer such member from the Retired classification to the Active classification,-and notify the C.M.A., which shall do likewise with respect to the membership rolls of the Association. He/she shall not have the right to vote or hold office, but Retired Members may serve on committees for which they qualify. They shall receive

Society publications at such rates as determined by the Executive Board.

**SECTION 2.6: HONORARY MEMBERSHIP.** A person distinguished for his/her services or attainments as a doctor of medicine, or in the field of public health, or in research or other scientific work contributing to medicine may be elected to Honorary membership of this Society by action of the Executive Board. He/she shall not have the right to vote or hold office, but may serve on committees to which he/she otherwise qualifies. He/she shall pay no dues or assessments. They shall receive Society publications at such rates as determined by the Executive Board.

**SECTION 2.7: RESIDENT PHYSICIAN ACTIVE MEMBERSHIP.** A member of the CMA Resident and Fellow Section whose residency, fellowship, internship or residence is located in the Humboldt-Del Norte County area is eligible for concurrent Resident Physician Active Membership in the Society. They shall receive Society publications at such rates as determined by the Executive Board.

**SECTION 2.8: MEDICAL STUDENT ACTIVE MEMBERSHIP.** A member of the CMA Medical Student Section whose medical school/ training facility or residence is located in this Society's geographic region is eligible for concurrent Medical Student Active Membership in the Society. The term "medical school", whenever used, includes both schools of medicine and schools of osteopathy. The term "medical student", whenever used, includes both students of medicine and students of osteopathy. They shall receive Society publications at such rates as determined by the Executive Board.

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

**SECTION 4: RIGHTS OF MEMBERS.** Only Active Members of the Society are entitled to vote or hold elective office. Each Active Member shall be entitled to one vote. Proxy voting is prohibited. The right to vote and hold elective office does not extend to any other membership class. All members of the Society shall, regardless of membership class, have the right to be appointed to committees.

**SECTION 5: PROCEDURE FOR ADMISSION.** The Executive Board, acting as the admission body, shall have the power to admit or reject applicants for membership, provided that

such actions must be consistent with these ByLaws.

**SECTION 6: RESIGNATION OF MEMBERSHIP.** Any member in good standing may resign by filing with the Secretary a written resignation which may be accepted by the Executive Board only after all indebtedness to the Society has been paid to the date of the filing of resignation.

**SECTION 7: CENSURE, PROBATION, SUSPENSION, OR TERMINATION OF MEMBERSHIP.** The Society, for good cause may expel, suspend, place on probation or otherwise censure any member in accordance with the Bylaws of the CMA. Good cause warranting adverse action shall include: 1) being adjudged guilty of a criminal offense involving moral turpitude; 2) being adjudged guilty by this Society in accordance with the procedural requirements of the Bylaws of CMA of gross misconduct as a physician or a surgeon; 3) violation of any of the provisions of these Bylaws; 4) violation of any of the Principles of Medical Ethics promulgated from time to time by the AMA; or 5) failure to comply with a request by, cooperate with, or appear before any committee or the Executive Board after reasonable notice.

**SECTION 8: AUTOMATIC TERMINATION FOR FAILURE TO PAY DUES.** Membership in the Society shall terminate automatically if dues or any other indebtedness owed to this Society or the CMA remain unpaid as of March 1<sup>st</sup> of each year. For good cause shown by the member prior to termination, the Executive Board may continue membership on such terms as the Executive Board establishes. The Society shall make reasonable efforts to provide written notification to any member whose membership is due to lapse for nonpayment or indebtedness.

**SECTION 9: AUTOMATIC TERMINATION, SUSPENSION OR PROBATION BASED ON EXPIRATION, CANCELLATION OR DISCIPLINARY ACTION BY THE LICENSING BOARD.** Whenever a member's license to practice medicine in this state is cancelled or is revoked, membership in the Society shall be immediately and automatically terminated as of the date the action becomes effective. Upon a receipt of a copy of an action by the Medical Board of California or the Osteopathic Medical Board of California that a member has been placed on probation, or that a member's license has been suspended or surrendered to a court on order of a judge, the member's membership shall immediately and automatically be terminated, suspended or placed on probation as provided by the Bylaws of the CMA.

The right to a hearing on any action taken pursuant to this section shall be limited to a hearing to determine whether the action by the licensing board has occurred.

## **ARTICLE 6 DISCIPLINARY PROCEDURES**

Disciplinary procedures for the Humboldt-Del Norte County Medical Society shall follow

established guidelines of the CMA for the current year.

## **ARTICLE 7 MEETINGS**

### **SECTION 1: GENERAL MEMBERSHIP MEETINGS**

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

### **SECTION 2: SPECIAL MEETINGS**

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

### **SECTION 3: QUORUM**

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

## **ARTICLE 8 DUES AND ASSESSMENTS**

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

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

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

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

The Executive Board shall have the authority to approve dues discounts or waivers for members



who are eligible for reduced CMA dues if the Society reduces its dues to the same degree as the CMA dues reduction. CMA dues rates are set by the CMA House of Delegates each year.

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

## **ARTICLE 9 EXECUTIVE BOARD AND EXECUTIVE COMMITTEE**

**SECTION 1: EXECUTIVE BOARD.** The elected officers and representatives of this Society shall be President, President-Elect, Secretary/Treasurer and Past President; Three Directors shall be appointed by the President and three additional Directors shall be elected from the membership-at-large. Officers and Directors shall function as the Medical Society Executive Board.

The Executive Board shall manage the affairs of the organization. It shall be guided by existing policy of the Humboldt-Del Norte County Medical Society and shall have the duties and powers which are imposed and conferred upon them by the Articles of Incorporation and these ByLaws. The Executive Board shall be vested with full and complete power and authority to manage, control, use, invest, re-invest, lease, make contracts in respect of and concerning, convey, give, grant, transfer, mortgage, convey in trust, sell or otherwise dispose of all property and assets of whatever kind or nature owned by the Society and also shall be vested with full and complete power and authority to do and perform all acts to conduct all the work and activities of this Society in fulfilling the purposes thereof.

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

The Executive Board shall also assist in membership recruitment and retention efforts.

**SECTION 2: EXECUTIVE COMMITTEE.** Three positions will be available for representatives from our Northern, Southern and Eastern areas. Committee Chairpersons, CMA Officers, Delegates, Alternate Delegates, and members of CMA's Mode of Practice Fora practicing in Humboldt-Del Norte shall be invited to participate in all meetings of the Executive Board. The Public Health Officers, if members, from both Humboldt and Del Norte Counties

shall serve as ex-officio members of the Executive Board. All regular participating members of the board listed above shall be eligible to vote. These representatives shall constitute the Executive Committee.

**SECTION 3: FINANCE COMMITTEE.** Elected Officers of the Medical Society (President, President, Secretary/Treasurer and Immediate Past President) shall serve as the Medical Society Finance Committee.

The Finance Committee shall approve for each year a proposed budget of anticipated income and expenditures, to apply to succeeding calendar years of the Society. The proposed budget shall be prepared in consultation and with the cooperation with others with knowledge of the needs of the Society by the Executive Director.

**SECTION 4: METHOD OF ELECTION.** The officers and representatives shall be elected in a manner provided herein at the regular annual meeting of this Society.

**SECTION 5: TERMS OF OFFICE.** All elected officers shall serve a term of one year, unless specified elsewhere in the By-Laws. All elected officers shall assume office on the first day of January following their election.

**SECTION 6: MEETINGS.** The Executive Board shall meet on call of the President, or in his/her absence on the call of the President-Elect. All members of the Executive Board shall be notified in a timely manner of any and all meetings of the Executive Board. Except when in Executive Session, any member of the Society in good standing shall have the privilege of attending a meeting of the Executive Board at which time he/she may present any matter of interest to the Society. A meeting shall be called by the President at any time he/she is requested to do so by any member of the Executive Board.

**SECTION 7: EXECUTIVE SESSION.** “Executive Session” of the Executive Board is a closed meeting open only to voting members of the Executive Board, in which sensitive or confidential matters may be discussed and acted upon. Guests, such as witnesses, advisors, or staff, may attend only by invitation.

Executive Session will be called to include any of the following:

- a.) Disciplinary actions against any member
- b.) Personnel matters, such as discussion of salaries and evaluation of employees
- c.) discussion of pending legal problems and other matters of highly sensitive nature.

**SECTION 8: ACTION WITHOUT A MEETING.**

Any action required or permitted to be taken by the Executive Board may be taken without a meeting if all members of the Executive Board shall individually or collectively consent in writing to such action. Such written consent or consents may be obtained through facsimile transmission (fax) or electronic mail, and shall be filed with the minutes of the proceedings of the

Executive Board. An action by written consent shall have the same force and effect as a vote of the Executive Board.

**SECTION 9: PARTICIPATION BY CONFERENCE.** Executive Board members may participate in a meeting through use of conference telephone or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting as long as all members participating in the meeting are able to hear one another.

**SECTION 10: DISQUALIFICATION OF EXECUTIVE BOARD MEMBERS.**

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

**SECTION 11: VACANCIES.**

When the office of President shall fall vacant by reason of death, removal or resignation, the President-Elect shall assume the office of the President. The vacancy then left for President-Elect shall not be filled until the next election. When two vacancies occur, (President and President-Elect), the Executive Board shall appoint a President protem until the next election. At the next election there shall be nominations for the office of President and President-Elect. Other offices, should they become vacant, shall be filled by action of the Executive Board until the first day of the next official year when duly elected candidates shall be installed.

**SECTION 12: RECORDS.** All of the acts and proceedings of the Executive Board shall be recorded by the Secretary and kept on file at the Medical Society office. Unless otherwise provided for in these By-Laws, these minutes shall be submitted for authorization or ratification and approval by the Executive Board at its next regular meeting.

**SECTION 13: QUORUM.** The presence of three (3) members of the Executive Board shall constitute a quorum. The President shall serve as the chairperson and shall vote only when it is necessary to break a tie vote.

**SECTION 14: QUALIFICATION.** Candidates for the office of President or President-Elect must have served at least 9 months on the Executive Board. This service need not be immediately prior to the nomination.

**SECTION 15: DUTIES OF PRESIDENT, PRESIDENT-ELECT  
AND SECRETARY /TREASURER**

**SECTION 15.1: PRESIDENT.** The President shall be the Chief Executive Officer of the Society and shall be the Chairperson of the Executive Board . He/she shall serve as the-chief

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

**SECTION 15.2: PRESIDENT-ELECT.** The President-Elect shall assist the President in the discharge of his/her duties. In the absence or incapacity of the President, the President-Elect shall assume the duties of the President. The President-Elect shall be in charge of arranging programs for the Society meetings. He/she automatically assumes the position of Alternate Delegate to the C.M.A. during his term in Office (or will designate a representative if a conflict exists). President-Elect of the Society shall appoint a fifth member of the Board of Governors of the Northern California Community Blood Bank (*term 4 years*), as needed.

**SECTION 15.3: SECRETARY/TREASURER.** The duties of the Secretary/Treasurer shall be such as are delegated to him/her by the Executive Board and, specifically shall include the following:

**SECTION 15.3a: MINUTES.** The Secretary/Treasurer shall attend all business meetings of the Society and the Executive Board. He/she shall keep minutes of the respective proceedings.

**SECTION 15.3b: RECORDS AND SEAL.** The Secretary/Treasurer shall be the custodian of all records and papers of the Society. The Secretary/Treasurer shall have supervisory custody of the seal of the Society.

**SECTION 15.3c: THE MEMBERSHIP ROLL.** The Secretary/Treasurer shall keep an accurate roll of all members of the Society including their office and residence addresses.

**SECTION 15.3d: REPORTS TO THE CALIFORNIA MEDICAL ASSOCIATION.** The Secretary/Treasurer shall keep the records and promptly make all the reports to the Membership Division of the CMA which are and may be required by the By-Laws of that Association.

**SECTION 15.3e: ADMINISTRATIVE DUTIES.** The Secretary/Treasurer shall carry on, under the direction of the President and the Executive Board, all business and correspondence of the Society

**SECTION 15.3f: SUPERVISION OF FUNDS.** The Secretary/Treasurer

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

**SECTION 15.3g: REPORTS.** The Secretary/Treasurer shall render annually to the Executive Board a report in writing of his/her work and the state of the funds. A summary of the Treasurer's Report shall be made available to any voting member upon request.

**SECTION 15.3h: OTHER DUTIES.** He/she shall do those things required by the By-Laws of this Society and of the California Medical Association, or ordered by its Society, its Executive Board or as required by law. He/she may delegate any of his/her duties, except the annual report, to the Executive Director.

## **ARTICLE 10**

### **DELEGATES /ALTERNATE DELEGATES TO CMA HOUSE OF DELEGATES**

**SECTION 1: DUTIES OF DELEGATES.** Elected Delegates are the "voice" to carry actions of Society Executive Board/Committee as it relates to resolutions submitted to CMA for action. The Delegates to the CMA shall represent the Society in CMA's year-round governance process, meetings of the District X Delegation and at the Annual CMA House of Delegates meeting. In the absence or inability of a Delegate to serve, a regular elected Alternate shall serve in his/her place. Delegates should bring discussion of the proposed resolutions to the Medical Society Executive Board/Committee during the scheduled comment periods. The Delegates shall have been instructed by a minute order or resolution of the Society. Upon approval of the Executive Board, the Society may reimburse travel, lodging and per diem expenses of Delegates when presented with receipts for those expenses. The Humboldt-Del Norte County Medical Society is part of the District Ten Delegation (which includes: Humboldt-Del Norte, Napa-Solano and Sonoma-Mendocino Lake counties).

**SECTION 2: TERM OF OFFICE:** Delegates and Alternates shall serve for a period of two years and may be re-elected for additional term(s).

## **ARTICLE 11**

### **EXECUTIVE DIRECTOR.**

The Executive Board shall appoint an Executive Director. The terms of the appointment shall be such as are satisfactory to the Executive Board/Executive Committee. The Executive Director is the General Manager of the Medical Society and, subject to the control of the Executive Board, has the responsibility for the general supervision, direction and control of the business and staff of the Society, including but not limited to the responsibilities set forth in these ByLaws. Specific duties shall be included in the Executive Board Policies and Procedures to be reviewed annually.

## **ARTICLE 12 ELECTIONS**

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

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

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

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

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

**SECTION 5: PROCEDURE ON VOTING.** The Executive Board shall e-mail one official ballot to each qualified voter not less than six (6) days preceding the election. Paper ballot will be provided upon request.

**SECTION 6: RESTRICTIONS ON VOTING.** Neither cumulative voting nor voting by proxy shall be allowed.

**ARTICLE 13  
MEDICAL SOCIETY COMMITTEES**

Medical Society committees will be included in the Board Policies and Procedures and reviewed annually. Committee Membership, Term of Office, Method of Election, Selection of Chair, Meetings, Records, Quorum and Duties will be listed for all committees.

**SECTION 1: REGULAR MEDICAL SOCIETY COMMITTEES.** Regular Medical Society Committees include, but are not limited to: 1) Consortium for CME Committee (Self-supporting Committee); 2) Editorial and Publications Committee; 3) Ethnic Medical Organization Section (EMOS); 4) Historical Committee; 5) Humboldt-Del Norte PreMedical Education Task Force (HUM PET); 6) Medical Quality Review Committee; 7) Membership Committee; 8) Community Behavioral Health Coalition; 9) Nominating Committee; 10) Osteopathic Physician Committee; 11) Public Health Advisory Committee; 12) Public Service and Medical Ethics Committee; 13) Physician Support Committee; 14) Women in Medicine Committee; and 15) Young Physician Committee;

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

**SECTION 3: COMMITTEE RESPONSIBILITIES.** All standing and ad-hoc committees shall be responsible to the President and to the Society for all their activities.

**ARTICLE 15  
RIGHT, TITLE OR INTEREST IN SOCIETY PROPERTY**

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

**ARTICLE 16  
AMENDMENTS**

**SECTION 1: PROCEDURE.** Any amendment or amendments to any part of the By-Laws may be proposed in writing for discussion by the Executive Board. The Bylaws adhoc committee should include the Medical Society officers (President, President-Elect, Secretary/Treasurer and Past President) whenever possible.

When any proposed amendment has been approved by the Executive Board, the Secretary shall cause said proposed amendment or amendments to be published in the “*North Coast Physician*” and/or emailed to the membership. The membership shall be advised that if no objections to the amendment or amendments are received within thirty (30) days, proposed amendment or amendments stand.

## **ARTICLE 17 PARLIAMENTARY RULES**

**SECTION 1: RULES OF ORDER.** All meetings of the Society, the Executive Committee, sections of the Society and other Committees shall be governed by the Parliamentary rules and usages contained in the current edition of “American Institute of Parliamentarian Standard Code of Parliamentary Procedures (AIP), when not in conflict with these By-Laws.

## **ARTICLE 18 INDEMNIFICATION OF AGENTS**

**SECTION 1: INDEMNIFICATION.** This Society shall have the power to indemnify any of its agents or former agents against expenses, judgements, fines, settlements, and other amounts actually and reasonably incurred in connection with activities undertaken at the Society’s request if such person acted in good faith and in a manner the person reasonably believed to be in the best interest of the Society and to the extent such indemnification is permitted under California law.

For the purposes of this section, agent means any person who is or was a Director, Officer, employee, or committee member of the Society who is or was serving at the request of the Society; and proceedings means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative, disciplinary or investigative.

Indemnification can be made only as to a specific case, upon a determination that indemnification is proper in the circumstances and must be authorized by a majority vote of a quorum consisting of Executive Board/Committee members who are not parties to the proceeding.

**SECTION 2: INSURANCE.** The Society shall have power to purchase and maintain insurance on behalf of any agents of the Society against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such whether or not the Society would have power to indemnify the agent against such liability under the provisions of these ByLaws.

## **ARTICLE 19 RECORDS AND REPORTS**

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



The Society will work with CMA in reviewing, monitoring and updating the data of physicians within Humboldt-Del Norte Counties within the statewide Database.

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

**SECTION 3: MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS.** The Society shall keep at its principal office the original or a copy of the By-Laws as amended to date, which shall be open to inspection by the Membership at all reasonable times during office hours. Upon request, any Member may obtain a copy of the By-Laws as amended to date. By-Laws will also be posted on the Medical Society website.

**SECTION 4: INSPECTION BY OFFICERS/DIRECTORS.** Every Officer/Director shall have a right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Society pursuant to Section 8334 of the California Nonprofit Mutual Benefit Corporations Law.

## **ARTICLE 20 MISCELLANEOUS**

**SECTION 1: SUSPENSION OF RULES.** Rules of order may be suspended only by an affirmative vote of three-fourths of the members present at the meeting.

**SECTION 2: ROLL CALL.** Vote by roll call shall be made upon demand of any member except when balloting is done in writing. Balloting in writing shall be had upon the demand of any member.

**SECTION 3: POLLING OF MEMBERSHIP.** Upon receipt of a petition with 10% of the Active membership representation, the Society will poll the membership regarding a specific issue. There will be a 60% response required to take any official position on the polled issue.

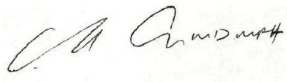
## **ARTICLE 21 REPEAL OF EXISTING BYLAWS**

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

### **CERTIFICATION OF SECRETARY.**

**I certify that I am the duly elected and acting Secretary/Treasurer of the Humboldt-Del Norte County Medical Society that the above By-Laws, consisting of 18 pages, are the Bylaws of the Humboldt-Del Norte County Medical Society as adopted by the Board of Directors on October 20, 2021 and that they have not been amended or modified since that date.**

**Signed 10/20/21**

A handwritten signature in black ink, appearing to read "Caroline Connor", is written over a light-colored rectangular stamp or watermark.

**Caroline Connor, M.D. MPH  
Secretary/Treasurer**