

# Bylaws of the Yakima County Medical Society

---

Revised January 2015

## Chapter I

### Membership

The name of this organization is the Yakima County Medical Society.

## Chapter II

### Mission

The mission of this Society is to promote the art and science of medicine, the care and well being of patients, to protect and improve the health of the public.

## Chapter III

### Membership

#### Section 1: Classes of Membership

##### A. Active Members

**Qualifications:** An Active Member must:

1. Hold a license to practice medicine and surgery or to practice osteopathy and surgery in the state of Washington;
2. Maintain a practice or reside in Yakima County or in a neighboring county if it is more convenient to attend meetings in Yakima County;
3. Maintain membership in the Washington State Medical Association or the Washington Osteopathic Medical Association;
4. Meet the moral, ethical and professional qualifications of membership as considered appropriate by the Yakima County Medical Society;
5. Have paid current dues and assessments.

##### B. Physician Assistant Members

Must be licensed by the Washington State Board of Medical Examiners. Physician assistant members do not have the right to vote or hold office; however, the physician assistant delegate or alternate to the House of Delegates may vote while carrying out the function of that position.

##### C. Retired Emeritus Members

A retired member is a physician who has been qualified for active membership and has been in good standing in one or more constituent or component associations of the American Medical Association, the Washington State Medical Association, or the Yakima County Medical Society for twenty-five years, but has retired from active practice. Such a retired member shall have all of the rights and benefits of the YCMS and the WSMA, including the right to vote and hold office, and are not required to pay dues.

**D. Resident Members**

A resident member is a resident, fellow, or other physician engaged in formal postgraduate medical training in an institution approved by the Council on Medical Education of the American Medical Association. All of the applicable member rights are available to resident members.

**E. Medical Student Members**

Full time students making satisfactory progress toward the attainment of the degree of Doctor of Medicine or Doctor of Osteopathy in the state of Washington can apply for membership. Medical student members do not have the right to vote or hold office; however, the student trustee and student delegate to the House of Delegates may vote while carrying out the function of that position.

**F. Physician Colleagues**

A Yakima County Physician Colleague is a physician who has been qualified for active membership, but is no longer licensed to practice. The lapse of licensure must have been voluntary, usually for retirement or for teaching, and not a disciplinary loss of licensure. Such a retired member may vote and hold office in YCMS, but not in WSMA.

**Section 2: Discipline**

- A. A member who has been found to have committed unprofessional conduct as defined in RCW 18.130.180 by the Medical Quality Assurance Commission or the Board of Osteopathic Medicine or Surgery shall be subject, at the discretion of the Society, to expulsion, suspension or admonition.
- B. Written charges of unprofessional conduct against a member may be made by any member of the Society, or any patient of a member of the Society, to the Board of Trustees who shall refer such reports to the Medical Quality Assurance Commission, or the Board of Osteopathic Medicine and Surgery, as appropriate.
- C. A member in arrears with respect to dues or assessments shall be automatically suspended. A member shall be considered in arrears if full payment has not been received by the first day in May in each fiscal year. The Society may drop from membership any member who has been in arrears with respect to dues or assessments for six (6) months or more without giving notice or without holding a hearing.

**Section 3: Reapplication for membership**

If a member has been rejected for any reason other than non-payment of dues, the Society will not accept a new application from that individual for two (2) years from the date of the final adverse decision.

**Section 4: Final Authority**

The Society shall be the sole judge of moral, ethical, and professional qualifications of members.

## Chapter IV

### Officers

#### Section 1: Officers

The officers of the Society shall be the President, President-Elect, the Immediate Past President, Secretary-Treasurer, WSMA delegates, three (3) elected Trustees, and one student and one resident member.

#### Section 2: Qualifications

Only such persons who have been active or retired members in good standing for at least two (2) years immediately preceding election are eligible to hold office in this Society, with the exception of the student and resident trustee members.

#### Section 3: Duties of Officers

- A. The President shall
  1. Preside at all meetings of general membership.
  2. Be chairman at and preside at all meetings of the Executive Committee and the Board of Trustees.
  3. Appoint all committees not otherwise provided by these Bylaws, and fill all vacancies in such committees.
  4. Call special meetings according to Chapter V, Section III of the Bylaws
  5. Be an ex-officio member of all committees.
  6. Perform such other duties of this Society custom and parliamentary procedure may require.
- B. The President-Elect shall
  1. Serve as a member of the Executive Committee.
  2. Perform such other duties as may be assigned by the President or Board of Trustees.
- C. The Secretary-Treasurer shall
  1. Attend all business meetings of the Society and of the Board of Trustees and shall keep minutes of their respective proceedings.
  2. Be custodian of the funds of the Society and shall keep account of the same.
  3. Perform such other duties as may be assigned by the President of the Board of Trustees.

#### Section 4: Election and Tenure

- A. The Nominating Committee shall consist of the Board of Trustees, chaired by the immediate Past President.
- B. The Committee shall submit a slate of candidates consisting of at least one (1) nominee for each vacancy to be filled in elective offices. No person shall be nominated without his/her consent.
- C. Additional nomination for any office may be submitted by petition or nominated from the floor at the annual meeting.
- D. The voting members of the Society at the annual meeting shall elect for a one (1) year term: President, President-Elect, Secretary-Treasurer, and WSMA delegates. Three Trustees shall be elected for staggered terms of 1, 2, and 3 years. Each officer or trustee shall assume office at the close of the

annual meeting and shall hold office until his or her successor assumes office. A student member will be elected for a two-year term, and a resident member will be elected for a one-year term.

- E. Other than the election of Officers and Trustees, all other issues may be submitted to the membership by postal or electronic mail. The ballots will be mailed to all voting membership of the Society. All ballots, to be considered, must be returned to the Society office within fourteen (14) days of the date of mailing by the Society to the Membership.

### **Section 5: Delegates**

- A. Annually, the Society shall elect from the active members the number of delegates and alternate delegates to the Washington State Medical Association that the Society is entitled to under the Association's Constitution and Bylaws. No member who is not a member of the Washington State Medical Association shall be eligible to serve as a delegate to the House of Delegates of the WSMA. The delegates are the official representatives of the YCMS to the Washington State Medical Association, and are expected to attend the WSMA House of Delegates, where they are empowered to act on behalf of the Yakima County Medical Society. Delegates who cannot attend the HOD should notify the President, who will name one of the alternates to take that place. All alternates and other interested members are welcome to attend and participate in the HOD.
- B. Delegates attend YCMS Board meetings and have voting privileges.
- C. Delegates and alternates shall assume office immediately following their election and shall serve until their successors are elected and assume office.
- D. If before termination of his or her term, the delegate ceases to be a delegate, the President shall appoint another member to the remainder of the term.

### **Section 6: Vacancies**

Vacancies created by death, resignation, removal or disqualification or other offices and vacancies due to contingencies not here provided for shall be filled, if the Board of Trustees deems it advisable, by appointment by the Board of Trustees until the next regular meeting of the Society, at which time the voting members of the Society may elect one of its active or retired members for the unexpired portion of the term.

### **Section 7: Indemnification**

Any present or future trustee, officer, agent or employee or the executor, administrator or other legal representative of any such trustee, officer, agent or employee shall be indemnified by the corporation a joint reasonable costs, expenses, counsel fees, judgments, fines, and amount paid in settlement, paid or incurred in connection with any action, just, or proceeding (whether civil, criminal, administrative or other) to which any such trustee, officer, agent or employee or his executor, administrator or other legal representative may hereafter be made a party by reason of his or her being or having been such trustee, officer, agent or employee of the corporation, or at the request of the corporation, the holder of an equivalent position of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or employee benefit Plan.

The foregoing right of indemnification shall be at the fullest extent permitted by the laws of the State of Washington. The corporation may purchase and maintain indemnification insurance for any person to the extent provided by applicable law.

## Chapter V

### Meeting

#### Section 1: General

The Society shall hold general meetings during the year at times and places designated by the Board of Trustees.

#### Section 2: Annual

A general meeting held shall be known as the Annual Meeting. Officers shall be elected and installed to take office for the coming year at the end of this meeting, prior to adjournment.

#### Section 3: Special

Special meetings may be called by the order of the President by direction of the Board of Trustees. Special meetings shall be called on written request signed by twenty-five (25) active members of the Society.

#### Section 4: Notice

Notice stating the date, time, and place of any regular or special meeting shall be delivered by postal or electronic mail to each member not less than ten (10) nor more than forty (40) days before the date of the meeting. Such notice, if mailed, shall be deemed to be delivered when postmarked or electronic return receipt. Notice should be sent to postal or email address as it appears on the record of the Society. Any action taken at a regular meeting without such previous notice shall require a sixty (60) percent vote of those present. The notice of a special meeting shall state the purpose or purposes of the meeting.

#### Section 5: Quorum

The voting members present at an annual, regular, or special meeting of the membership shall constitute a quorum.

## Chapter VI

### Legislative Powers

#### Section 1: General

Subject only to the authority of the Washington State Medical Association and the laws of the State of Washington all legislative powers of the Society, including the power to alter, amend, or repeal the Articles of Incorporation, are vested in, and shall reside in, the voting members of this Society, who alone shall have the power and authority to determine the policies of the Society except as provided in Chapter VII, Section 2 of these Bylaws.

## Chapter VII

### Board of Trustees

#### Section 1: Composition

- A. The Board of Trustees shall consist of the President, President-Elect, Secretary-Treasurer, the immediate Past President, WSMA Delegates, and three Trustees to be elected by the Society for staggered terms of 1, 2, and 3 years. The President shall serve as Chairman of the Board of Trustees
- B. Any member of the Society who is serving as an officer or Trustee of the State or American Medical Association shall serve with voting rights as an Ex-Officio member of the Board of Trustees for the duration of the time such office is held.

#### Section 2: General Powers

- A. The Board of Trustees shall carry out the mandates and policies of the Society as determined by the voting members or by the Washington State Medical Association.
- B. Subject to the provisions of the Articles of Incorporation and these Bylaws, to all resolutions and enactments of the voting members, and to the Authority of the Washington State Medical Association, the Board of Trustees has full and complete power and authority to determine policies and to transact business for or on behalf of the Society and to manage and conduct all property affairs, work and activities of the Society.
- C. The Board of Trustees shall have supervision and control of the finances of the Society and the investment of its funds and shall perform such duties and exercise such other rights as may be set forth in these Bylaws or as are prescribed by the laws of the State of Washington relating to the directive of such organizations.
- D. The Board of Trustees shall have the power to employ an executive director, whose duties shall be to assist the officers of the Society in their official duties, and otherwise as may be directed by the Board of Trustees.
- E. The Board of Trustees may employ an auditor who shall make an examination of the Society's finances and make a report to the Board.

#### Section 3: Meetings

- A. The Board of Trustees shall meet at least five (5) times each calendar year at a time and place designated by the President. The President may call a meeting of the Board at any time and must call a meeting upon written request of four or more of the Board of Trustees
- B. Quorum of Trustees: Three voting members of the Board shall constitute a quorum.
- C. Notice of any meeting of the Board of Trustees must be given to each member of the Board orally or in writing at least forty-eight (48) hours before the time set for the meeting. Notice in writing shall be deemed to have been given forty-eight (48) hours after the date it is postmark or electronic receipt addressed to the Trustee's postal or email address as appears on the records for the corporation, with postage prepaid.

## Chapter VIII

### Finances

#### Section 1: Raising of Funds

Funds for the conduct of the affairs of the Society may be raised by:

- A. Such annual dues from, and such special assessments on, members of the Society which may from time to time be determined by the Board of Trustees,
- B. Voluntary contributions, devices, bequests and other gifts, and
- C. Any other manner determined by the Society or the Board of Trustees.

#### Section 2: Appropriations

- A. Society funds may be appropriated only for such purpose as will permit the proper conduct of the activity of the Society and will tend forward the attainment of its objectives.
- B. An annual budget shall be prepared by the Executive Director and approved by the Board of Trustees. The budget may not be altered without approval of the Board of Trustees.

#### Section 3: Fiscal Year

The fiscal year of this Society is from January 1 to December 31, inclusive.

## Chapter IX

#### Section 1: Standing Committees

The standing committees of the Society shall be the Sports and Executive Committee.

#### Section 2: Composition and Duties of Standing Committees

- A. **The Sports Committee** shall consist of three voting members of the Society appointed by the President. The Committee may assist in conducting physical evaluations of students who are potential athletes and may assist in providing medical services to high schools at their athletic function.
- B. **The Executive Committee** shall consist of the President, President-Elect, Immediate Past President, and Secretary-Treasurer. The President shall be the chairman. The Committee shall exercise the power of the Board of Trustees when the Board is not in session, reporting to the Board at its succeeding meeting of any action taken. Three (3) members shall constitute a quorum.

#### Section 3: Special Committees

Special committees shall be appointed by the President or Board of Trustees for specific assignments and shall continue their assignments until completed. Members shall be appointed annually as needed. The Committee may act for the Society only with the authorization of the Board.

## **Chapter X**

### **Construction**

Unless some other meaning is apparent from the context, the plurals shall include the singular, and vice versa, and masculine, feminine and neuter words shall be used interchangeably.

## **Chapter XI**

### **Rules of Order**

In the absence of any provision by these Bylaws to the contrary, all meetings of the Society, Board of Trustees and Committees shall be governed by the parliamentary rules and usages contained in the current edition of Sturgeons Rules of Order.

## **Chapter XII**

### **Amendments**

#### **Section 1:**

Amendments to these Bylaws may be proposed by any member of the Society. Any proposal amendment will be referred to the Board of Trustees to verify that it is appropriate for inclusion in the Bylaws of the Society.

#### **Section 2:**

After fulfilling its responsibility, the Board of Trustees shall then present the proposed changes to the membership.

#### **Section 3:**

The Bylaws may be amended at any regular meeting of the Society, or special meeting called for that purpose, by sixty (60) percent of the vote of the members present and voting, provided that a copy of the proposed amendment has been mailed to each member not less than fifteen (15) days in advance of such meeting, such copy shall be deemed to have been sent if communicated by email.