

BYLAWS

(Amended November 9, 2016)

NORTHWEST WASHINGTON MEDICAL
SOCIETY

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BYLAWS

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BYLAWS
OF
NORTHWEST WASHINGTON MEDICAL SOCIETY, INC.

CHAPTER I - MEMBERSHIP

Section 1. Classes of Members. The classes of members and the requirements for membership in the Society shall be as stated in Article III of the Constitution.

Section 2. Application for Membership. Any person applying for membership as an active, associate, affiliate, or assistant member shall fulfill the following requirements:

- a. Complete and sign the application provided by the Society. A complete application shall include two endorsement signatures of active Society members and an electronic photograph provided by the prospective member.
- b. The application shall also contain the following statement: "I the undersigned applicant certify that I have read the Constitution and Bylaws of the Northwest Washington Medical Society, the Constitution and Bylaws of the Washington State Medical Association, and the Principles of Medical Ethics of the American Medical Association, and agree, in case of my election, that my membership in the Society shall be conditional upon my continued compliance with such Constitutions, Bylaws and Principles. I further agree that I will recognize and abide by the interpretation thereof by the authorized officers of the Society and Association, reserving my rights of appeal as set forth in the Constitution and Bylaws of this Society."

Section 3. Action on Application.

- a. The completed application shall immediately be referred to the Executive Director of the Society, who shall institute a routine inquiry into the qualifications of the applicant.
- b. The application shall be presented at the next meeting of the Board of Trustees, noting any problems or questions. At this time they may recommend further investigation, or they may make a recommendation of "do pass" or "do not pass" which shall be presented for a vote of the General Membership at their next meeting. The affirmative vote of three-fourths of the members present at the meeting and voting thereon shall be necessary to elect the applicant to membership. If the application for membership is rejected, no other application from that person will be entertained by the Society for the period of one year after the date of rejection.

Section 4. Change of Status.

- a. When members cease to qualify for membership classification, it will be their duty to inform the Executive Director of such change. If qualified, an associate, or affiliate member may become an active member upon written request to, and an affirmative vote of the Board of Trustees.
- b. Any member who becomes qualified for honorary or inactive status in accordance with Section 3 and 5 of Article III of the Constitution may apply for such status and it may be granted at the discretion of the Board.

Section 5. Rights of Members. The rights and privileges of members are as set forth in the

Constitution. All members in good standing shall be equally privileged to attend all meetings and attend all proceedings of the Society, but the right to vote and hold office is limited to active and honorary members. If members resign or in any manner lose their membership in this Society, they forfeit all rights and title to any share in its privileges.

Section 6. Leave of Absence. If a member will not be in active practice or will be absent from the community, then upon written notification a one year leave of absence from the Society will be granted and dues will not be payable for that year. Thereafter, the member must resume payment of annual dues or be suspended from membership. In certain cases, a leave of absence for more than one year may be allowed with specific approval from the Board.

Section 7. Termination of Membership.

- a. Any member in good standing may resign by filing with the Executive Director a written resignation which may be accepted by the Board only after all indebtedness of said member to the Society has been paid to the date of filing of the resignation.
- b. When any member's license to practice medicine and surgery or osteopathy and surgery in the State of Washington is revoked, they shall automatically cease to be a member of this Society.
- c. Membership shall cease automatically if any dues or assessments remain unpaid at the end of the calendar year unless the date is extended by the Board.
- d. Membership may be terminated upon such grounds and for such causes and under such procedure as provided under Article VI of the Constitution.

CHAPTER II - DUES AND ASSESSMENTS

Section 1. Annual Dues

- a. The annual dues of members shall be established by the Board of Trustees. Increases in dues shall not exceed the Consumer Price Index (All Urban, National - CPI-U) compounded yearly beginning from a base of \$200.00 in 1991, without the approval of the general membership at any regularly scheduled meeting provided notice is given to all members at least ten (10) days in advance of such meeting. Associate and assistant members shall pay one-half the amount paid by active members. Affiliate members shall pay one-fourth the amount paid by active members. Honorary and inactive members shall pay no dues.
- b. Dues to the Washington State Medical Association and to the American Medical Association are in addition to the Society's dues.

Section 2. Special Assessments. Special assessments may be levied by a procedure identical with that required for the amendment to the Bylaws and shall be due and payable in accordance with the terms of the assessment.

Section 3. Payment of Dues, Assessments, and Other Charges Levied Upon Members

- a. Annual dues shall be due and payable on January 1 of each year, and if not paid by March 30, shall become delinquent. The delinquent member shall thereupon be suspended from membership without any action on the part of the Society. Exceptions for hardship or other sufficient cause may be granted by the Board.
- b. Special assessments and other authorized charges approved by the General Membership or Board shall be due and payable on the first day of the month following receipt of a written statement indicating the nature and amount of the charge(s). If not paid within forty-five (45) days of the due date, the member shall become delinquent, and thereupon be suspended from membership without any action on the part of the Society. Exceptions for hardship or other sufficient cause may be granted by the Board.
- c. Delinquent members may be reinstated by the Board or by the payment of indebtedness to the Society within thirty (30) days of their suspension. If the said

indebtedness is not paid by the end of the thirty (30) day period, the membership of the delinquent and suspended member shall immediately terminate unless the date is extended by the Board. Such person may only regain membership by making application as a new member.

CHAPTER III - MEETINGS

Section 1. General Membership Meetings. Regular meetings of the Society shall be held at least one time a year at such date of the month, time and place as the officers of the Society shall designate. The last meeting of the year shall be designated as the Annual Meeting and at that meeting the Society shall elect the Officers and Trustees for the following year to take office at the beginning of the following calendar year.

Section 2. Special Meetings. The president can call a special meeting of the Society at their discretion or on written request of a majority of the Trustees or on the written request of ten (10) active and honorary members, provided that written notice is given each member at least ten days prior to the proposed meeting stipulating the time, place and objective of the meeting. No business may be transacted at a special meeting except that specified in the notice.

Section 3. Quorum. Five (5) percent of the active and honorary members shall constitute a quorum for the conduct of any business at a meeting of the Society.

Section 4. Rules of Order. In the absence of any provision in the Constitution or these Bylaws to the contrary, all meetings of the Society and of the several committees shall be governed by the parliamentary rules and usages contained in the then current edition of Robert's "Rules of Order."

Section 5. Restriction of Certain Motions. Except as stated below, all motions introduced in a meeting of the Society which involve the expenditure of a sum in excess of \$500.00, by direct appropriation from the treasury, or any motion which, in the opinion of the presiding officer, may have an important bearing upon the relationship of the Society with the general public, or establish an important precedent in the conduct of the Society's affairs, shall be tabled automatically following discussion and voted upon at the next meeting of the Society or at a special meeting of the Society thereafter called for said purpose, when a simple majority of the voting members present shall be sufficient to carry the motion. Should the presiding officer feel that any motion of this type is of such a nature as to demand immediate action in the best interests of the Society, the officer may cause it to be voted upon in the same meeting in which it is introduced, provided that the vote is taken by written ballot. The affirmative vote of three-fourths of the voting members present shall then be required for the passage of the motion.

Section 6. Electronic Voting. The membership may be polled electronically at the discretion of the Board of Trustees. To allow for deliberation and discussion of issues, members must be notified of the vote a minimum of one week prior to opening the voting period, and the voting period, a minimum of one week, must be defined. To validate the vote, a quorum (per Section 3) must respond. The rules regarding voting in Regular and Special General Membership meetings apply for passage of a vote.

CHAPTER IV - ELECTIONS

Section 1. Time of Election. The election of officers and trustees of the Society shall be held at the annual meeting of the Society.

Section 2. Nominations for Office. A Nominating Committee consisting of the President, President Elect, and Immediate Past President, shall nominate candidates for the office of President-Elect, Secretary-Treasurer, and seven to eleven trustees.. The President-Elect shall act as Chair of the Nominating Committee. The Committee shall report its nominations to the Board of Trustees at least thirty (30) days prior to the annual meeting, and a list of the nominations shall be e-mailed to each member of the Society at least ten (10) days

prior to the annual meeting. Additional nominations may be made from the floor at the annual meeting, and the election shall be held at that meeting.

Section 3. Terms of Office. Trustees shall serve staggered terms of three years insuring that no more than one-third of the board is up for election in a single year. Board officers (President, President-elect, Secretary/treasurer and Immediate Past President) shall serve terms of two years in each office.

Section 4. Ex officio Members. Any WCMS member serving as an officer or trustee of the WSMA shall serve as an ex officio member of the Board of Trustees.

CHAPTER V - DUTIES OF OFFICERS AND DELEGATES

Section 1. General Duties. In addition to the rights and duties provided in the Constitution or elsewhere in these Bylaws, the officers shall have the rights and duties respectively assigned to them in the following sections of this chapter.

Section 2. Duties of President. The President shall be the chief executive officer of the Society and as such shall carry out the expressed will of the Board of Trustees and the General Membership of the Society, in all matters consistent with the Constitution and Bylaws of the Society. The President shall preside at the meetings of the Society, and of the Board of Trustees, and perform such duties as custom and parliamentary usage require. The President shall appoint members of the standing committees that may exist during the term of office and shall appoint any ad hoc or special committees that are necessary, the duties and functions of which will not overlap on the duties and functions of any standing committee. Should a vacancy occur on the Board of Trustees, the President may appoint a qualified replacement who shall serve until an elected Trustee takes office following the next annual meeting.

Section 3. Duties of President-Elect. The President-Elect shall assist the President in the discharge of duties and shall act for the President in case of absence or disability. The President-Elect shall succeed to the office of President at the expiration of the President's term of office unless disqualified.

Section 4. Duties of Secretary-Treasurer. It shall be the duty of the Secretary-Treasurer or a designee

- a. to record the minutes of the meetings of the Society, the Board of Trustees and the standing committees;
- b. to be custodian of all records, books, and papers belonging to the Society.
- c. to carry on the official correspondence of the Society, including such matters as notifying members of meetings, officers of their election, committees of their appointment and duties and all notices required by the Constitution and Bylaws or by law;
- d. to maintain an electronic database of all members, grouping the members according to the class of membership held and noting with respect to each member, a full name, address, date of birth, professional college and date of graduation, the date the member was licensed to practice in this state, and such other information as the Secretary-Treasurer of the Washington State Medical Association may require;
- e. to record the same facts with respect to each licensed physician in the county who is not a member of the Society,
- f. to make such reports concerning the personnel and changes therein in this Society and of the medical profession in Northwest Washington as the

Constitution and Bylaws of the Washington State Medical Association, or as the Secretary thereof may require;

- g. to perform such other duties as custom and parliamentary usage may require;
- h. to take charge and keep a correct account of receipts and disbursements of all monies belonging to the Society and submit a statement of the Society's funds at the annual meeting. Demand and receive all monies due the Society and preserve for the benefit of the Society all donations and other property committed to its charge and keep an exact record of same, with the names of the donors. Prior to December 1, annually, notify the members as to the dues that are due and payable from them January 1. On the 30th day of March, following, notify by mail all members who have failed to pay their dues by that date and report this list to the Board of Trustees at its next meeting. Forward to the Secretary-Treasurer of the Washington State Medical Association monthly such dues owing to the Association for the current or previous years as have been collected during the previous months from the individual members and also the names and addresses of the members whose dues are remitted. Not payout any money from the treasury except by check, debit card, credit card or electronic funds transfer nor dispose of any other property of the Society except by order of the Society; and
- i. to invest the funds of the Society at the discretion of the Board of Trustees. Such investments shall be limited to: deposits in savings and loan associations, savings departments and certificates of deposit of commercial banks or credit unions; direct obligations of the United States or the Dominion of Canada; bonds of states, municipalities or industries rated AAA by such investors service as Moody's or Standard and Poor's.

Section 5. Duties of Delegates and Alternates. Delegates to the Washington State Medical Association shall represent this Society in the House of Delegates of the Washington State Medical Association.. The number of delegates shall be determined by the Washington State Medical Association on August 1st of each year.

CHAPTER VI - POWERS AND DUTIES OF BOARD OF TRUSTEES

Section 1. General Powers. Subject to the provisions of the Constitution and these Bylaws, and the purposes therein stated, the Board of Trustees shall be the governing body of the Society. It shall carry out the mandates and policies of the Society as determined by the active and honorary members in a regular or special meeting of the Society and shall defend, uphold and enforce the provisions of the Constitution and Bylaws of the Society subject only to (a) the provisions of the Constitution and Bylaws of the Society, (b) all resolutions and enactments of the active and honorary members of the Society; and (c) the paramount authority of the Washington State Medical Association. The Board of Trustees has full and complete power and authority to perform all acts and to transact business for, and on behalf of, the Society and to manage and conduct all of the property, affairs, work and activities of the Society, and the investment of its funds, and shall perform such other duties and exercise such other rights as may be set forth in the Constitution and Bylaws or as are prescribed by the laws of the State of Washington relating to the powers of the directors of the corporation. Subject to the approval of the Society as to selection, tenure and remuneration, the Board of Trustees shall have the power to employ an administrator whose duties shall be set by the Board of Trustees. The Board of Trustees shall employ and arrange the salaries of such employees as are necessary to carry into effect the purposes of the Society. The Board of Trustees may employ an auditor who shall make a careful examination of the Society's finances. A report for the preceding year may be made at the annual meeting.

The Board of Trustees shall select delegates and alternates to the Washington State Medical Association from among its members. If a full slate of delegates/alternates is not present at the WSMA annual meeting, the President may appoint a delegate from among any active or honorary members present.

Section 2. Meetings.

- a. Regular Meetings. The Board of Trustees shall hold regular meetings at least six times a year, at such date of the month, time and place as determined by the President.
- b. Special Meetings. Special meetings of the Board of Trustees may be called at any time by the President, or shall be called on the written request of six (6) or more members of the Board, and in the event of failure to act within a reasonable time in accordance with the written request, the six (6) or more members requesting the meeting may, themselves, call a meeting of the Board.
- c. Notice of Meeting. Notice of the time and place of all meetings of the Board of Trustees shall be given by the Secretary-Treasurer or designee to each Trustee at least two days prior to the time of the meeting and in the case of a special meeting, the notice shall state the nature of the business to be considered at the meeting and no other business shall be transacted.
- d. Quorum. Fifty (50) percent of the members of the Board of Trustees shall constitute a quorum for the transaction of business. Should a quorum be unobtainable in person, the President may conduct votes on specific motions by e-mail.
- e. Attendance. Members of the Board of Trustees are expected to attend all meetings unless excused by the President. Trustees with three or more unexcused absences may be replaced at the discretion of the President without further notification to serve until the next annual meeting.

Section 3. Indemnification Against Liability. Each person who as a Trustee of the Corporation is made a party or threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal or administrative, by reason of the fact that he or she is or was a Trustee or officer of the Corporation, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by Washington law as the same exists or may hereafter be amended, against all expense, liability or loss, including but not limited to attorneys fees, judgments, fines, taxes or penalties, or amounts paid in settlement reasonably incurred or suffered by such indemnitee in connection therewith, and such indemnification shall continue as to an indemnitee who has ceased to be a Trustee or officer and shall inure to the benefit of the indemnitee's estate, heirs and personal representatives.

The right to indemnification conferred in this section shall be a contract right and shall include the right to be paid by the Corporation the expense incurred in defending any such proceeding in advance of its final disposition; provided, however, that an advancement of expenses incurred by an indemnitee in his or her capacity as a Trustee or officer in which service was or is rendered by such indemnitee, shall be made only upon delivery upon the Corporation of a written undertaking by or on behalf of such indemnitee to repay all final amounts so advanced if it shall ultimately be determined by final judicial decision that such indemnitee is not entitled to be indemnified for such expense by virtue of acts or omissions precluding indemnification as set forth in Section 4 hereafter.

Section 4. Exception. No person serving as a Trustee or officer shall be indemnified by the Corporation in any instance in which he shall have been adjudged by final judicial decision to have engaged in intentional misconduct or a knowing violation of a law or from or on account of any transaction with respect to which it was determined that such Trustee or officer personally received a benefit in money, property or services to which the Trustee or officer was not legally entitled.

Section 5. Right of Indemnitee to Bring Suit. If a claim under Section 3 of this Chapter is not paid in full by the Corporation pursuant to the Corporation's determination that indemnification of the Trustee or officer is precluded pursuant to Section 4 herein, the indemnitee shall upon the expiration of sixty (60) days after a written claim has been received by the Corporation be

entitled to bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall also be entitled to be paid the expenses of prosecuting or defending such suit.

Section 6. Insurance. The Corporation may maintain insurance at its expense to protect itself and any Trustee, officer or agent of the Corporation.

Section 7. Indemnification of Employees and Agents. The Corporation may, by action of its Board of Trustees, provide indemnification, including advance of expenses to an employee or agent of the Corporation, to the extent that such indemnification is consistent with the laws of the State of Washington.

CHAPTER VII - COMMITTEES

Section 1. Standing Committees. The standing committees of this Society shall be determined by the Board of Trustees and shall include, but not be limited to, the Grievance Committee.

Section 2. Appointment of Committees. Each of these committees shall consist of three or more members and shall be appointed by the President with the approval of the majority of the Board of Trustees. The chairman of each committee shall preferably, but not necessarily, be a member of the Board of Trustees. In case of a vacancy, the President with the approval of the majority of the Board of Trustees may make an appointment for the unexpired term.

Section 3. Special Committees. Special committees may be appointed by the President with the approval of the Board of Trustees to perform special work or for special purposes. Such committees shall serve for the duration of the year of their appointment or until their tasks are completed unless discharged by the Board.

Section 4. Responsibility and Authority. The responsibility and authority of the various committees shall be subject to the will of the Board who shall direct activities appropriate for each committee to perform. All committees shall make such reports as necessary to keep the Board informed of their actions. Each committee prior to the annual meeting shall file a written report of its activities during the past year with the Secretary-Treasurer or designee, which report shall be read at the annual meeting.

CHAPTER VIII - AMENDMENTS

Amendments. These Bylaws, or any portion thereof, may be amended by the affirmative vote of two-thirds of the members present and voting thereon at a regular or special meeting of the Society, provided that prior to that time a copy of the proposed amendment is sent to each member not less than ten (10) days in advance of the meeting at which action is to be taken, together with a notice that the matter will be voted on at that meeting.

CHAPTER IX - EFFECTIVE DATE AND REPEAL

Effective Date and Repeal. These Bylaws shall become effective immediately upon adoption. The adoption of these Bylaws repeals all existing Bylaws of the Society, provided that all officers, trustees, and elected and appointed committee members shall continue in incumbency until their successors are duly elected as provided in the Constitution and Bylaws.

BYLAWS LAST AMENDED THIS 23rd DAY OF SEPTEMBER, 2015.