

AMENDED & RESTATED
CONSTITUTION
OF
NORTHWEST WASHINGTON MEDICAL SOCIETY

A Non-Profit Corporation

ARTICLE I

The name of this organization is NORTHWEST WASHINGTON MEDICAL SOCIETY

ARTICLE II

The objectives of this Society shall be:

- (a) to improve and disseminate medical knowledge and advance medical science.
- (b) to advance the standards of medical education and practice.
- (c) to secure the enactment and enforcement of just legislation pertaining to medicine and health.
- (d) to guard and foster the just interests of its members and the public and to maximize the benefits available from health care.
- (e) to be useful to the people of our community in the prevention, mitigation, and cure of disease and in prolonging and adding comfort to life.
- (f) to uphold the right of patients to the free choice of physician.
- (g) to promote and foster the ethical character of medical practice.
- (h) to promote friendly relations among physicians.
- (i) to form, with other county societies, the Washington State Medical Association.

In the furtherance of its objectives, as a medical and society, the Society shall have the right and power to

- (a) own and hold real and personal property and to lease, purchase, receive or in any way acquire such property or any interest therein.
- (b) to sell, mortgage, lease, hypothecate or transfer any interest in said property.
- (c) to borrow money on the credit of the Society and to mortgage or pledge any of its real or personal property, and to execute and issue notes, bonds, or other evidence of indebtedness thereof.
- (d) to loan its money upon mortgages or such other collateral as its Directors deem advisable, to expend or donate its funds as provided in its Bylaws.
- (e) to have a corporate seal and to alter and change the same.
- (f) to do any lawful act permitted by the laws regulating the formation and conduct of such a Society.

ARTICLE III

The Northwest Washington Medical Society is a unified member of the Washington State Medical Association consisting of Whatcom and San Juan Counties.

Membership dues will be handled by the Washington State Medical Association. Monthly dues payments and membership lists will be sent from WSMA Northwest Washington Medical Society. The membership categories of this Society are:

- (a) Active
- (b) Emeritus
- (c) First-Year-in-Practice.

The Active members of this Society are members who possess all the qualifications for membership, and for whom the required annual dues and/or special assessments have been received with the applicable provisions of the Bylaws, excepting when they are exempt from the payment of dues. To qualify for Active membership a physician must:

- (a) Hold the degree of Doctor of Medicine, Doctor of Osteopathy or Physician Assistant
- (b) Hold a postgraduate training licensed to work in the state of Washington and approved by the licensure board of the Washington State Medical Commission
- (c) Be licensed to practice medicine and surgery in the State of Washington or licensed to practice osteopathy and surgery in the State of Washington.
- (d) Maintain a principal practice of medicine in Whatcom County, or in Skagit, San Juan, or Island counties, if it is more convenient to attend the meetings of the Northwest Washington Medical Society, and if the Society in whose jurisdiction a physician may be, consents to the affiliation with the Northwest Washington Medical Society
- (e) Maintain membership in either the Washington State Medical Association or the Washington Osteopathic Medical Association.
- (f) Practice medicine in conformity with the code of ethics of the Washington State Medical Commission;

An Emeritus Member is a senior member defined by the WSMA as:

"A physician who has been qualified for physician membership and has retired from active practice. A senior member who has been a member in good standing of the WSMA or one or more constituent or component associations of the Association for 25 years."

First-Year-in-Practice Members are defined as recent graduates from a residency program who are starting their initial career path in Whatcom or San Juan County. Mid-career physicians who are moving from another practice do not qualify for this membership status.

The Rights of Members are such that members in good standing have the right to:

- (a) Vote
- (b) Hold office
- (c) Attend Executive sessions
- (d) Participate in debate,
- (e) Hold ownership of any of the assets of the Society in the event of dissolution.

ARTICLE IV - BOARD OF DIRECTORS

The Executive officers of the Society shall be the:

- (a) President, who shall serve as Chairman of the Board of Directors

- (b) Vice- President
- (c) Immediate Past President
- (d) Secretary-Treasurer
- (e) Director At Large, (Minimum of Three, Maximum of six)
- (f) WSMA Delegates and Alternate Delegates, (as defined by the rules of the WSMA House of Delegates)

(g) Executive Director as an ex officio basis without a vote

Only such persons as are active, emeritus or first year graduate and members in good standing are eligible for election to office.

The powers and duties of the Board of Directors shall be as set forth in the Bylaws.

The board must hold regular meetings. Special meetings shall be called as provided in the Bylaws. Fifty (50) percent of the members of the Board of Directors shall constitute a quorum.

ARTICLE V: ELECTIONS

The Method by which the officers shall be elected will be provided in the Bylaws. The election shall be at an official meeting of the Society.

All elected officers shall serve for a term of three years or until their successors shall be elected.

The Vice-President shall serve one year as President-Elect and shall succeed immediately thereafter to the presidency for a term of two years.

All officers shall take office at the end of the meeting following their election. The duties of the officers shall be as prescribed in the Bylaws.

Vacancies created in the event of the death, resignation, or removal of the President, the Vice - President shall immediately become President for the unexpired term and have the right of first refusal for the succeeding term to which the Vice-President was originally elected. The other officers shall retain the offices to which they were elected. The Board of Directors shall appoint a member to serve as an additional Director until the next official meeting.

A vacancy created in the event of the death, resignation, or removal of any other officer or Director, the unexpired term of such officer or Director shall be filled by appointment by the Board of Directors and such appointee shall hold office until the next official meeting.

ARTICLE VI

The Delegates and Alternative to the Washington State Medical Association House of Delegates Delegate will be annually selected from the members in good standing. The number of delegates and alternate delegates to the Washington State Medical Association will be determined by the Washington State Medical Association's Constitution and Bylaws.

The delegates are the official representative of the Society in the Washington State Medical Association, and they are empowered to act during the meetings of the House of Delegates for this Society.

Delegates and alternates shall assume office immediately following their selection and shall serve until their successors are elected and assume office.

ARTICLE VII

This Society shall call meetings at such times and places as may be provided in the Bylaws, provided that there be at least one official meeting per calendar year.

At an official meeting of the Society, the membership shall elect officers for the ensuing year. All officers shall take office at the end of the meeting following their election.

ARTICLE VIII

The Legislative Powers of the Northwest Washington Medical Society is subject only to the paramount authority of the Washington State Medical Association. All legislative powers of the Society, including the power to alter, amend, or repeal this Constitution and the Bylaws, are vested in, and reside in, the voting members of this Society, who alone shall have the power and authority to determine the policies of the Society.

ARTICLE IX

The Raising of Funds conducting the affairs of the Society may be raised by annual dues as reported sent via check by the Washington State Medical Association. Special assessments on members as the Society may from time to time may be determined by a majority vote

Other forms of funds may be raised by

- (a) By voluntary contributions, devises, bequests, and other gifts; and
- (b) Sponsorships accepted by companies vetted by the board.
- (c) In any other manner determined by the Society that follows the tax code of the 501(c)(6) non-profit organization.

The Society may budget and appropriate funds for such purposes as will permit the proper conduct of the activities of the Society and will tend toward the attainment of its objectives.

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

ARTICLE X

The Society agrees that the Ethics as defined by The Principles of Medical Ethics of the Washington State Medical Commission in force at the time of the adoption of this Constitution, and as they may, from time to time thereafter, be amended by the American Medical Association, are the Principles of Medical Ethics of this Society and are binding on its members.

ARTICLE XI

The Northwest Washington Medical Society is a corporation not for pecuniary profit, founded in November of 1889 and incorporated September 21, 1931, under the laws of the State of Washington. Every member of this Society at the time of the adoption of this Constitution, by retaining membership herein, and every member admitted in the future, by applying for such membership, intends that the rights and duties as a member of this Society shall be determined and governed by the provisions of this Constitution and the Bylaws.

ARTICLE XII

Amendments to this Constitution will be voted on at an official Society meeting and may, in whole or in part, be approved by a two-thirds vote of all voting members present and voting, 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.

ARTICLE XIII

The adoption of this Constitution repeals all existing constitutions of this Society and amendments thereto and all previous motions of record and rules and regulations in conflict with this Constitution; provided that all officers, delegates and elected and appointed committee members shall continue their incumbency until their successors are duly elected as provided in this Constitution and the Bylaws.

CONSTITUTION LAST AMENDED THIS XX DAY OF November, 2021.