

NORTHWEST WASHINGTON MEDICAL SOCIETY, INC.

CONSTITUTION

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CONSTITUTION
OF
NORTHWEST WASHINGTON MEDICAL SOCIETY, INC.

ARTICLE I - NAME

Name. The name of this organization is NORTHWEST WASHINGTON MEDICAL SOCIETY, INC.

ARTICLE II - OBJECTIVES

Section 1. Objectives. 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.

Section 2. Right and Power. In the furtherance of its objectives, as a medical and scientific society, the Society shall have the right and power

- a. to 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 Trustees 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 - MEMBERSHIP

Section 1. Membership Categories. The membership categories of this Society are

- a. Active
- b. Honorary
- c. Associate
- d. Affiliate
- e. Assistant
- f. Inactive

Section 2. Active Members. The Active members of this Society are members who possess all of the qualifications for membership, and for whom the required annual dues and/or special assessments have been received by the Secretary-Treasurer of this Society in accordance with the applicable provisions of the Bylaws, excepting when they are exempt from the payment of dues as provided under Chapter II, Section 3 a. of the Bylaws.

Section 3. Honorary Members. An honorary member is an active member who has been in good standing in this Society for at least thirty (30) consecutive years and who has attained the age of seventy (70) years or a member who has retired from active practice who has attained the age of sixty-five (65) and has been a member in good standing in this Society for twenty-five (25) consecutive years and has been declared honorary by the Board of Trustees. Honorary members shall have all the rights and privileges of active members, but they shall not be subject to payment of annual dues and special assessments. A member who has attained the age of sixty-five (65) and has been a member in good standing in this Society for twenty-five (25) consecutive years and reduced practice to two (2) days or less per week may also be declared honorary by the Board of Trustees; while continuing to practice such members will receive a reduction in dues of fifty percent (50%) of the amount paid by active members.

Section 4. Associate Members. An associate member is a physician who does not elect to become an active member, but who possesses all qualifications of an active member except that a license to practice medicine or osteopathy is not required and who:

- a. is either a physician in active service with the armed forces of the United States, Public Health Service or Veterans Administration, or a full-time employee of the Bellingham-Whatcom County Department of Health or a full-time employee of the Washington State Department of Health, or a full-time medical administrator, or a full-time member of the teaching staff or administration of Western Washington University who
 - 1. does not engage in any private practice whatsoever, and
 - 2. is elected to such membership in this Society in the manner and in the form provided for in the Bylaws.

Section 5. Affiliate Members. An affiliate member is a physician engaged in formal postgraduate medical training in institutions approved by the Council on Medical Education

of the American Medical Association who elects not to become an active member, but who possesses all of the qualifications of an active member except

- a. a license to practice medicine or osteopathy in the State of Washington is not required, and who
- b. does not engage in any private practice whatsoever, and who
- c. has been elected to such membership by the Board of Trustees.

An affiliate member may become an active or associate member only in the form provided for in the Bylaws.

Section 6. Assistant Members. An assistant member is a physician's assistant who is a graduate of an accredited AMA approved training program for training assistants for physicians, who is approved by the State Board of Medical Examiners, who is employed by a physician who is a member of the Society, and who maintains membership in the Washington State Medical Association.

Section 7. Inactive Members. An inactive member is a physician who has been declared inactive by the Board of Trustees by reason of

- a. illness which prohibits engaging in the practice of medicine or osteopathy, or
- b. voluntary retirement from the practice of medicine or osteopathy, or
- c. active duty with the armed forces of the United States.

Section 8. Rights of Members. Only active and honorary members shall have the right to vote, hold office, attend executive sessions, participate in debate, or in the ownership of any of the assets of the Society in the event of dissolution. Members of the other classes may be accorded the privilege of the floor by a vote of two-thirds of those present and voting.

Section 9. Standard of Qualifications. The Society shall be sole judge of the moral, ethical, and professional qualifications requisite for admission to, or continuation in, any class of membership in this Society.

Section 10. Qualifications for Active Membership. To qualify for Active membership a physician must:

- a. hold the degree of Doctor of Medicine or Bachelor of Medicine which has been issued by an institution approved by the Washington State Board of Medical Examiners, or the Board of Trustees of the Washington State Medical Association, or the degree of Doctor of Osteopathy in such instances as the Board of Trustees deems specifically warranted after individual evaluations of the applicant's total educational background, including postgraduate training and experience and professional attributes, except that the Society may in its discretion continue in active membership a physician not possessing the qualifications just stated, but who was an active member in good standing of the Society prior to the adoption of this Constitution;
- b. be licensed to practice medicine and surgery in the State of Washington, or licensed to practice osteopathy and surgery in the State of Washington;

- c. maintain his or her principal practice of medicine in Whatcom County, or in Skagit, San Juan or Island counties, if it be 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 Whatcom County Medical Society, except as provided by the Bylaws, to allow the Society to meet its obligations with respect to individual members' standards of practice, grievance complaints and any other obligations as set forth in the Constitution and Bylaws;
- d. be of good moral and professional character.
- 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 American Medical Association and of the Whatcom County Medical Society;
- g. not practice or claim to practice any school or system of sectarian medicine or healing;
- h. be elected to membership in this Society in the manner and in the form provided for in the Bylaws.

ARTICLE IV - OFFICERS

Section 1. Officers. The officers of the Society shall be the President, President-Elect, Immediate Past President, Secretary-Treasurer and a Trustee. Only such persons as are *active* or honorary members in good standing are eligible for election to office.

Section 2. Method of Election. The officers shall be elected in the manner provided in the Bylaws at the annual meeting of the Society.

Section 3. Term of Office. All elected officers shall *serve* for a term of one year or until their successors shall be elected and shall qualify. The President-Elect shall *serve* one year as President-Elect and shall succeed immediately thereafter to the presidency for a term of one year. 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.

Section 4. Vacancies.

- a. In the *event* of the death, resignation or *removal* of the President, the President-Elect shall immediately become President for the unexpired term and for the succeeding term to which the President-Elect was originally elected. The other officers shall retain the offices to which they were elected. The Board of Trustees shall appoint a member to *serve* as an additional Trustee until the next annual meeting.
- b. In the *event* of the death, resignation or *removal* of any other officer or trustee, the unexpired term of such officer or trustee shall be filled by appointment by the Board of Trustees and such appointee shall hold office until the next annual meeting.

ARTICLE V - BOARD OF TRUSTEES

Section 1. Composition. The Board of Trustees shall consist of the President, the President-Elect, the Immediate Past President, the Secretary-Treasurer, one elected Trustee, the WSMA Delegates and Alternate Delegates, the Past President representative, and the Executive Secretary on an ex officio basis without vote. The President shall serve as Chairman of the Board of Trustees.

Section 2. Method of Election. The method of election of members of the Board of Trustees shall be as set forth in the Bylaws.

Section 3. Term of Office. The term of office shall be as set forth in Article IV, Section 3 above.

Section 4. Meetings and Quorum. Regular and special meetings shall be held as provided in the Bylaws. Fifty (50) percent of the members of the Board of Trustees shall constitute a quorum.

Section 5. Powers and Duties. The powers and duties of the Board of Trustees shall be as set forth in the Bylaws.

ARTICLE VI - DISCIPLINE OF MEMBERS

Section 1. Basis for Discipline. The Board of Trustees may in the manner hereinafter provided, expel, suspend, censure, or otherwise discipline one of its members

- a. who has been found guilty of a criminal offense or of gross misconduct, either as a physician or as a citizen; or
- b. whose license to practice medicine in this State has been revoked or suspended by the State Board of Examiners, or by the Medical Disciplinary Board of the State of Washington; or
- c. who has been found guilty of an unprofessional conduct as defined by Revised Code of Washington, Section 18.72.030; or 18.57.170;
- d. who has been found guilty of an unprofessional conduct as defined in Revised Code of Washington, Sections 19.68.010 and 19.68.020, prohibiting rebates; or
- e. who has knowingly testified falsely as an ordinary or as an expert witness; or
- f. who has violated any of the provisions of this Constitution or any Bylaw adopted hereunder; or
- g. who has violated any principle of ethics of the American Medical Association; or
- h. who has violated any principle of ethics of this Society.

Section 2. Disciplinary Proceedings. The Board of Trustees shall be the final appeal within WCMS in matters of discipline regarding ethics, mediation, conduct, appeals made to them as the result of a Grievance Committee decision and interpretation of the WCMS Constitution and Bylaws.

Section 3. Charges. Charges against a member for any misconduct as stated in Section shall be made in writing by the complainant within thirty (30) days to the Board of Trustees. Upon receipt of the charges the Board of Trustees shall meet and determine whether or not a hearing shall be conducted. If the Board of Trustees determine that the charges are unsubstantial and that no further action should be taken, the charges shall be dismissed. If they determine that a hearing should be conducted the following procedures shall be followed:

- a. A written copy of the charges shall be furnished the accused member together with a summons requiring the accused member's attendance before the Board of Trustees at a stated time and place. The summons and a copy of the charges may be served on the accused member personally or by certified mail.
- b. The hearing on said charges shall be held by the Board of Trustees at least thirty (30) days following the accused's receipt of the summons and charges, not counting the date of receipt. Provided, however, that the Board, for good cause may continue the date of the hearing beyond the thirty (30) days at the request of either party.
- c. At the hearing, a full opportunity to present defense, witnesses, other evidence, cross examine witnesses and rebut evidence presented to sustain the charges, shall be afforded the accused member. The accused member may be represented by counsel, who may assist in the presentation of evidence and may cross examine testifying witnesses.

Section 4. Decision. As soon after the conclusion of the hearing as possible, and in any event within thirty (30) days thereafter, the Board of Trustees shall prepare a written summary of the charges, its findings and discipline of the accused member. A copy will be sent to the accused member. The decision of the Board of Trustees shall be final and binding unless written notice is given to the President of the Board of Trustees of the Society that the accused member will appeal the decision.

Section 5. Appeals. The accused may appeal the decision to the Judicial Council of Washington State Medical Association and thereafter the Judicial Council of the American Medical Association under such rules as those two bodies may adopt. The disciplinary action voted by the Society shall be suspended during the pendency of such appeal or appeals. If the disciplinary action voted by the Society is upheld, such action shall thereupon become effective immediately.

Section 6. Reinstatement. A member who has been suspended shall be restored automatically to active membership upon termination of the suspension period. A member who has been expelled may make application for membership one year or more after the effective date of expulsion.

ARTICLE VII - DELEGATES AND ALTERNATES TO THE WASHINGTON STATE MEDICAL ASSOCIATION

Section 1. Selection, Terms and Powers. Annually the Society shall elect from among the active and honorary members such number of delegates and alternate delegates to the Washington State Medical Association as the Society may be entitled to under that 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.

Section 2. Assumption of Office. Delegates and alternates shall assume office immediately following their election and shall *serve* until their successors are elected and assume office.

Section 3. Vacancy During Elected Term - How Filled. If before termination of the term, a delegate dies, resigns, ceases to be a member in good standing of this Society, or for any other reason becomes disqualified, the alternate delegate designated by the President of the Society, with the approval of the Board of Trustees shall be the successor for the remainder of the term in accordance with the applicable provisions of the Constitution and Bylaws of the Washington State Medical Association.

ARTICLE VIII - MEETINGS

Meetings. This Society shall meet at such times and places as may be provided in the Bylaws, provided that there be held annually a meeting in January which shall be designated as the Annual Meeting, at which the Society shall elect officers for the ensuing year, and delegates and alternate delegates to the Washington State Medical Association. All officers shall take office at the end of the meeting following their election.

ARTICLE IX - LEGISLATIVE POWERS

Legislative Powers. 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. The voting member shall elect (1) all the officers, and (2) such delegates to the House of Delegates of the Washington State Medical Association as this Society may be entitled to.

ARTICLE X - FINANCES

Section 1. Raising of Funds. Funds for conducting the affairs of the Society may be raised

- a. by such annual dues from, and such special assessments on, members as the Society may from time to time determine;
- b. by voluntary contributions, devises, bequests and other gifts; and
- c. in any other manner determined by the Society.

Section 2. Budget Appropriations. Society funds may be expended only for such purposes as will permit the proper conduct of the activities of the Society and will tend toward the attainment of its objectives.

Section 3. Fiscal Year. The fiscal year of this Society is from January 1, to December 31, inclusive.

ARTICLE XI - ETHICS

Ethics. The Principles of Medical Ethics of the American Medical Association 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 XII - FORM OF ORGANIZATION

Form of Organization. This Society is a corporation not for pecuniary profit, 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 XIII - AMENDMENTS

Amendments. This Constitution may be amended in whole or in part at any meeting 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 XIV - REPEAL

Repeal. 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 23RD DAY OF SEPTEMBER, 2015.