

PROPOSED REVISED BYLAWS



ONTARIO COUNTY MEDICAL SOCIETY

Organized – 1806

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ARTICLE I: NAME AND PURPOSE

Section 1. Name: The name and title of this society shall be The Ontario County Medical Society, Incorporated.

Section 2. Purpose: The purpose of this Society shall be:

- 2.1. To extend medical knowledge and advance the science and art of medicine.
- 2.2. To promote the betterment of public health.
- 2.3. To assist in the enactment and enforcement of just medical and public health laws.
- 2.4. To promote friendly intercourse among the physicians of the County.
- 2.5. To safeguard the professional and economic integrity of its members.
- 2.6. To establish and maintain appropriate and equitable relationships with the public, with the government and with all agencies working in the field of health and welfare.
- 2.7. To enlighten and direct public opinion in regard to the problems of medicine and health, for the benefit and best interests of the people of Ontario County.

ARTICLE II. MEMBERSHIP

Section 1. Eligibility/Classification: The membership of the Society shall be divided into six classes:

- 1.1. Active Membership: Shall be limited to graduates of U.S. or foreign medical or osteopathic schools as recognized by the Medical Society of the State of New York (hereinafter “MSSNY”), licensed by the State of New York, and who either reside in or have their principal office in Ontario County.
- 1.2. Part-Time Membership: Shall be limited to those Active Members who practice less than 20 hours per week.
- 1.3. Retired Membership: Shall be limited to those Active Members who completely retire from the practice of medicine prior to attaining the age of 67 and who have been a member of the Society for the 25 years preceding retirement.
- 1.4. Life Membership: Shall be limited to those Active Members in good standing who:
 - 1.4.1 have completely withdrawn from the active practice of medicine and have been a member of the Society for ten or more consecutive years prior to age 67; or
 - 1.4.2 continues in the active practice of medicine and have been a member of the Society for ten or more consecutive years prior to the age of 72; or
 - 1.4.3 are permanently disabled and have been a member of the Society for ten or more consecutive years.

- 1.5. Student Membership: Shall be limited to those individuals who are enrolled in a recognized medical or osteopathic school and who reside in Ontario County.
- 1.6. Honorary Membership: Shall be limited to those distinguished physicians who:
 - 1.6.1 do not maintain an office or residence in Ontario County; or
 - 1.6.2 previously were an Active Member who has attained an appointed or governmental position; or
 - 1.6.3 have attained national or international prominence in the science or art of medicine; and
 - 1.6.4 are elected by the Executive Committee.
- 1.7. Affiliate Members: Shall be limited to the employees of Active Members, or former members who have moved out of New York State and wish affiliation for the purpose of participating in educational and vendor sponsored programs. Affiliate members shall have voice but no vote.

Section 2. Application for Membership:

A candidate for membership other than Honorary shall make the application in writing upon forms provided or approved by the Society. Such application shall be reviewed by the Executive Committee pursuant to Society policies establishing the qualifications for membership. In case of rejection, the reasons for rejection shall be set forth in writing and provided to the applicant.

Section 3. Application by Transfer:

A physician applying for membership as a transferee from any other component New York county medical society shall have that county forward a transfer application and complete an updated Society application and shall comply with all requirements provided for transfer under the relevant Article of the MSSNY Bylaws.

Section 4. Election to Membership:

Applicants for membership shall have their applications acted upon by the Executive Committee within 120 days of the receipt of notification of a completed application. Applicants shall be informed in writing of the decision of the Executive Committee. Applicants not recommended for membership may appeal that decision in accordance of Article III, Section 6 of these Bylaws. Election to membership constitutes membership in the MSSNY and the 7th District Branch of the MSSNY.

Section 5. Appeals:

Any physician who has been refused membership in the Society, or who has duly filed an application for membership which has neither been accepted nor rejected within 120 days after filing, shall have the right of appeal at the Society's next scheduled Executive Committee meeting, and shall have the additional right to appeal to the MSSNY, as provided under the relevant Article of the MSSNY Bylaws.

Section 6. Transfer Letters:

A member in good standing, and against whom no known charges are pending, wishing to withdraw from Society membership and to be admitted to another component county medical society shall be granted a transfer card or letter.

Section 7. Resignation:

Resignation from membership must be submitted in writing to the Secretary/Treasurer of the Society. No resignation shall be accepted from a member owing dues or assessments.

Section 8. Suspension of Membership:

Upon notification from the New York State Department of Health or the Board of Regents that a member's license to practice medicine has been suspended, without a stay of that suspension, membership in the Society shall likewise be suspended without the necessity of further proceedings. A physician whose license has been suspended may, upon termination of the suspension, reapply for membership by letter to the President of the Society requesting reinstatement.

Section 9. Termination of Membership:

9.1. Upon notification from the NYS Department of Health or Board of Regents that a member's license to practice medicine has been revoked, the member's membership in the Society shall be likewise revoked without the necessity of further proceedings. Upon restoration of the physician's license, the physician may reapply for membership by the same procedure as that governing the election of new members.

9.2. A member whose dues remain unpaid at the date specified by MSSNY shall be dropped from the rolls of membership. Upon termination of membership, all participation in any group benefits program ceases.

Section 10. Re-Election/Reinstatement to Membership:

Any physician who desires re-election to membership is subject to the same procedure as that governing the election of new members.

ARTICLE III. DUES

Section 1. Payment and Rate:

Annual dues are due and payable on the first day of January of each year. Each member shall pay annually the appropriate dues as set by the Executive Committee at the last meeting of the previous administrative year. At the same time, the member shall pay the amount of the MSSNY per capita dues and assessments fixed by the House of Delegates for the current year.

Section 2. Good Standing:

A member is considered to be in good standing when all dues and assessments have been paid. A member whose dues and assessments are unpaid after March 1st of the current year is not in good standing and shall be deemed to be in arrears.

ARTICLE IV. CONDUCT OF MEMBERS

Members shall conduct themselves in accordance with the Principles of Professional Conduct of MSSNY as they now are or as they may hereinafter be constituted. Any intentional violation thereof shall be cause for discipline. The ByLaws and Resolutions of the Society and the Constitution, ByLaws, Rules and Regulations of MSSNY which have reference to the County Societies shall be binding on members of the Society. Any intentional violation or disregard of the same shall be cause for discipline. A finding by the NYS Department of Health or Board of Regents that a member has been found guilty of professional misconduct, as defined in Section 6509, 6509(a) or 6530 of the Educational Law of the State of New York shall also be cause for discipline.

ARTICLE V. DISCIPLINE

The Society may censure, suspend or expel a member by a three-fourths affirmative vote of the members present and eligible to vote at a regular or special meeting called for that purpose, in accordance with the procedure herein provided.

The Ethics Committee shall be charged with the duty of enforcing Article IV of these ByLaws, except in the case of its own members, in which case the matter will be referred to the Executive Committee.

Disciplinary proceedings against a member shall be initiated on a signed written complaint from any source. The President shall refer the complaint to the Ethics Committee, which shall meet and examine the charges of misconduct and all available and relevant evidence within ten business days of the receipt of the referral. If the Ethics Committee agrees that there is substantial evidence supporting the charges, a hearing will be scheduled and the Chair of the Ethics Committee shall notify the member by registered mail. The notice will include a copy of the signed complaint, a directive to appear in person before the Committee, and a copy of the Society's ByLaws. A minimum of ten business days shall elapse from the date of service of the complaint to the hearing to which the member has been summoned.

At that hearing, the member shall respond to the charges made in the complaint and may be represented by counsel. The member may also produce witnesses on his/her behalf. The Ethics Committee may also call as a witness any member of the Society with not less than five days' notice. A complete stenographic record of such hearing shall be taken and preserved. Within ten business days of the conclusion of testimony, the Ethics Committee must inform the Executive Committee of its decision regarding whether the charges of misconduct are substantiated and the discipline, if any, to be imposed upon the member. Within two business days of the Ethics Committee's decision having been given to the Executive Committee, the member and accuser will be notified of the decision. If the Ethics Committee determines that the member is innocent of all charges or that disciplinary action is not appropriate, no further report will be made to the Society.

Any member who wishes to file an appeal will be counseled to contact the Judicial Council of MSSNY by filing a notice of appeal with the Secretary of MSSNY and the Society's Secretary/Treasurer within three months after service of the notice of the final decision. A member wishing to file an appeal is directed to Article VII, Section 2 of the MSSNY ByLaws for information regarding the appeal procedure.

ARTICLE VI. OFFICERS

Section 1. Society Officers:

The officers of this Society shall be President, President-Elect, and Secretary/Treasurer, and the number of Delegates and Alternatives to which the Society may be entitled.

Section 2. The President:

- 2.1. It shall be the duty of the President to preside at all meetings of this Society and of the Executive Committee and to prepare a program for the meetings of this Society with the aid of the Executive Committee or its appointed Program Committee.
- 2.2. The President shall appoint the members of any standing, sub or special committees as directed in these ByLaws unless another method is designated by this Society.
- 2.3. The President shall receive all complaints and promptly refer them to appropriate committees for investigation and report to the Executive Committee.
- 2.4. The President shall call a special meeting of this Society at the request of a majority of the Executive Committee or on the written request of ten Active Members of this Society. He shall call a special meeting of the Executive Committee at his discretion or at the request of three of its members.
- 2.5. The President shall receive only written charges against a member of this Society for presentation before the proper authorities.
- 2.6. He shall enforce the laws of this Society and perform such other duties as shall pertain to the Office of the President.
- 2.7. The President shall be a member ex officio of all boards and committees, with voice but no vote.

Section 3. The President-Elect:

- 3.1. The President-Elect shall, in the absence of the President or at his request, perform the duties of the office of the President.
- 3.2. The President-Elect shall succeed the President in the event of his death, resignation, removal, incapacity or refusal to act; said refusal to act shall be determined by two-thirds vote of the Executive Committee.

Section 4. The Secretary/Treasurer:

- 4.1. The Secretary/Treasurer shall perform the duties generally pertaining to those offices together with those prescribed by the laws of the State and the enactments of the State Society. He shall be responsible to the Executive Committee.

- 4.2. The Secretary/Treasurer shall have charge of all papers, archives and properties of this Society. He shall make and keep on file correct minutes of this Society and of the Executive Committee, and shall present a report of the transactions of the Executive Committee to the Society at stated meetings.
- 4.3. The Secretary/Treasurer shall keep the roster of the members together with such data regarding them as may be of interest to this Society.
- 4.4. He shall have charge of the correspondence and shall conduct the same, making a report on it to the Executive Committee. He shall issue all notices of meetings and notifications of election to membership. He shall notify members of their election to office, if they are not present at the meeting, and appointment on committees as requested by the President.
- 4.5. The Secretary/Treasurer shall be accountable for all dues, assessments and other funds receivable by this Society to the Executive Committee and to the Society. He shall keep proper books, records and accounts which shall at all times be open for examination by the Executive Committee or its representatives. He shall deposit the funds of this Society in its name in such depositories as shall be named by the Executive Committee. His accounts and funds shall be subject to audit annually, and he shall render at each stated meeting of the Executive Committee a statement of the finances of the Society.
- 4.6. Except for the payment of such assessments of the State Society and the Seventh District Branch, no monies shall be withdrawn from the Treasury except for such purposes as shall be deemed necessary and proper to provide for the successful conduct of the business of this Society. Any unusual expenditures must be authorized by the Executive Committee. All bills presented to the Secretary/Treasurer for payment shall be approved by the Executive Committee and certified by the President.

Section 5. Delegates

- 5.1. All Delegates from this Society shall be expected to attend each session of the House of Delegates.
- 5.2. The Delegates shall report to this Society at the stated meeting next following the meeting of the State Society. Their reports shall contain a resume of what transpired and such other matters as may be necessary, or shall have been ordered by this or the State Society.
- 5.3. This Society may make appropriations for reimbursing all or part of the expense incurred by its Delegates in attending the meetings of the House of Delegates of the State Society.

Section 6. Election of Officers

- 6.1. The Officers, with the exception of the President, shall be elected by voice vote **at the Annual Meeting to be held on the second Tuesday of June.**

- 6.2. The President-Elect shall automatically succeed the Retiring President and assume office at the same time as other elected officers.
- 6.3. The Officers, except Delegates and Alternates, shall be elected for one year only, or until their successors shall have been elected or appointed as hereinafter provided, except that the President may be re-elected for one additional term to succeed himself.
- 6.4. All elected Officers and Delegates shall assume their duties **on the First of July**, after their election. They shall have delivered to them promptly all records and other property of this Society in the possession of their predecessors.
- 6.5. This Society shall elect as many Delegates and Alternates as are allotted by the State Society. The term of office of each Delegate and Alternate shall be for two years. An Alternate shall act as a Delegate whenever the Delegate for whom he is the Alternate so requests, is unable or fails to serve, or in the event of death of such Delegate.

ARTICLE VII. COMMITTEES

Section 1. The standing committees of the Society shall be:

- 1.1. The Executive Committee.
- 1.2. Such other committees as are required by the State Society or are created by this Society.

Section 2. Executive Committee

- 2.1. Executive Committee shall consist of the President, President-Elect, and Secretary/Treasurer.
- 2.2. The Executive Committee shall be for all legal purposes the Board of Trustees of the Society. It shall have supervision over all other standing and all special committees and commissions and all appointive officers, agents and employees, except where otherwise specifically provided.
- 2.3. The President shall be the Chairman of the Executive Committee.
- 2.4. A majority of members of the Executive Committee shall constitute a quorum for the transaction of business.
- 2.5. Meetings will be held at such times as business may require. Special meetings of the Executive Committee shall be called whenever the President deems it necessary or at the written request of two of its members.
- 2.6. No Officer, Board, Committee or Member shall incur any financial obligation for this Society without authorization of the Executive Committee or majority vote of the Society.

- 2.7. The Executive Committee shall have the power to direct the expenditure of funds of the Society as it may deem necessary in the conduct of the business of this Society, subject to the approval of the Society.
- 2.8. The Executive Committee shall act as a Reference Committee on such motions or resolutions as this Society may vote to refer to it.
- 2.9. The Executive Committee shall have immediate supervision of any legal counsel employed by the Society.

Section 3. Special Committees

3.1. Ethics Committee

3.1.1 Composition: The Ethics Committee shall consist of a chair and six members appointed by the President and approved by the Executive Committee.

3.1.2 Duties: The Ethics Committee shall attempt to secure the enforcement of the laws governing the practice of medicine as it applies to Ontario County.

3.2. Committee on Legislation

3.2.1 The Legislation Committee shall consist of a Chairman and at least two members appointed by the President. It shall be the duty of this Committee to inform itself, to keep the Society informed, and to take appropriate action on proposed or new legislation which may or does affect the practice of medicine, the public health, or other proper interest of the medical profession. It shall advise and work in cooperation with the corresponding committee of MSSNY.

3.3. Committee on Peer Review

3.3.1 The Peer Review Committee shall consist of a Chairman and four members appointed by the President. It shall be the duty of the Committee to receive, investigate and resolve all complaints against members and to assist in maintaining high levels of professional deportment.

3.4. Committee on Workers' Compensation

3.4.1 This Committee shall consist of a Chairman and at least two other members appointed by the President.

3.4.2 This Committee shall act as a Rating Board relative to the qualifications for treating cases by physicians of Ontario County under the State Workers' Compensation Law.

3.4.3 Evaluation of qualifications and assignments of ratings shall be in accordance with the Workers' Compensation Laws of the State of New York, its Rules and Regulations.

- 3.4.4 This Committee shall report its recommendations on applications for ratings, or re-ratings, to the Chairman of the Workers' Compensation Board of the State of New York, to the Secretary of the State Society and to the Secretary of this Society.
- 3.4.5 This Committee shall also have jurisdiction over the members of this Society in the administration of the State Disability Benefits Law and Federal Compensation Act.
- 3.4.6 This Committee shall take cognizance of all apparent violations of any of these laws by members of this Society or any other person, and they shall have authority to investigate, determine the facts and make such recommendations to appropriate groups or authorities as may seem indicated.
- 3.4.7 Should a member of this Society be involved, this Committee shall be granted discretion as to whether or not the matter should be referred to the Ethics Committee.

ARTICLE VIII. MEETINGS

Section 1. Annual Meeting:

The Annual Meeting of this Society shall be held on the second Tuesday of June and due notice of the time, place and hour thereof shall be mailed to each Member by first class mail not less than ten nor more than fifty days prior thereto.

Section 2. Stated Meeting:

Stated Meetings shall be held as provided in the ByLaws and due notice of the time, place and hour thereof shall be communicated to each Member. The time and place of all meetings, unless otherwise directed by the Society, shall be decided by the Executive Committee.

Section 3. Special Meeting:

Special Meetings shall be called by the President upon a majority vote of the Executive Committee, or on written request of ten Active Members of this Society who are in good standing. Said request shall specify the particular object for which such meeting is to be called.

Section 4. Quorum:

Annual. Stated and Special Meetings may be adjourned from day to day. Ten members or ten percent of the Members entitled to vote, whichever is less, shall constitute a quorum for the transaction of business at any meeting of this Society.

ARTICLE IX. AMENDMENTS

Section 1. Process:

- 1.1. Amendments or additions to these ByLaws may be made at any regular meeting. Notice of such amendments or additions shall have been presented in writing at some preceding regular meeting and a copy of such proposed amendments or additions shall be sent with the notice of the meeting at which they are to be considered.
- 1.2. A two-thirds majority of the votes cast by members present who are eligible to vote shall be necessary for adoption.
- 1.3. No amendment to these ByLaws shall be finally adopted or become effective until it shall first have been approved by the Council of the Medical Society of the State of New York.