

SDCMS Bylaws

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35

ARTICLE I - PURPOSES 6
 Section 1. Purpose 6
 Section 2. Charter from CMA 6

ARTICLE II – ANNUAL AND SPECIAL MEETINGS 7
 Section 1. Annual Meetings 7
 Section 2. Special Meetings 7
 Section 3. Quorum 7
 Section 4. Parliamentary Procedure 7

ARTICLE III - MEMBERSHIP 8
 Section 1. Qualifications of Membership 8
 Section 2. Membership Classes 8
 Section 3. Active Membership 8
 Section 4. Resident Physician Membership 8
 Section 5. Medical Student Membership 9
 Section 6. Associate Membership 9
 Section 7. Government Employed Membership 9
 Section 8. Multiple Membership 9
 Section 9. Retired Membership 9
 Section 10. Honorary Membership 9
 Section 11. International Membership 10
 Section 12. Probationary Membership 10
 Section 13. Leave of Absence 10
 Section 14. Election to Membership 10
 Section 15. Transfers to or from SDCMS 11

ARTICLE IV - DISCIPLINE 12
 Section 1. Discipline 12
 Section 2. Procedure 12
 Section 3. Participation by Members on Probation or Discipline 12
 Section 4. Readmission 12
 Section 5. Judicial Council 12

ARTICLE V - DUES AND ASSESSMENTS 13
 Section 1. Raising of Funds 13
 Section 2. Annual Dues 13
 Section 3. Delinquency 13

36	Section 4. Waiver of Dues.....	13
37	ARTICLE VI - DISTRICTS OF THE SAN DIEGO COUNTY MEDICAL SOCIETY.....	14
38	Section 1. Districts.....	14
39	Section 2. Redistricting	14
40	ARTICLE VII – BOARD OF DIRECTORS.....	15
41	Section 1. Membership - Voting Members.....	15
42	Section 2. Eligibility	15
43	Section 3. Duties	15
44	Section 4. Chair.....	15
45	Section 5. Meetings.....	15
46	Section 6. Quorum	16
47	Section 7. Vacancies.....	16
48	Section 8. Limits of Terms.....	16
49	Section 9. Elections and Terms	16
50	Section 10. Removal of BOD Members	16
51	Section 11. Growth in the BOD when Active Membership Grows	16
52	Section 12 – Dual Office Holders	16
53	Section 13. Parliamentary Procedure	16
54	ARTICLE VIII - CALIFORNIA MEDICAL ASSOCIATION DELEGATION.....	18
55	Section 1. Purpose	18
56	Section 2. Membership.....	18
57	Section 3. Voting Rights	18
58	Section 4. Duties	18
59	Section 5. Officers of the Delegation.....	18
60	Section 6. Delegation Committees.....	18
61	Section 7. Quorum	19
62	Section 8. CMA Trustees	19
63	Section 9. AMA Delegates and Alternate Delegates	19
64	ARTICLE IX - OFFICERS	20
65	Section 1. Officers.....	20
66	Section 2. Election of Officers	20
67	Section 3. The President.....	20
68	Section 4. The President-Elect.....	20
69	Section 5. The Secretary.....	20
70	Section 6. The Treasurer	20
71	Section 7. Vacancies.....	20

72	ARTICLE X - ELECTION TO OFFICES.....	21
73	Section 1. Nomination Process.....	21
74	Section 2. Nomination by Petition	21
75	Section 3. Manner of Election	21
76	Section 4. Election.....	22
77	Section 5. Restrictions on Voting	22
78	Section 6. Recall Election	22
79	Section 7. Assumption of Duties	23
80	ARTICLE XI - SECTIONS	24
81	Section 1. Purpose and Formation.....	24
82	Section 2. Services for Sections	24
83	ARTICLE XII - COMMITTEES	25
84	Section 1. Appointment of Committees.....	25
85	Section 2. Appointment of Special Committees.....	25
86	Section 3. Standing Committees.....	25
87	Section 4. Membership Committee	25
88	Section 5. Professional Conduct Committee	25
89	Section 6. Executive Committee	26
90	Section 7. Finance Committee	26
91	Section 8. Bylaws Committee	27
92	Section 9. Communications Committee	27
93	Section 10. The Nominating Committee	27
94	Section 11. Medical Review and Advisory Committee.....	27
95	ARTICLE XIII - CORPORATE PROPERTY	28
96	Section 1. Interest in Corporate Property.....	28
97	Section 2. Reserve Funds.....	28
98	ARTICLE XIV - AMENDMENTS	29
99	Section 1. Proposing Amendments to ByLaws	29
100	Section 2. Adoption of Bylaws.....	29
101	ARTICLE XV - MISCELLANEOUS	30
102	Section 1. Ethics.....	30
103	Section 2. Indemnification of Directors, Officers, Employees and Other Agents.....	30
104	ARTICLE XVI - RECORDS AND REPORTS	31
105	Section 1. Maintenance of Society Records	31

106	Section 2. Members' Inspection Rights	31
107	Section 3. Maintenance and Inspection of Articles and Bylaws.....	31
108	Section 4. Inspection by Directors.....	31
109	Section 5. Annual Report	31
110	ARTICLE XVII	32
111	Records of Changes.....	33
112		

113 **ARTICLE I - PURPOSES**

114 **Section 1. Purpose**

115 The San Diego County Medical Society, Incorporated, herein after referred to as SDCMS, shall unite
116 with similar societies in the state of California to form the California Medical Association, herein after referred
117 to as CMA. SDCMS shall act independently, as well as jointly, with CMA to promote the science and art of
118 medicine, the quality care and well-being of patients, the protection of the public health, the betterment of the
119 medical profession and the adjudication of ethical relations of its members, as well as the provision of education
120 to its members in scientific, social, legal, ethical and medico-economic aspects of medical practice.

121 **Section 2. Charter from CMA**

122 SDCMS shall operate as a component county society under charter of the CMA. All the provisions of
123 the bylaws of CMA in force at the time of the adoption of these bylaws, together with all amendments to those
124 bylaws thereafter adopted, shall, so far as applicable, be an integral part of the bylaws of this Society. In the
125 event the bylaws or any provision of the bylaws adopted by SDCMS conflict with the bylaws of CMA, the bylaws
126 of CMA shall prevail.

ARTICLE II – ANNUAL AND SPECIAL MEETINGS

Section 1. Annual Meetings

The annual meeting of SDCMS shall be held in May or June at a time and place to be selected by the Board of Directors, herein after referred to as the BOD. The BOD may vote to set a different date. Written notice of the date, time and place of the annual meeting shall be mailed to each member of SDCMS at least twenty (20) days, or at least ten (10) days if sent by first class mail, but not more than ninety (90) days before the meeting. The notice shall state the matters which the BOD intends to present for action.

Section 2. Special Meetings

(a) Special meetings may be called at any time by the order of the president, the president-elect, a majority of the BOD, or upon written request signed by five percent (5%) of the voting members of SDCMS and directed to the president, president-elect or secretary. Business at special meetings will be limited to agenda items only.

(b) The officer receiving the written request shall within twenty (20) days after receipt of the request give notice to the members that a special meeting will be held not less than thirty-five (35) days, and nor more than ninety (90) days after the receipt of the request. Such special notice shall state the date of the special meeting which shall be fixed by the BOD,

(c) Written notice of the date, time and place shall be mailed to each member of SDCMS at least twenty (20) days, or at least ten (10) days if sent by first class mail, but not more than ninety (90) days before the meeting. The notice shall state the general nature of the business to be transacted and that no other business may be transacted.

Section 3. Quorum

The presence in person of two percent (2%) of the active members of SDCMS shall constitute a quorum for the transaction of regular agenda business at any annual or special meeting of SDCMS. The presence in person of one-third (1/3) of the active members of SDCMS shall constitute a quorum for the transaction of non-agenda items of business at the annual meeting of SDCMS.

Section 4. Parliamentary Procedure

(a) The proceedings of SDCMS shall be governed by “The Standard Code of Parliamentary Procedure” by Sturgis, 4th Edition or the most recent revision.

(b) A majority of those present and voting shall decide all questions presented, except as otherwise provided in these ByLaws.

ARTICLE III - MEMBERSHIP

Section 1. Qualifications of Membership

Each applicant, to whatever category of membership, shall be of good moral and professional character, and subscribe to the Principles of Medical Ethics promulgated by SDCMS, CMA and the American Medical Association, herein after referred to as AMA, and shall recognize the authorized officers of SDCMS and CMA as the proper authority to interpret any doubtful points of ethics

Section 2. Membership Classes

The membership classes of SDCMS shall consist of

- (a) active ,
- (b) resident physician,
- (c) medical student,
- (d) associate,
- (e) government employed,
- (f) multiple membership,
- (g) retired physician ,
- (h) honorary,
- (i) international and
- (j) probationary.

Section 3. Active Membership

(a) To be eligible for election to Active Membership, an applicant must reside and/or practice medicine within San Diego County, and either.

- (1) hold an unrevoked and unsuspended license to practice medicine and surgery from the Medical Board of California or the Osteopathic Medical Board of California. Said license shall not be subject to any conditions of probation or under investigation as a result of a formal accusation by said Medical Board of California or Osteopathic Medical Board of California, or
- (2) be a physician and surgeon practicing medicine on a federal enclave.

(b) Active members are entitled to vote and hold elective office.

(c) Active members meet the definition of "members" set forth in Section 5056 of the California Nonprofit Mutual Benefit Corporation Law.

Section 4. Resident Physician Membership

(a) Any physician serving as a resident, intern or fellow in an accredited training program in San Diego County shall be eligible for Resident Physician Membership. The term of such membership shall be only so long as said physician is appointed as an intern, resident or fellow in San Diego County.

(b) Resident members are entitled to vote and hold elective office.

(c) Resident Physician members meet the definition of "members" set forth in Section 5056 of the California Nonprofit Mutual Benefit Corporation Law. "Active" members and "Resident Physician" members are the only voting members and the only classes of membership that meet the definition of "members" set forth in Section 5056 of the California Nonprofit Mutual Benefit Corporation law.

(d) When used in these Bylaws, the terms "active" and "Active" members shall include both Active members under Section 3 above and Resident Physician members under this Section 4. No other classes of membership are included in the terms "active" or "Active" member.

198 **Section 5. Medical Student Membership**

199 (a) Any medical student enrolled in an accredited medical school located in San Diego County shall
200 be eligible for Medical Student Membership. The term of such membership shall be only so long as the member
201 is enrolled as a medical student and said membership shall terminate by its own terms and without the further
202 act of SDCMS in the event that said enrollment is terminated, whether on account of graduation or for any
203 other reason.

204 (b) Medical Student members shall have all of the rights and privileges of active members, except that
205 they shall not have the right to vote or be entitled to hold any elective office except the Medical Student Director
206 specified in Article VII. They shall, however, have the right to be appointed as voting members to committees.
207 They shall pay dues as prescribed by the BOD.

208 **Section 6. Associate Membership**

209 (a) To be eligible for election to an Associate Membership, an applicant must hold the degree of Doctor
210 of Medicine or Doctor of Osteopathy, and must possess all of the qualifications necessary for Active
211 Membership except the applicant must hold an unrevoked and unsuspended license to practice medicine from
212 another state, and must not hold a California license to practice medicine.

213 (b) Associate members shall have all of the rights and privileges of active members, except that they
214 shall not have the right to vote or be entitled to hold any elective office. They shall, however, have the right to
215 be appointed as voting members to committees. They shall pay dues as prescribed by the BOD.

216 **Section 7. Government Employed Membership**

217 (a) To be eligible for election to Government Employed Membership, an applicant must possess the
218 qualifications and requirements necessary for Active Membership and must receive more than fifty (50) percent
219 of the applicant's practice income from county, state or federal employment.

220 (b) Government Employed members shall have all of the rights and privileges of active members. They
221 shall pay dues as prescribed by the BOD.

222 **Section 8. Multiple Membership**

223 Any physician holding Active Membership in any other county medical society chartered by the CMA
224 shall be eligible to make application for Multiple Membership, but must either live or work in San Diego county.

225 **Section 9. Retired Membership**

226 (a) A physician who has a retired license or voluntary license fee waiver from the Medical Board of
227 California or the Osteopathic Medical Board of California is eligible for Retired Membership. Upon resumption
228 of the practice of medicine by any retired member, the SDCMS Secretary shall transfer such member from the
229 Retired classification to the Active classification and notify the CMA which shall do likewise with respect to the
230 membership rolls of that association.

231 (b) Retired members shall have all of the rights and privileges of active members, except that they
232 shall not have the right to vote or be entitled to hold any elective office except the Retired Physician Director
233 specified in Article VII. They shall, however, have the right to be appointed as voting members to committees.
234 They shall pay dues as prescribed by the BOD.

235 **Section 10. Honorary Membership**

236 (a) Any person especially distinguished for his/her services or achievements as a Doctor of Medicine
237 or Osteopathic Medicine, or in the field of public health, or in research or other scientific work contributing to
238 medicine, may be elected to Honorary Membership in SDCMS .

239 (b) Honorary members shall have all of the rights and privileges of active members, except that they
240 shall not have the right to vote or be entitled to hold any elective office. They shall, however, have the right to
241 be appointed as voting members to committees. They shall pay dues as prescribed by the BOD.

242 **Section 11. International Membership**

243 (a) The BOD may elect as International member physicians who hold the degree of doctor of medicine,
244 doctor of osteopathy or their equivalent and must hold an unrevoked and unsuspended license to practice
245 medicine and surgery issued by the international members' country of residence.

246 (b) International members shall have all of the rights and privileges of the active members, except that
247 they shall not have the right to vote or be entitled to hold any elective office or have the right to any property in
248 this Society. They shall, however, have the right to be appointed as voting members to committees. They shall
249 pay dues as prescribed by the BOD.

250 **Section 12. Probationary Membership**

251 (a) Any member whose license to practice medicine and surgery is subject to conditions of probation
252 by the Medical Board of California or the Osteopathic Medical Board of California shall automatically become
253 a Probationary Member of this Society.

254 (b) Such member may apply to the BOD for restoration of said previous membership following
255 termination of the probationary status of his/her license by the Medical Board of California or the Osteopathic
256 Medical Board of California.

257 (c) Probationary members are not entitled to vote or hold elective office or committee appointments in
258 this Society.

259 (d) Probationary members shall continue to be liable for all dues.

260 **Section 13. Leave of Absence**

261 (a) Leave of absence or remission of dues, up to a period of twelve (12) months at a time, may be
262 granted by the BOD to any member in good standing upon written request, and may be renewed by action of
263 the BOD upon recommendation of the Membership Committee. Leave of absence may be granted for

- 264 (1) serious illness or incapacitation,
265 (2) postgraduate study,
266 (3) active duty with the armed forces of the United States or
267 (4) for other reasons adequate in the judgment of the BOD.

268 (b) At the termination of the leave of absence the member may be reinstated by action of the BOD
269 upon recommendation of the Membership Committee and the payment of appropriate dues as determined by
270 the BOD.

271 **Section 14. Election to Membership**

272 (a) Any person desiring to become a member of whatever category of this Society shall make
273 application in writing on an application form provided for that purpose. The form shall include the applicant's
274 age, dates and places of preliminary and medical education, dates of graduation, the places and the years in
275 which the applicant engaged in professional activity, the date and jurisdiction of any license issued to the
276 applicant and any other information deemed pertinent by SDCMS. The applicant shall agree, if elected to
277 membership, to be bound by the bylaws of SDCMS and the bylaws of CMA. Each applicant shall state the
278 category of membership for which application is made and shall submit proof of such facts relative to eligibility
279 for membership as are required by these bylaws.

280 (b) Upon election, membership shall become effective on the payment of such dues as shall represent
281 the unexpired portion of the current year, together with the current dues of CMA, if not already paid.

282 (c) Election to membership of any type by the BOD, or the Executive Committee acting for the BOD,
283 shall be by an affirmative vote of three-fourths (3/4) majority of the directors present and voting.

284 (d) No applicant shall be rejected for membership, except after compliance with the Procedure for
285 Admission set forth in the bylaws of CMA.

By-Laws of the San Diego County Medical Society

286 (e) After an applicant has been rejected for admission to membership in SDCMS, no further application
287 shall be considered from such applicant until the expiration of three (3) years from the date of such rejection.
288 A rejected applicant may reapply, as provided in this section, and shall receive none of the benefits or privileges
289 normally accorded applicants until the application is favorably acted upon by the BOD.

290 **Section 15. Transfers to or from SDCMS**

291 (a) Upon recommendation of the Membership Committee, a physician whose application is
292 accompanied by a transfer card from another component society of CMA within sixty (60) days of the issuance
293 of said card may be admitted to membership by an affirmative vote of three-fourths (3/4) of the BOD or
294 Executive Committee members present and voting. No annual dues for the current year shall be charged
295 against a transfer applicant, provided the applicant has paid current dues to the component society from which
296 the transfer card was obtained.

297 (b) A member in good standing of this Society, who is free from all indebtedness to this Society and
298 against whom no charges are pending, may be granted a transfer card. Such card shall state the date the
299 applicant became affiliated with this Society, the date of issuance of the card, the date of expiration of current
300 paid membership and shall be signed by the executive director of SDCMS.

ARTICLE IV - DISCIPLINE

Section 1. Discipline

A member who is guilty of

(a) a criminal offense or gross misconduct, either as a physician or as a citizen, or

(b) conduct constituting unprofessional conduct, or

(c) violation of either the provisions of these bylaws or the Principles of Medical Ethics of AMA, CMA or SDCMS, or

(d) failure to comply with a request by, cooperate with, or appear before any committee or the BOD of SDCMS after reasonable notice from, or on behalf of, such committee or the BOD,

shall be liable to public censure, or other discipline, or suspension, or expulsion from SDCMS.

Section 2. Procedure

The procedure to be followed to discipline members shall be that prescribed in the bylaws of CMA.

Section 3. Participation by Members on Probation or Discipline

Members on suspension or probation from this Society shall not take part in any of the proceedings, or be eligible for any office in SDCMS until the time of the suspension or probation has ended and all other eligibilities and requirements for office have been met.

Section 4. Readmission

Expelled members shall be eligible for readmission to membership after three (3) years from the date of expulsion on the same terms and in like manner as provided for rejected applicants in Article III, Section 14.

Section 5. Judicial Council

(a) A Judicial Council is hereby established which shall consist of not less than five (5) active members of this Society, who shall be appointed by the president of SDCMS and approved by vote of the BOD.

(b) Terms of office of the Judicial Council shall be for three (3) years, and the initial appointment shall be for terms of one (1), two (2) and three (3) years, in order that there shall be a staggered representation in the membership of said Judicial Council.

(c) The duties of the Judicial Council and the conduct of all of its proceedings shall be as provided in the bylaws of CMA.

328 **ARTICLE V - DUES AND ASSESSMENTS**

329 **Section 1. Raising of Funds**

330 Funds shall be raised by annual per capita assessment of dues upon the various categories of
331 membership. Within each category of membership, the annual dues shall be equal and uniform. Between
332 categories, the amount of annual dues may vary. The BOD may approve uniform discount policies to annual
333 dues. Funds may also be raised by voluntary contributions, or by special assessment or in any other manner
334 approved by the BOD.

335 **Section 2. Annual Dues**

336 (a) The annual dues for each category of membership shall be fixed by the BOD by August. Dues shall
337 be payable January 1 for the ensuing calendar year.

338 (b) The annual dues payable to SDCMS by active members shall include the amount fixed by the BOD
339 as the dues to be retained by SDCMS, and the annual dues payable to CMA. Likewise, the annual dues
340 payable to SDCMS by associate members shall include any required dues to CMA.

341 **Section 3. Delinquency**

342 Membership shall terminate automatically if the annual dues of any member of any category are
343 delinquent after March 1. Such delinquent former members who desire reinstatement may be required at the
344 discretion of the BOD to reapply for membership and/or pay a reinstatement fee in addition to the regular dues.

345 **Section 4. Waiver of Dues**

346 The BOD may, for good and sufficient reason, remit or reduce the dues, assessments and/or other
347 fees charged to any member or applicant.

ARTICLE VI - DISTRICTS OF THE SAN DIEGO COUNTY MEDICAL SOCIETY

Section 1. Districts

(a) BOD districts shall be established for the purpose of nomination and election of not less than fourteen (14) district directors.

(b) The Executive Committee shall study and then recommend a specific outline of director districts to the BOD for approval and adoption. Accurate descriptions and a detailed map showing the boundaries of the various districts shall be kept at SDCMS' principal place of business and shall be available to the membership for its information.

(c) The area of San Diego County shall be divided into districts in an attempt to provide, as accurately as possible, proportional representation of the entire membership of SDCMS. The districts shall be drawn with consideration of the following factors:

- (1) Physician population,
- (2) Geographical area and topographical features, and.
- (3) Established patterns of practice, such as hospital utilization, referral habits, community identification and other relevant characteristics.

(d) Each district shall have not less than one (1) director and one (1) elected CMA alternate. Members eligible for election as a district director or district CMA alternate, and members eligible to vote in a district, are those who have the major portion of their professional activity in that district.

Section 2. Redistricting

At least every five (5) years during each calendar year divisible evenly by five (5), the BOD shall initiate a review of the district boundaries, and based on a study by the Executive Committee, or other committee that may be designated for such purpose, the BOD, with a two-thirds (2/3) majority vote of those present and voting, will approve any changes in the districts.

ARTICLE VII – BOARD OF DIRECTORS

Section 1. Membership - Voting Members

The BOD shall consist of:

- (a) Five (5) officers - president, president-elect, secretary, treasurer and immediate past president.
- (b) Fourteen (14) district directors.
- (c) Eight (8) at-large directors.
- (d) One (1) director representing young physicians.
- (e) One (1) director representing resident physicians.
- (f) One (1) director representing medical students.
- (g) One (1) director representing retired physicians.
- (h) CMA trustees and officers who are members of SDCMS.
- (i) AMA delegates and alternate delegates appointed by the CMA Board of Trustees who are members of SDCMS

Section 2. Eligibility

(a) Only Active members in good standing for two (2) consecutive years or more at the date of assumption of duties will be eligible for election or appointment as officers, district, district alternate, at-large and at-large alternate directors.

(b) The young physician director and alternate director must be Active members and must be either in their first five years of practice or less than 40 years old.

(c) The medical student director and alternate director must be Medical Student members. The medical student director and alternate will be proposed by the Dean of the UCSD Medical School, and approved by majority vote of the BOD.

(d) The resident director and alternate director must be Resident Physician members. The resident director and alternate will be selected by majority vote by the BOD from a list of nominations submitted to the President by the Resident members.

(e) The retired director and alternate director must be Retired Physician members. The retired director and alternate will be selected by majority vote by the BOD from a list of nominations submitted to the President by the Retired Physician members.

Section 3. Duties

The BOD shall be vested with full and complete power and authority to manage, control, use, invest, reinvest, lease, make contracts in respect of, and concerning, convey, give, grant, transfer or otherwise dispose of all property and assets of whatever kind or nature owned by SDCMS, and shall also be vested with full and complete power and authority to do and perform all acts, including establishing and carrying out policy, and to transact all business for and on behalf of SDCMS and to manage and conduct all the works and activities of SDCMS in carrying out the purposes thereof. The BOD shall also formulate rules governing the expenditure of monies to meet the necessary expenses and fixed charges of SDCMS and shall consider and approve a budget for each forthcoming fiscal year.

Section 4. Chair

The President shall chair the BOD and preside at all meetings thereof.

Section 5. Meetings

(a) The BOD shall hold regular meetings at times and places designated by the BOD. Due notice of time and place of each meeting shall be sent by the secretary to each director.

By-Laws of the San Diego County Medical Society

413 (b) Special meetings may be called by the president at anytime. Special meetings shall be called by
414 the president at the request of any four (4) members of the BOD. At least four (4) days' notice by first class
415 mail, or forty-eight (48) hours notice delivered personally or by telephone, of the time, date and place of any
416 special meeting shall be given. Notice need not be given to any director who signed a written waiver of notice.
417 The notice of a special meeting shall state the general nature of the business to be transacted. No other
418 business may be transacted at the special meeting.

419 **Section 6. Quorum**

420 A majority of the voting members of the BOD, including the presiding officer, shall constitute a quorum
421 for the transaction of business.

422 **Section 7. Vacancies**

423 (a) Vacancies occurring during the unexpired term of any of the directors may be filled either by BOD
424 appointment or by special election, at the discretion of the BOD.

425 (b) The individual filling the vacancy shall serve out the full portion of the term of office for that position.

426 **Section 8. Limits of Terms**

427 Directors shall be limited to serving two (2) consecutive full three (3) year terms in *each* of the four
428 categories of directors – geographic, geographic alternate, at-large and at-large alternate.

429 **Section 9. Elections and Terms**

430 Terms will be adjusted such that one third (1/3) of district directors, district alternate directors, at-large
431 directors and at-large alternate directors shall be stand for election at each annual election.

432 **Section 10. Removal of BOD Members**

433 (a) Removal for cause: The BOD may declare vacant the office of a director who has been declared
434 of unsound mind by a final order of court, convicted of a felony or who ceases to be an active member of
435 SDCMS with the right to vote. The BOD, with a two thirds (2/3) majority of those present and voting, may
436 remove a director from the BOD who has two (2) unexcused absences in twelve months.

437 (b) Removal without cause: The president, president-elect, secretary, treasurer, immediate past
438 president, at-large directors or at-large alternates may be removed from the BOD without cause if such removal
439 is approved by the members of SDCMS. District directors or district alternate directors may be removed from
440 the BOD without cause only by the members of that district. The process for removal is stated in Article X,
441 Section 6 of these ByLaws.

442 **Section 11. Growth in the BOD when Active Membership Grows**

443 (a) The BOD shall consist of at least twenty-eight (28) voting members but no more than fifty-five (55)
444 voting members, unless changed by amendment of these Bylaws. The exact number of voting directors shall
445 be fixed, within those limits, by the BOD pursuant to the rules set forth in these Bylaws.

446 (b) The BOD, with a two-thirds (2/3) majority vote of those present and voting, may add one (1) at-
447 large director and one (1) at-large alternate for every two (2) additional voting members of the Delegation
448 assigned by CMA.

449 (c) The BOD, with a two-thirds (2/3) majority vote of those present and voting, may add one (1) district
450 director for every two (2) additional voting members of the Delegation assigned by CMA.

451 (d) The BOD, with a two-thirds (2/3) majority vote of those present and voting, may add (1) district
452 alternate director for every four (4) additional voting members of the Delegation assigned by CMA.

453 **Section 12 – Dual Office Holders**

454 No person may simultaneously serve in two or more voting positions on the BOD.

455 **Section 13. Parliamentary Procedure**

456 (a) The proceedings of BOD shall be governed by "The Standard Code of Parliamentary Procedure"
457 by Sturgis, 4th Edition or the most recent revision.

By-Laws of the San Diego County Medical Society

458 (b) A majority of those present and voting shall decide all questions presented, except as otherwise
459 provided in these bylaws.

ARTICLE VIII - CALIFORNIA MEDICAL ASSOCIATION DELEGATION

Section 1. Purpose

(a) The CMA District One Delegation exists for the purpose of representing the members of the San Diego and Imperial County medical societies to the CMA and to attend the annual session of the CMA HOD so as to formulate policy.

(b) The functions of the District One Delegation will be carried out by the SDCMS BOD plus the Delegate(s)/Alternate Delegate(s) from Imperial County

Section 2. Membership

Membership of CMA District I Delegation shall include:

(a) Eligible members of the SDCMS BOD (excludes student and retired).

(b) At least one voting delegate and one non-voting alternate delegate from Imperial County. The actual number of delegates and alternates from Imperial County shall be based on the number of active Imperial County Medical Society members and the rules for CMA apportionment.

(c) Additional delegates and alternates as elected by the membership to fill the remaining allotment based on CMA delegate apportionment.

Section 3. Voting Rights

(a) The delegate(s) from Imperial County shall be voting member(s) of the Delegation at the proceedings of the HOD.

(b) The district directors, at-large directors, the president, president-elect, secretary, treasurer, and communication chair shall be voting members of the Delegation at the proceedings of the HOD.

(c) To achieve the fully authorized number of voting CMA delegates at the proceedings of the HOD, the immediate past president may become a voting member.

(d) In the case where the authorized number of voting CMA delegates is reduced, the voting members at the proceedings of the HOD shall be reduced to the president, president-elect, secretary, and treasurer and the most senior (based on seniority of service on the BOD) district and at-large directors.

(e) The district alternate directors, the at-large alternate directors, and the alternate delegates(s) from Imperial County shall participate and vote in Delegation business, and may be called upon to be seated as voting members of the Delegation at the proceedings of the HOD, at the discretion of the Delegation Chair.

Section 4. Duties

Delegates to CMA shall attend all meetings and all sessions of the HOD and shall faithfully represent the full membership of SDCMS.

Section 5. Officers of the Delegation

(a) At the first meeting of the BOD following CMA annual meeting, the Delegation shall elect its officers for the following year.

(b) The officers of the Delegation will consist of the chair and vice chair, who shall perform the duties delegated to them by the Delegation and by the Bylaws of CMA.

(c) The chair and vice chair must be voting members of the BOD.

(d) The officers of the Delegation will review the performance of each Delegate as noted under Section 4 and report unsatisfactory performance to the BOD at the first meeting after the Annual Meeting of the HOD.

Section 6. Delegation Committees

There will be two forms of Delegation committees: standing and policy. Every member of the delegation will be assigned to one of each. Standing committees are:

(a) Executive, consisting of the Chair, Vice-Chair, and chairs of the other standing committees,

By-Laws of the San Diego County Medical Society

- 503 (b) By-Laws,
- 504 (c) Communications,
- 505 (d) Development,
- 506 (e) Finance, and
- 507 (f) Resolutions.

508 Policy Committees will be matched to CMA reference committees and will be responsible for reviewing
509 each such committee's resolutions and making recommendations regarding these resolutions to the
510 Delegation as a whole.

511 **Section 7. Quorum**

512 A majority of the members of the Delegation shall constitute a quorum at the Annual Meeting of the
513 HOD.

514 **Section 8. CMA Trustees**

515 Trustees to CMA from SDCMS shall be elected and serve as prescribed by the bylaws of CMA.

516 **Section 9. AMA Delegates and Alternate Delegates**

- 517 (a) Delegates and alternate delegates to AMA from SDCMS shall be elected by the vote of
518 SDCMS members who are also members in good standing of the AMA, and shall serve as
519 prescribed by the bylaws of CMA. Terms shall be for three (3) years.
- 520 (b) Delegates shall be limited to serving four (4) consecutive full three (3) year terms as AMA
521 delegates. Alternate delegates shall be limited to serving four (4) consecutive full three (3)
522 year terms as AMA alternate delegates.

523 **ARTICLE IX - OFFICERS**

524 **Section 1. Officers**

525 The officers of this Society shall be a president, president-elect, immediate past-president, secretary
526 and treasurer.

527 **Section 2. Election of Officers**

528 The president-elect, secretary and treasurer shall be elected annually at large from SDCMS for a term
529 of one (1) year and shall serve until their successors are installed.

530 **Section 3. The President**

531 The president shall be the leader and official speaker for SDCMS. The president shall be a member
532 and chair of the BOD, a member of the Delegation to CMA, a member and chair of the Executive Committee,
533 and an ex-officio member of all committees. In addition, the president shall fill those positions normally
534 accorded to the president of SDCMS. The president shall preside as chair at all general meetings of SDCMS
535 and shall perform such duties as custom and parliamentary usage require.

536 **Section 4. The President-Elect**

537 (a) The president-elect shall be a member of the Delegation to CMA and a member of the Executive
538 Committee. The president-elect shall assist the president in the discharge of the latter's duties, and in the
539 president's absence, shall assume the duties of the president.

540 (b) The president-elect will be installed as the president at the close of the president's term of office.

541 (c) In the event the president of SDCMS dies or resigns, or becomes disabled or disqualified in office
542 for any other reason, as determined by the BOD, with a two-thirds (2/3) majority vote of those present and
543 voting, the president-elect shall automatically become acting president and shall continue to fulfill the duties of
544 president-elect for that year.

545 (d) If the president and president-elect die or resign, or become disabled or disqualified in office for
546 any other reason, as determined by the BOD, with a two-thirds (2/3) majority vote of those present and voting,
547 the secretary shall serve as secretary, acting president, acting president-elect and acting chair of the BOD until
548 a new president and president-elect have been chosen by special election and installed. The method and
549 terms of this election shall be determined by the BOD.

550 (e) In the event the president-elect dies or resigns, or becomes disabled or disqualified in office for
551 any other reason, as determined by the BOD, with a two-thirds (2/3) majority vote of those present and voting,
552 the president shall serve in the capacity of president and president-elect until a new president-elect has been
553 chosen by a special election and installed. The method and terms of this election shall be determined by the
554 BOD.

555 **Section 5. The Secretary**

556 The secretary shall be a member of the BOD, a member of the Delegation to CMA, a member of the
557 Executive Committee and serve as chair of the Membership Committee. The secretary shall attend all business
558 meetings of SDCMS and of the BOD, and shall provide that minutes be kept of their respective proceedings
559 and shall cause to have published a summary of all minutes of the BOD in the official publication of SDCMS.

560 **Section 6. The Treasurer**

561 The treasurer shall be a member of the BOD, a member of the Delegation to CMA, a member of the
562 Executive Committee and shall serve as chair of the Finance Committee. The treasurer shall be responsible
563 for the accounting of all monies received, and shall deposit same to the credit of SDCMS in a safe depository
564 and shall submit SDCMS accounts to the examination of a certified public accountant annually at the end of
565 each fiscal year. The treasurer shall be bonded at Society expense in an amount to be determined by the BOD.

566 **Section 7. Vacancies**

567 Vacancies for officers will be filled by special election. The method and terms of this election shall be
568 determined by the BOD.

569 **ARTICLE X - ELECTION TO OFFICES**

570 **Section 1. Nomination Process**

571 (a) The Nominating Committee shall include at least one (1) eligible voter from each district and shall
572 consist of the immediate past president who shall act as chair, the current president, three (3) members
573 appointed by and from the BOD, and additional members appointed by the BOD from the general membership.
574 The Nominating Committee will meet in December and refer the nomination slate to the BOD for approval in
575 January.

576 (b) The BOD shall nominate one (1) or more members for each elective office to be filled and shall
577 publish such nominations in the official publication of SDCMS in the first issue following BOD approval of the
578 nomination slate.

579 (c) All active members in good standing for two (2) consecutive years in SDCMS effective the date of
580 the assumption of duties are eligible for nomination to any office to be filled, except that candidates for the
581 office of district director or district alternate director must carry on the major portion of their professional activity
582 in the district from which they are to be elected.

583 (d) Nominees to the office of president-elect shall have served as an officer or director for a minimum
584 of one (1) year.

585 (e) Nominees to the office of young physician director must meet the CMA definition of a young
586 physician upon assumption of duties - under 40 years of age or in the first eight years of practice.

587 **Section 2. Nomination by Petition**

588 (a) Any qualified member may be nominated for any of the above mentioned district offices by petition
589 signed by at least four (4%) percent of district members eligible to vote for such office.

590 (b) Any qualified member may be nominated as a candidate for president-elect, secretary, treasurer,
591 young physician director, at large director-or at-large alternate director, by a petition signed by at least two
592 (2%) percent of SDCMS members eligible to vote for such office. The deadline for a petition candidate is March
593 1.

594 (c) Any qualified candidate may submit a candidate statement by the published deadline for inclusion
595 in the April issue of the SDCMS' official publication. The BOD shall give any member nominated by petition
596 an equal amount of space, with equal prominence, in the same issue of the official publication of SDCMS in
597 which the BOD nominees' candidates' statements are published. If the petitioner waives the right to place a
598 statement in the April issue of the SDCMS official publication, the petition may be filed no later than thirty (30)
599 days prior to the first Tuesday of May.

600 (d) The census of eligible voting members for determining the number required for nominating by
601 petition will be as of April 1 of the current year.

602 (e) Upon written request by any nominee and upon the payment of the reasonable costs of mailing
603 (including postage), the BOD shall within ten (10) business days after such request (provided payment has
604 been made) cause to be mailed to all members any material furnished by the nominee which is reasonably
605 related to the election; provided, however, the BOD may, within five (5) business days after the request, elect
606 to allow the nominee to inspect and copy the record of all members' names, addresses and voting rights or
607 furnish the nominee with a list of members entitled to vote, pursuant to Corporations Code section 8330

608 **Section 3. Manner of Election**

609 (a) The secretary shall cause a ballot to be made available to the active members at least fourteen
610 (14) days prior to the first Tuesday in May.

611 (b) The secretary may recommend, but the Executive Committee must approve, electronic voting
612 systems. The Executive Committee, as part of their approval process, will ensure that electronic voting systems
613 are fair, secure, and certified.

By-Laws of the San Diego County Medical Society

614 (c) In elections involving district directors, or district alternate directors, only members who have the
615 major portion of their professional activity located in the district from which these positions are to be filled shall
616 be entitled to vote on candidates running for those particular offices.

617 (d) Only active members in good standing shall vote. An active member may vote either by

618 (1) Voting using electronic voting systems approved by the Executive Committee, or

619 (2) Requesting a paper ballot, mailing or delivering the marked ballot to the office of SDCMS
620 by noon of the last official day of receipt of ballots: the first Tuesday of May.

621 (e) The president, with the approval of the BOD, shall approve an election committee to oversee the
622 election. The committee will review and approve safeguards for electronic voting.

623 (f) The secretary shall turn over any paper ballots received to the election committee.

624 (g) The election committee will review the electronic voting system results, will ensure all paper ballot
625 results are combined with electronic voting system results, and shall develop tally sheets stating the number
626 of votes received by each candidate. The paper ballots, properly sealed, and the tally sheets duly certified by
627 each member of the committee, shall be given to the president who shall announce the results of the election
628 to SDCMS.

629 **Section 4. Election**

630 (a) The person receiving the largest number of votes shall be declared elected to the office for which
631 nominated, except that for election to the offices of president-elect, secretary and treasurer, a majority of those
632 voting is required. In the event there is no majority vote, then a special election shall be held between those
633 two persons receiving the largest number of votes. Tie votes shall be resolved by the BOD. The ballots and
634 tally sheets shall be kept on file for one (1) year in the office of SDCMS, and the tally sheets shall be open to
635 inspection by any member entitled to vote.

636 (b) In an uncontested election, i.e. when the number of candidates is equal to the number of positions
637 available, the electorate shall be given the opportunity on the ballot to vote for or against each such candidate.
638 To be elected, each such candidate must receive a majority of affirmative votes. Failure to receive a majority
639 affirmative vote will result in that position being declared vacant.

640 (c) Only AMA members in good standing may vote for AMA delegates and alternates

641 (d) Only physicians meeting the CMA definition of young physician – under 40 years old or in their first
642 five years of practice – may vote for the young physician director.

643 **Section 5. Restrictions on Voting**

644 Neither cumulative voting nor voting by proxy shall be allowed.

645 **Section 6. Recall Election**

646 (a) A recall election for a district director or district alternate director, may be initiated by petition of
647 twenty-five (25%) percent of those members eligible to vote in that district. Following initiation by such petition
648 of a recall election, the secretary shall cause an election to be held in the same manner as in section 3.

649 (b) A recall election of an officer, an at-large director or an at-large alternate director may be initiated
650 by a petition of ten (10%) percent of those members eligible to vote in a county-wide election. Following
651 initiation by such petition of a recall election, the secretary shall cause an election to be held in the same
652 manner as in section 3.

653 (c) Neither cumulative voting nor voting by proxy shall be allowed.

654 (d) Recall from any office will become effective immediately upon confirmation of an affirmative vote
655 by a majority of the votes cast in such a recall election providing that the votes cast represent at least one-third
656 (1/3) of those eligible to vote.

657 (e) If less than one-third (1/3) of those eligible to vote participate, the election shall be declared null
658 and void.

659 **Section 7. Assumption of Duties**

660 Assumption of duties for Officers and Directors will be effective the date of the annual meeting.

661 **ARTICLE XI - SECTIONS**

662 **Section 1. Purpose and Formation**

663 Sections may be formed in SDCMS for the presentation, discussion and study of subjects and the
664 conduct of matters pertaining to the science and art of medicine or for such other purposes as they may
665 determine. Each section shall elect its own officers. The officers of each section shall be responsible for proper
666 keeping of records of the section meetings. Each section shall have the right and power, subject to the approval
667 of the BOD, to levy any dues or compulsory assessments on its members and contributions may be made or
668 received at any time for any purpose not in conflict with the bylaws of this Society.

669 **Section 2. Services for Sections**

670 Office, meeting facilities and administrative services shall be made available to the sections at the
671 discretion of the BOD.

672 **ARTICLE XII - COMMITTEES**

673 **Section 1. Appointment of Committees**

674 (a) Except as noted below, the president shall annually appoint, with the advice and consent of a
675 majority of BOD, standing committees and such other committees as are necessary to carry out the business
676 and purposes of SDCMS. The president shall clearly describe the duties and functions of each committee and
677 shall notify the chair and members of the committee of their appointment as soon as possible after installation.
678 The president shall notify the membership, through publication in the earliest possible edition of the official
679 SDCMS publication and by any other practical means, of the membership of each committee.

680 (b) No member of SDCMS, with the exception of officers assigned to specific committees by these
681 Bylaws, shall be appointed as a voting member of more than two standing committees.

682 **Section 2. Appointment of Special Committees**

683 The president, with the advice and consent of a majority of the BOD, may appoint or authorize the
684 appointment of special committees which may be reappointed from year to year if their work is of a nature to
685 demand attention.

686 **Section 3. Standing Committees**

687 The standing committees shall be:

- 688 (a) Membership Committee.
- 689 (b) Professional Conduct Committee.
- 690 (c) Executive Committee.
- 691 (d) Finance Committee.
- 692 (e) Nominating Committee.
- 693 (f) Bylaws Committee.
- 694 (g) Communication Committee
- 695 (h) Medical Review and Advisory Commission

696 **Section 4. Membership Committee**

697 (a) The Membership Committee shall consist of three (3) or more members of SDCMS, and the chair
698 shall be the secretary of SDCMS.

699 (b) The committee will promote strategies to recruit and retain members of SDCMS.

700 (c) The committee shall faithfully and carefully investigate the personal and professional standing of
701 all applicants for membership and report the same with recommendations to the BOD.

702 (d) The committee shall carefully evaluate those applying for membership to the end that the
703 membership in SDCMS may be accepted as proof of a physician's high professional character, ethical conduct,
704 scientific training and ability.

705 (e) The chair of the committee shall submit the report of the committee to the BOD or the Executive
706 Committee at each of its regular meetings, either in person or by a duly appointed designee.

707 (f) The committee shall follow procedures contained in the bylaws of CMA

708 **Section 5. Professional Conduct Committee**

709 (a) The Professional Conduct Committee shall consist of not less than nine (9) active members. It shall
710 be the duty of this committee, upon the request of the BOD or upon its own initiative, to investigate all matters
711 of dispute, controversy, contention or grievance arising between members, or between members and others,
712 and to hold hearings thereon and to make such recommendations to the BOD as are deemed necessary.

713 (b) It shall also be the duty of this committee, upon request of a party or parties concerned, or upon
714 the request of the BOD, to arbitrate such disputes, controversies, contentions or grievances.

By-Laws of the San Diego County Medical Society

715 (c) It shall be the duty of every member of SDCMS to appear before this committee at any time when
716 called and give the committee all the information known on the case or subject being investigated.

717 (d) This committee shall have authority to censure any member of SDCMS if, after a hearing with the
718 physician, a majority of the committee members present believe the physician is guilty of charges of such a
719 serious nature as to warrant a censure letter to the physician.

720 (e) The committee may recommend to the BOD any other action the committee feels is appropriate to
721 the charges.

722 (e) Hearings before this committee shall be private, and legal counsel shall not be present unless
723 within the sole discretion of the committee it shall be deemed necessary.

724 **Section 6. Executive Committee**

725 (a) The Executive Committee shall consist of the president of SDCMS who shall chair the committee,
726 the immediate past president of SDCMS, the president-elect of SDCMS, the secretary, the treasurer, the
727 Delegation Chair (or in the absence of the Delegation Chair, the Vice Chair of the Delegation), and the
728 Communications Chair. The BOD shall elect two directors as representatives to the Executive Committee, who
729 shall be full voting members of the Executive Committee. The Executive Director of SDCMS, the Chair of the
730 Legislative Committee, and any CMA Trustees representing District 1 not on the Executive Committee by way
731 of another office will be non-voting ex-officio member of the Executive Committee.

732 (b) Meetings:

733 (1) Regular meetings of the Executive Committee will be held at the principal offices of SDCMS or
734 at any other mutually acceptable location at a time set by the president. Additional notice to its
735 members is unnecessary.

736 (2). Special meetings of the Executive Committee will be held at the principal office of SDCMS
737 unless otherwise designated in the meeting notice. Special meetings may be called by the
738 president or any other three (3) members of the committee by written notice to the other members.
739 Notice of a special meeting shall be mailed at least seven (7) days prior to the meeting unless
740 such notice is waived in writing by all members of the committee.

741 (c) Minutes shall be kept of all meetings of the Executive Committee.

742 (d) A majority of the voting members of the Executive Committee shall constitute a quorum for the
743 transaction of business.

744 (e) The Executive Committee shall be vested with all the power and authority of the BOD, except with
745 respect to the following actions:

746 (1) The approval of any action which also requires approval of the members.

747 (2) The filling of any vacancies on the Executive Committee.

748 (3) The fixing of compensation of BOD members for serving on the BOD or on any committee, if
749 compensation is paid.

750 (4) The amendment, repeal or adoption of new bylaws.

751 (5) The amendment or appeal of any resolution of the BOD, which by its express terms is not so
752 amendable or appealable.

753 (6) The appointment of committees of the BOD or the members thereof.

754 (7) The expenditure of SDCMS funds or resources to support a nominee for SDCMS office.

755 (8) The approval of any self-dealing transaction.

756 **Section 7. Finance Committee**

757 The Finance Committee shall consist of the treasurer of SDCMS as chair and at least four (4) additional
758 members. This committee shall review all questions of finance referred to it by the BOD or president and shall
759 make recommendations to the BOD in writing. It shall annually review the expenditures and income of SDCMS
760 and develop a budget to be presented to the BOD. The committee shall review the financial status of SDCMS
761 at least quarterly.

762 **Section 8. Bylaws Committee**

763 (a) The Bylaws Committee shall consist of at least six (6) active members of SDCMS, with the chair to
764 be designated by the president.

765 (b) Duties:

766 (1) To consider all proposed bylaw changes referred to the committee and, after careful
767 consideration, make recommendation to the BOD regarding such proposals.

768 (2) To review the bylaws and report to the BOD the committee's recommendation for changes in
769 regard to the intent, clarity, wording or readability of the bylaws.

770 (3) The committee will annually review policies and procedures, maintain a current Policies and
771 Procedures Manual, and present this to the BOD when requested.

772 **Section 9. Communications Committee**

773 (a) The Communications Committee will coordinate, in cooperation with the BOD and the Executive
774 Director, both internal communications between and among SDCMS leadership, committees and members,
775 and external communications with outside stakeholders, including communications media. The
776 Communications Committee is charged with developing rapid responses as needed to news events and other
777 developments to implement SDCMS policy.

778 (b) The Communications Chair, a yearly appointment by the president, will serve as a voting member
779 of the BOD and the Executive Committee. The Communications Chair may also serve as Editor of the San
780 Diego Physician magazine, but this is not mandatory. When Editor and Communications Chair are not identical,
781 the Editor will be a non-voting member of the BOD.

782 **Section 10. The Nominating Committee**

783 The composition and function of the nominating committee is addressed in Article X.

784 **Section 11. Medical Review and Advisory Committee**

785 The Medical Review and Advisory Committee shall consist of not less than seven (7) active members
786 of the Society representing diverse specialties. It shall be the duty of this committee to implement the provisions
787 of any contract or agreement between this Society and any insurance carrier providing for peer review of
788 applications for professional liability insurance and claims alleging malpractice. It shall be the duty of the
789 committee to cooperate with the insurance carrier in promoting and conducting educational programs relating
790 to the causes and prevention of malpractice claims.

791

ARTICLE XIII - CORPORATE PROPERTY

Section 1. Interest in Corporate Property

No person other than an active or associate member in good standing shall have any interest in the property of SDCMS, and such interest therein shall cease when they cease to be an active or associate member in good standing of SDCMS. If any active or associate member shall resign, be suspended, placed on probation or leave of absence, expelled or cease to be an active or associate member of SDCMS, all of the member's interest in and to all property of SDCMS shall cease, and such cessation of membership shall operate as a release and assignment to SDCMS of all of the rights to title and interest of such member in and to all property of SDCMS.

Section 2. Reserve Funds

The financial assets of SDCMS will be maintained in two separate financial classes - Reserve Funds and Operating Funds. The Executive Committee will formally designate the starting amounts for Reserve Funds.

The Executive Committee is encouraged to, and may at it's discretion, add to Reserve Funds at any time, but such addition must be formally documented and reported to the BOD. Once formally designated as Reserve Funds, those monies designated as Reserve Funds may only be withdrawn as follows:

(a) As part of the creation and approval process for the annual budget, the Executive Committee and BOD may authorize the use of Reserve Funds, as part of the current Fiscal Year's budget, monies up to but not exceeding the previous Fiscal Year's net increase in Reserve Funds due to investment gains.

(b) The Executive Committee of the Board of Directors (BOD) may propose a withdrawal from Reserve Funds greater than the previous Fiscal Year's net increase due to investments only with a two thirds (2/3) majority of the entire voting membership of the Executive Committee.

(c) If and only if approved by the Executive Committee as in paragraph (b) above, the BOD may approve the proposed withdrawal from Reserve Funds of monies greater than the previous Fiscal Year's net increase due to investments with a two-thirds (2/3) majority vote of the entire voting membership of the BOD.

(d) If approved by the BOD in paragraph (c) above, the Secretary will cause an announcement to be placed in the publication of the SDCMS stating the reason and amount of the withdrawal of Reserve Funds.

820 **ARTICLE XIV - AMENDMENTS**

821 **Section 1. Proposing Amendments to ByLaws**

822 Amendments may be proposed in any of the following manners:

823 (a) Any five (5) directors may vote to submit a proposed amendment to the BOD.

824 (b) Any twenty-five (25) active members in good standing may submit a petition proposing an
825 amendment.

826 (c) Any majority vote of the District 1 CMA Delegation who are members of SDCMS may submit an
827 amendment to the BOD.

828 (d) The Bylaws Committee, by a majority vote, may submit a proposed bylaw amendment to the BOD.

829 **Section 2. Adoption of Bylaws**

830 (a) A proposed bylaw amendment shall be considered adopted after successfully fulfilling any of the
831 following mechanisms:

832 (1) Receiving a majority vote of all eligible members voting on the issue on Society ballots,
833 providing a minimum of 25% of those eligible to vote have cast ballots.

834 (2) Receiving a two-thirds (2/3) affirmative vote of the entire voting membership of the BOD.

835 (b) The BOD cannot vote on amendments that

836 (1) change the number of members of the BOD (except as specifically identified in section 12 of
837 Article VII when membership changes).

838 (2) change the powers, or limitations of powers, of the BOD and officers of SDCMS.

839 (3) adopt, amend or repeal bylaws which would materially and adversely affect the rights of
840 members as to voting, dissolution, redemption or transfer.

841 (4) increase or decrease the number of members authorized in total or for any category.

842 (5) effect an exchange, recategorization or cancellation of all or part of the membership.

843 (6) authorize a new category of membership.

844 (7) extend the terms of the directors.

845 (8) change the quorum required at a meeting of the members.

846 (9) adopt, amend or repeal provisions regarding voting by proxy or cumulative voting.

847 (b) The BOD may amend the bylaws by the following procedure.

848 (1) Bylaws amendments must be mailed to the BOD ten (10) days before the next meeting of the
849 BOD.

850 (2) The bylaws amendment would then be considered or discussed, not acted upon.

851 (3) The BOD must then refer the proposed bylaws amendment to the Bylaws Committee for review
852 and consideration.

853 (4) The BOD then must consider the bylaws amendment at its next regular BOD meeting for final
854 approval by a two-thirds (2/3) majority vote of the entire voting membership of the BOD.

855 (c) On bylaws amendments proposed by the Bylaws Committee to the BOD, the BOD must discuss
856 and consider the proposal. A majority vote of the BOD would place it on the agenda of the next BOD meeting.
857 After discussion at the second BOD meeting, the bylaws amendment would be considered approved after
858 receiving a two-thirds (2/3) majority vote of the entire voting membership of the BOD.

859 **ARTICLE XV - MISCELLANEOUS**

860 **Section 1. Ethics**

861 The Principals of Medical Ethics promulgated from time to time by AMA, CMA and SDCMS shall
862 regulate and govern all members of this Society.

863 **Section 2. Indemnification of Directors, Officers, Employees and Other Agents**

864 (a) This Society shall indemnify any of its agents against expenses, judgments, fines settlements or
865 other amounts actually and reasonably incurred in connection with activities undertaken at SDCMS' request if
866 such person acted in good faith and in a manner the person reasonably believed to be in the best interest of
867 SDCMS and to the extent such indemnification is permitted under California law.

868 (b) For the purposes of this section, "agent" means any person who is or was a director, officer,
869 employee, committee member or other agent of SDCMS who is or was serving at the request of SDCMS; and,
870 "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal,
871 administrative or investigative.

872 (c) Indemnification may be authorized only as to a specific case upon a determination that
873 indemnification is proper under the circumstances by either a majority vote of those present and voting of a
874 quorum consisting of directors who are not parties to the proceeding, or by approval of the members of
875 SDCMS, with the persons to be indemnified not being entitled to vote or upon court approval.

876 (d) SDCMS shall have the power to purchase and maintain insurance on behalf of any agents of
877 SDCMS against any liability asserted against or incurred by the agent in such capacity or arising out of the
878 agent's status as such, whether or not SDCMS would have the power to indemnify the agent against such
879 liability under the provisions of these bylaws.

ARTICLE XVI - RECORDS AND REPORTS

Section 1. Maintenance of Society Records

SDCMS shall keep at its principal office (1) adequate and correct books and records of account, (2) minutes in written form of the proceedings of its members, the BOD and other committees, and (3) a record of its members, giving their names and addresses and the category of membership held by each.

Section 2. Members' Inspection Rights

Any active member may at all reasonable times during office hours inspect and copy the records of active members' names and addresses or obtain from the secretary a list of such members' names and addresses and inspect the accounting books and records and minutes of the proceedings of members, the BOD and committees of SDCMS (all pursuant to Sections 8330 through 8338 of the California Nonprofit Mutual Benefit Corporations Law)

Section 3. Maintenance and Inspection of Articles and Bylaws

SDCMS shall keep at its principal office the original or a copy of the Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. Upon request, any member may obtain a copy of the bylaws as amended to date.

Section 4. Inspection by Directors

Every director shall have the right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of SDCMS (pursuant to Section 8334 of the California Nonprofit Mutual Benefit Corporations Law).

Section 5. Annual Report

The BOD shall cause an annual report to be prepared not later than one hundred twenty (120) days after the close of SDCMS' fiscal year, shall notify each active member yearly of the right to receive an annual report and shall promptly cause the most recent annual report to be sent to any active member who requests one in writing (as provided by Section 8321 of the California Nonprofit Mutual Benefit Corporations Law).

904 **ARTICLE XVII**

905 Any and all previous bylaws of this Society are hereby repealed.

906 **Records of Changes**

907 **Revision 1** - 2006 Annual Election– Bylaws revision approved by vote of membership.

- 908 • Added new Section 2 to Article XIII. The principle reason for the By-Laws revision is to safeguard and
909 “lock-down” the recent proceeds from the sale of the SDCMS office building complex. With the sale
910 of the building and it’s net proceeds of approximately \$5 million, the Executive Committee felt it
911 necessary to add language to the By-Laws protecting these assets from casual or unplanned
912 disbursements. This revision forces any disbursement of the funds designated at “Reserve Funds” to
913 be voted on by a super-majority both the Executive Committee and the Board of Directors.

914 **Revision 2** – 2007 Annual Election – Bylaws revision approved by vote of membership.

- 915 • Article VII, section 2. Added alternate director positions for Student, Resident, Young Physician and
916 Retired Physician directors.
917 • Article X, Extensively revised the entire election process to allow for electronic voting.

918 **Revision 3** – March 2007 – Bylaws revision approved by BOD.

- 919 • In accordance with Article VII, Section 12, because of membership growth, BOD added one (1)
920 geographic director, for a total of 13 geographic directors, one (1) alternate at large director for a total
921 of seven (7) alternate at large directors, and one at large director for a total of seven (7) at large
922 directors.

923 **Revision 4** – August 2007 – Bylaws revision approved by BOD.

- 924 • Article III, section 12.c. Eliminated requirement that probationary members may not be listed in the
925 directory.
926 • Article VIII, section 9. Added terms and term limits for AMA delegates.

927 **Revision 5** – October 2007 – Bylaws revision approved by BOD.

- 928 • Article VII, Section 9. Clarified that term limits for members of the BOD shall be two (2) consecutive
929 full three (3) year terms in *each* of the four categories of directors – geographic, geographic alternate,
930 at-large and at-large alternate.
931 • Article VIII, Section 3.b. Added Communication Chair as a voting member of the Delegation.
932 • Article X, Section 2.c. Changed date for filing of some election petitions to 30 days prior to the first
933 Tuesday in May.

934 **Revision 6** – May 2008 – Bylaws revision approved by BOD.

- 935 • Article XII, Section 6. Added the Chair of the Legislative Committee and any District 1 Trustees not on
936 the Executive Committee because of another office, as *ex-officio*, non-voting, members of the
937 Executive Committee

938 **Revision 7**- May 2016 - Bylaws revision approved by BOD.

- 939 • Article X, section 1. Updated to reflect the CMA definition of Young Physician
940 • Article VII, section 1 and 2. Updated to reflect action taken in 2010 to add one Alternate, one At Large
941 Alternate and one Geographic Alternate as a result of redistricting.
942 • Article III, section 8. Updated the requirement for a dual county member to either live or work in San
943 Diego county
944 • Article III, section 7. Updated to reflect the CMA definition of Government Employment members
945 • Article V, section 3. Updated to reflect the CMA revised membership drop date

946

947 **Revision 8**- June 2020 - Bylaws revision approved by BOD.

- 948 • Article VI, section 1. Clean up language defining geographic districts, changing to fourteen (14) district
949 directors on the board from twelve (12) and clarifying that district alternates are now CMA alternate
950 delegates to confirm with board composition changes.

By-Laws of the San Diego County Medical Society

951
952
953
954
955
956

- Article VII, section 1. Updated BOD composition due to revision of CA Non-profit Corporate Code that eliminates nonvoting members from non-profit boards.
- Article VIII, section 2. Updated Delegation composition due to revision of CA Non-profit Corporate Code that eliminates nonvoting members from non-profit boards