

BYLAWS OF THE DONA ANA COUNTY MEDICAL SOCIETY

CHAPTER I MEMBERSHIP

Section 1. Categories. The membership of the Doña Ana Medical Society shall consist of two basic categories: active members and special members.

Section 2. Rights and Privileges of Membership.

A. Active Members shall have the following rights and privileges: to attend all meetings and social functions of the Doña Ana Medical Society; to vote; to hold elective office; and to receive any correspondence from the Doña Ana Medical Society.

B. Special Members shall have the privilege to attend all meetings and social functions of the Doña Ana Medical Society. They may not vote or hold elective office in the Doña Ana Medical Society. They may receive all written communication from the Society.

Section 3. Active Members.

There shall be three types of Active Membership: regular paid members; regular dues-exempt members; and New Mexico retired members.

A. Regular Paid Members. Shall meet the requirements set forth in ARTICLE III of the Constitution of a regular paid member: (1) must be a properly certified member of the Dona Ana Medical Society; (2) must hold the degree of Doctor of Medicine or Doctor of Osteopathy or a Bachelor of Medicine and must hold a license to practice medicine in New Mexico; (3) any physician in the categories above who practice in a New Mexico County without a representative medical society.

B. Regular Dues-Exempt Members. Regular dues-exempt membership shall be limited to the provisions specified below in items 1, 2, and 3. Regular dues-exempt members have all the rights and privileges of regular members as specified below in Section 1 and 2.

1. Emeritus Members. Emeritus members are those physicians who have been regular paid members of the Doña Ana Medical Society for five or more years and are no longer in practice, for one of the following reasons: prolonged illness; absence from practice for post-graduate work; or retirement from practice. Emeritus members may receive Society publications.

2. Members who reached 70 years of age are excused from dues and will receive all written communication from the Society at no charge.
3. A member who has been a member for over five years and because of illness/impairment is working less than 20 hours a week is exempt from paying dues until such time as that member can return to practice for over 20 hours per week.

C. New Mexico Retired Members. Retired membership status may be conferred on a physician who has practiced medicine in New Mexico and elects to retire from practice, or retires due to illness or to do post-graduate work. Retired members shall be excused from paying dues and may receive all written communication from the Society.

Section 4. Special Members.

There shall be five types of special membership: associate membership; affiliate membership; honorary membership; student and resident membership; and out-of-state retired membership.

A. Associate Members. Associate membership shall be limited to the following: (1) full-time medical missionaries working in Doña Ana County; (2) members or employees of the Armed Forces Medical Corps or the United States Public/Indian Health Service on active duty who are working or living in Doña Ana County; (3) active members who leave Doña Ana County to practice in another area shall be eligible for associate membership in the Doña Ana Medical Society by paying dues established by the House of Delegates provided they are members of the state society in that state where they are practicing; (4) a physician who is not practicing in or a resident of Doña Ana County but anticipates doing so for an abbreviated period of time (Locum Tenens) may be eligible for associate membership at the discretion of the Society President after submitting an application and paying appropriate established dues.

B. Affiliate Members. Affiliate membership may be conferred by the Executive Committee for physicians who are located in a foreign country or United States possession and are engaged in medical missionary, education, or philanthropic activities. Affiliate members shall be exempt from the payment of dues. Affiliate members may also include Doctors of Podiatric Medicine.

C. Honorary Members. Honorary membership may be conferred upon any person for outstanding achievement in the medical profession or for outstanding service to the Dona Ana Medical Society upon the recommendation of the Council. Any member in good standing may nominate someone to be an honorary member. Honorary members shall be exempt from the payment of dues.

D. Students and Residents. Interns and Resident Physicians serving in a training program approved by the Accreditation Council for Graduate Medical Education (ACGME) and located in Doña Ana County or a New Mexico County without a representative Medical Society. Also, osteopathic medical students at Burrell College of Osteopathic Medicine or any medical students at future medical school(s) in Doña Ana County.

E. Out-of-State Retired Physicians. Any physician who retires from work or practices outside of New Mexico and relocates to Doña Ana County (or another county within New Mexico without a representative Medical Society) to live in retirement.

Section 5. Discrimination in Membership. Membership in the Doña Ana Medical Society shall not be denied based on race, religion, sex, or ethnic origin.

Section 6. Delinquency. Annual dues are due and payable on the first day of October or within 60 days of the formation of the society. Any member who fails to pay dues on or before the first day of October or within 60 days of the formation of the society shall be expelled from the Society. A member who is expelled because of nonpayment of dues may apply for reinstatement as soon as all delinquent dues and assessments are paid as well as a reinstatement fee determined by the Council. However, a member who has been expelled for over two years must reapply. These provisions shall apply to all membership categories provided for in these Bylaws.

CHAPTER II FINANCE

Section 1. Dues. The primary source of the Society's funds shall come from annual dues that each member of the Society is obliged to pay (exceptions - Chapter I, Section 3-B). The Executive Committee shall determine the amount of annual dues.

Dues statements for each calendar year shall be prepared in sufficient time so that members receive them before the first day of October preceding the year in which they are due. These annual dues statements shall be itemized.

Section 2. Other Funds. The Society may seek to raise funds through voluntary contributions, publications, or any other means approved by the Executive Committee.

Section 3. Appropriations and Expenditures. The authority for appropriating funds to cover the expenses of the Society and for any other purposes that promote the welfare of the profession shall be vested in the Executive Committee. The Executive Committee shall also serve as the

Finance Committee. The fiscal year for the Society shall begin on July 1 and end on June 30 of the succeeding year.

A proposed budget for the next fiscal year shall be prepared by the Treasurer and a committee appointed by the Treasurer and approved by the Executive Committee. This budget should be based on the current year's expenditures and anticipated income for the forthcoming fiscal year.

The proposed budget shall be presented by the Treasurer to the Executive Committee. The Executive Committee shall review the proposed budget and make any necessary changes.

A report on the budget will be presented by the Treasurer at the annual business meeting.

CHAPTER III ELECTIONS AND SUCCESSION

Section 1. Time and Elections.

The election of officers shall be held at the annual business meeting.

Section 2. Election of Officers.

A. **President** - The President of the Doña Ana Medical Society shall serve for a term of two years commencing at the annual meeting and concluding after the last election at the following annual business meeting.

B. **Immediate Past President** - The Immediate Past President of the Doña Ana Medical Society shall serve on the board but is not electable. If the Immediate Past President is not willing or is not able to continue to serve, an election for Member-At-Large will be held.

C. **Vice President** - The Vice President shall serve a term of two years and shall succeed to the office of President.

D. **Secretary** - The Secretary shall serve a term of two years.

E. **Treasurer** - The Treasurer shall serve a term of two years.

Section 3. Nominations. Nominations can be self-nominations, nominations from the executive committee, or from members in good standing. Nominations should be accepted by the nominee. During the first year of operation, there will be a temporary executive board appointed by the planning committee and voted on by the general membership at the first

membership meeting that will serve for the first year of the Society. Instead of Immediate Past President, there will be a Member-at-Large with membership on the Executive Committee and all voting privileges. If a past president declines the position of Immediate Past President, a Member-at-Large will be voted in. The first-year board will serve until the first annual meeting. The Nominating Committee shall select candidates for each office to be filled by election and shall ascertain that members selected are in good standing and are willing to serve if elected. Members of the nominating committee shall follow the Nominating Committee conflict of interest policy. A slate of nominees shall be presented by the Nominating Committee at the annual business meeting during which elections will take place.

Section 4. Vote Required for Election. After the nomination(s) have been closed, the election shall take place at the annual business meeting. A candidate must secure the affirmative vote of a majority in order to be elected. If there are more than two candidates for a single office and there is no clear majority, a ballot will be cast with only the two candidates with the greatest number of votes on the ballot.

Section 5. Presidential Succession. If the President should resign, die, be removed, or become permanently disabled and unable to serve, the Vice President shall automatically become the President and shall serve as such for the unexpired portion of his/her predecessor's term of office.

Section 6. Vice Presidential Succession. If the Vice President should resign, die, be removed, become permanently disabled and unable to serve, or succeed to the office of President-elect, the office of Vice President shall be filled by a special election in accordance with the provisions of Section 4, at the annual business meeting.

Section 7. Executive Committee Action. If for unforeseen circumstances, the succession of the President, Immediate Past President, and Vice-President is disrupted and unattainable, the Executive Committee may consider and recommend an alternative succession plan for any such officers and that specific election cycle, including that any or all of the officers serve a two-year term for the office that they are currently holding.

Section 9. Succession of Other Offices. If any of the officers of this Society, as listed in ARTICLE IV, Section 1 of the Constitution, excepting the President, should resign, die, or become permanently disabled and unable to serve, the President shall appoint a member of the Society to serve in the vacant office. Such appointments shall require approval of the Council. Officers so appointed shall serve as such only until the office can be filled by election at the next annual business meeting.

CHAPTER IV ANNUAL BUSINESS MEETING

Section 1. Membership.

The annual business meeting shall be open to all credentialed members of the Society and registered guests. To attend, each member must register and be credentialed, which entails verifying membership is valid and/or paid. All members attending may vote at the annual business meeting.

Section 2. Duties and Responsibilities.

Participants at the annual business meeting will vote to elect officers of the society and act in good faith for the benefit of the organization and disclose conflicts of interest. At least ten (10) days prior to the annual business meeting, ballots for the officer election may be sent to members who are eligible to vote. An eligible member may vote once for officers, either by absentee ballot or in-person at the annual business meeting.

Participants at the annual business meeting serve in an advisory role to the Executive Committee and may provide non-binding feedback. An accounting of the Executive Committee's actions and a treasurer's report from the preceding year will be provided at the annual business meeting.

CHAPTER V EXECUTIVE COMMITTEE

Section 1. Duties and Responsibilities.

In addition to those enumerated in ARTICLE V, Section 2 of the Constitution, the Executive Committee of the Doña Ana Medical Society shall have the following responsibilities and duties.

- A. The Executive Committee shall provide for and supervise the publication and distribution of all proceedings, transactions, minutes, and publications.
- B. At the annual business meeting, the President shall review the Report of the Executive Committee and minutes from the last annual business session.
- C. The Executive Committee may develop policies for conducting business at the annual business session.

D. All money received by the Executive Committee and its agents resulting from the discharge of the duties assigned to them shall be paid to the Treasurer of the Society.

E. The Executive Committee shall represent the Society in all efforts to secure and enforce legislation to promote public health and advance scientific medicine.

F. The Executive Committee shall have the authority to employ an executive director, if deemed necessary and if the funds are available, who in turn shall employ an appropriate staff for the Society. The executive director need not be a physician or a member of the Society. The executive director may act as the general administrative officer and business manager of the Society. The Executive Committee may delegate to the executive director those duties of the Treasurer which the Executive Committee determines will best serve the interests of the Society.

G. The Executive Committee shall have full authority to act for the Dona Ana Medical Society. In such instances, the decision of the Executive Committee shall be binding on all members of the Society.

H. The Executive Committee can cause the accounts of the Treasurer to be audited by a certified public accountant. The accountant shall report to the Executive Committee. The report shall be presented at the annual business meeting.

I. The Budget Committee shall be the executive committee with the Treasurer serving as chairman. This committee shall be responsible for preparing the annual budget. All requests for expenditures of funds must be referred to and considered by this committee before recommendations are made to the full Executive Committee.

Section 2. Executive Committee Membership.

The Doña Ana Medical Society's Executive Committee shall consist of the following officers:

- President
- Vice President
- Immediate Past President or Member-at-Large
- Treasurer
- Secretary
- Nonvoting Student Representative
- Nonvoting Resident Representative

Each officer shall serve a term as specified in the Bylaws. The President may designate an alternate Executive Committee member to serve if an officer is unable to attend a scheduled Executive Committee meeting. The President should be informed that an alternate Executive Committee member will be serving in place of an absent officer.

CHAPTER VI Doña Ana Medical Society as a Component Society of New Mexico Medical Society

Section 1: Doña Ana Medical Society shall be a Component Society affiliated with the New Mexico Medical Society. Doña Ana Medical Society shall adopt and follow rules and organization that are not in conflict with the Constitution and Bylaws of NMMS. We shall receive a charter from and become a component of NMMS, applying for a charter and paying the necessary dues to remain in good standing. Once accepted again into NMMS, we will strive to stay in good standing.

Section 2: In accordance with NMMS bylaws, Doña Ana Medical Society will attempt to notify every qualified physician and post-graduate resident with ample notice and opportunity to become a member.

Section 3: In order to obtain and maintain the charter of Doña Ana Medical Society from NMMS, Doña Ana Medical Society will require each of its members to become and remain a member in good standing of the New Mexico Medical Society.

Section 4: Doña Ana Medical Society shall endeavor to improve the scientific, moral, ethical, and material status of all physicians. Doña Ana Medical Society and each member thereof shall strive to increase the membership of the component society until all qualified physicians are members in accordance with NMMS bylaws.

Section 5: The Secretary of Doña Ana Medical Society shall send the list of new officers to NMMS immediately after their election. Doña Ana Medical Society shall notify the executive director of NMMS as soon as possible of all membership changes, including change of address, death, or illness.

CHAPTER VII COMMITTEES

Section 1. Standing Committees.

The Doña Ana Medical Society shall have the following standing committees that will report meeting minutes to the Executive Committee:

A. Constitution and Bylaws Committee

B. Legislative/Political Outreach/Medical-Legal Committee

C. Dona Ana Community Committee

Section 2. Appointment and Selection of Committee Members

The members of the various standing committees and the chairs of the committees shall be recommended by the President of the Society to the Executive Committee for confirmation.

Section 3. Submission of Items to the Committees

Except for the Medical-Legal Committee, all problems and other items requiring consideration by any of the committees shall be submitted to the President of the Society in writing and will be referred to the appropriate committee. Such items may be submitted by any member of the Society or by the executive director.

Section 4. Committee Reports

Committee Reports shall be written and submitted to the President of the Society after each committee meeting. Reports shall consist of a summary of the committee's activities, findings, conclusions, and recommendations. Reports will be available for member review.

Section 5. Duties of Committees

The duties and responsibilities of the standing committees shall be as follows:

A. The Constitution and Bylaws Committee shall be a fact-finding and advisory committee on all matters pertaining to the Constitution and Bylaws of the Society. All proposed amendments to the Constitution and Bylaws shall be referred to this committee for study and recommendations. The committee will notify the Society members in a reasonable time frame prior to being considered, giving the membership the opportunity to give feedback.

B. Legislative/Political Outreach/Medical-Legal Committee shall endeavor to promote legislation in the interest of public health and scientific medicine. The committee shall work to develop and maintain relations with local and state politicians in order to communicate and advocate for our interests as physicians in Dona Ana County. The committee shall also be responsible for considering medical-legal problems.

C. The Doña Ana Community Committee shall give the public a better knowledge and understanding of the purpose and objectives of scientific medicine. Subject to the advice of the Executive Committee, the committee will determine and appropriately announce the policy of the Society in all matters involving public relations. It shall serve as a liaison committee to the Burrell College of Osteopathic Medicine (and any possible future medical school in Dona Ana County) and to all accredited postgraduate medical training programs in Dona Ana County. The committee shall serve in an advisory capacity to these institutions to acquaint them with the needs and wishes of the Doña Ana Medical Society regarding medical education programs and any problems which these institutions may encounter at the local level. The committee should also act as a liaison between the Doña Ana Medical Society and medical educators. The committee shall strive to bring scientifically appropriate educational opportunities to the physicians of Doña Ana County.

Section 6. Special Committees

The President of the Society may appoint special Ad Hoc committees from time to time for specific purposes whenever the need for such may arise, with confirmation by the Executive Committee. Special Ad Hoc committees shall be charged with their duties and obligations and be fully instructed by the President at the time of appointment.

CHAPTER VIII MEETINGS

Section 1. Annual Business Meeting.

The annual business meeting of the Doña Ana Medical Society shall be scheduled by the Executive Committee on the first Wednesday in October. The meeting shall be open to all members of the Doña Ana Medical Society and guests that have been specifically invited by the President. At the annual business meeting, all interested Doña Ana Medical Society members may have the privilege of the floor when recognized by the Presiding Officer and may vote. The Doña Ana Medical Society Executive Committee may adopt procedures for conducting business at the meeting.

Section 2. Executive Committee.

At all meetings of the Executive Committee, at least fifty percent (50%) of the members must be present to constitute a quorum. Meetings of the Executive Committee are open to all members of the Doña Ana Medical Society, except for closed sessions by action of the Executive Committee. Discussions of the Doña Ana Medical Society's Constitution and Bylaws and all proposed amendments will be held in open Executive Committee.

CHAPTER IX PARLIAMENTARY AUTHORITY

In all matters not covered by the Constitution and Bylaws, the Doña Ana Medical Society shall be governed by the current edition of Sturgis Standard Code of Parliamentary Procedures.

CHAPTER X ETHICS

We shall strive to uphold the Principles of Medical Ethics in the practice of medicine assumed under the Hippocratic Oath when entering the medical profession.

CHAPTER XII AMENDMENTS

These bylaws must be amended in the following manner:

Section 1. Proposed amendments may be initiated by the Constitution and Bylaws Committee or any member of the Executive Committee, and must be submitted to the Secretary or President of the Doña Ana Medical Society.

Section 2. Notice of the proposed amendment(s) will be communicated at least sixty (60) days prior to the meeting, giving membership an opportunity for feedback and input.

Section 3. The proposed amendments will be placed on the agenda of the Executive Committee meeting after the 60 days have elapsed.

Section 4. The Executive Committee will refine the proposal with consideration to the non-binding suggestions from the membership. The proposed amendments must be discussed in an open session of the Executive Committee, which is open to all members of the society in good standing. The Executive Committee vote on the proposed amendment(s) shall be by written ballot. If the proposed amendment(s) secure(s) the affirmative vote of at least two-thirds of the ballots cast, the amendments will be placed on the agenda of the annual business meeting.

Section 5. The proposed amendments must secure the affirmative vote of at least two-thirds of the ballots cast at the annual business meeting. The ballot will be to either approve or oppose the amendment(s), a simple up or down vote.

Section 6. Amendments so adopted shall become effective immediately upon announcement of the results by the President of the Doña Ana Medical Society or appointed representative.

After the proposed amendment(s) are passed, the Secretary or President will inform the membership through electronic or written communication.

CHAPTER XIII DISSOLUTION

- 1.** In the event of the dissolution of the Doña Ana Medical Society, the net assets of the Corporation shall be applied and distributed as follows:
- 2.** All liabilities and obligations shall be paid, satisfied, and discharged or adequate provision shall be made therefore.
- 3.** Assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed in accordance with such requirements.
- 4.** Assets held for charitable or similar use, but not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies, or other organizations engaged in charitable or similar activities, pursuant to a plan of distribution as provided by law. However, said organization shall qualify under Section 501(c)(3) of the Internal Revenue Code. At the time of dissolution, all assets shall go to a charitable organization determined by the Executive Committee of the Doña Ana Medical Society.