

ADA COUNTY MEDICAL SOCIETY, INC. BYLAWS

Updated on 4/14/97, 9/3/02, 10/9/06, 11/9/2015, proposed 7/31/2020

ARTICLE I -- NAME AND PURPOSE

Section 1. - Name

The name of this organization shall be the Ada County Medical Society, Inc. and shall be otherwise referred to as "The Society" throughout this document (these "Bylaws").

Section 2. - Purpose

The purpose of The Society is to advance the well-being of its members through the promotion of health, education, community, and civic engagement. The Society collaborates with similar organizations throughout Idaho to form the Idaho Medical Association, Inc. (the "IMA").

ARTICLE II -- MEMBERSHIP, CLASSIFICATION, AND PRIVILEGES

Section 1. - Classification of Members

- A. The members of The Society shall be classified and defined in accordance with the IMA Bylaws as "Active", "Associate", "Affiliate", "Assistant", and "Retired." (See Appendix A.)
- B. "Active Member" in these Bylaws specifically refers to those members who are qualified as actively practicing physicians in accordance with the IMA Bylaws and who are not otherwise Associate; Affiliate; Assistant; "Honorary" or "Secondary", as defined herein; "Student", or Retired members.
- C. The Society may grant Honorary or Secondary membership, as provided below.
- D. The elected "Resident Representative" shall be a second- or third-year resident upon taking office and shall be an Affiliate member of The Society at all times while in office.

Section 2. - Membership

- A. Active Members must maintain their principal office within Ada or Elmore County. "Principal Office" is defined as that location where a member spends 51% or more of their practice time within Ada and/or Elmore County.
- B. For Retired members, the county of primary residency shall be in Ada or Elmore County. However, Retired members with a history of practice in Ada or Elmore County, but who have retired elsewhere in Idaho, shall have the right to designate The Society as their primary county medical society with the IMA.
- C. A physician whose Principal Office is in a county contiguous to Ada or Elmore County shall be eligible for Secondary membership if the physician is a member of another component society of the IMA, and if the physician meets all other requirements for membership in The Society, including the payment of dues. Any physician granted Secondary membership shall not have voting rights or the right to run for and hold office in The Society.
- D. Only Active and Associate Members, as defined by the IMA Bylaws shall have the right to vote, and to run for and hold office. However, residents shall have the right to run for and hold office as the Resident Representative, and the Resident Representative shall have the right to vote on general membership business just as Active Members do.

- E. Active and Associate Members may participate in all meetings, attend and take part in all proceedings, , attend all meetings of the Board of Directors, as herein defined, and enjoy all other rights and privileges conferred by The Society on its members.
- F. All classes of membership have the right to participate in general, social, and educational activities of The Society and receive Society publications. Some activities may be restricted to specific membership classes and/or require fees as determined by The Society.
- G. An Honorary member shall be the class granted by The Society in recognition of any individual for outstanding achievement in medicine, allied humanitarian service, or service to the profession of medicine. Honorary membership shall not carry with it any of the rights or obligations as those of an Active or Associate Member.
- H. The Board shall amend this Article II in the event the IMA Bylaws are no longer applicable to The Society's membership or to ensure conformance with the IMA Bylaws.

ARTICLE III -- BOARD OF DIRECTORS

Section 1. - Composition of the Board of Directors

- A. The Board of Directors (the "Board") shall consist of the elected officers of The Society, as nominated, and elected in accordance with Article VIII, all of whom shall have the right to vote. Notwithstanding the preceding sentence, the Board shall be made up of not less than three (3) nor more than nine (9) voting members.
- B. In addition, the following shall be listed as ex officio, non-voting members of the Board: the IMA Trustees for District Four, the IMA CEO, the Executive Director of The Society, and the Ada Canyon Medical Education Consortium's Executive Director.

Section 2. - Powers and Duties of the Board of Directors

- A. The Board shall be the governing body of The Society. It 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 The Society, and shall also be vested with full and complete power and authority to do and perform all acts and to transact all business for and on behalf of The Society and to manage and conduct all work and activities of The Society in carrying out the purposes thereof subject to determination of general policy by The Society and excluding all business herein reserved for The Society.
- B. The Society may, by a majority vote of all members of The Society eligible to vote present at the Annual Meeting, as defined herein, call for a report from the Board on any matter of business before the Board, may remove any such matter of business from consideration by the Board, and/or may refer to the Board with or without instruction any matter of business for investigation, report and/or action.
- C. The Board may refer to the members of The Society any matter of business then before the Board for discussion, instruction and/or action.

ARTICLE IV -- OFFICERS

Section 1. - Officers of The Society

- A. The Society officers ("Officers") shall consist of a President, a President-Elect, an Immediate Past President, a Secretary/Treasurer, four (4) Society Members-at-Large, and a Resident Representative.

- B. Officers shall be elected by the Board as specified in these Bylaws and shall hold office until their successors are duly elected and qualified, unless sooner removed from office by the provisions specified in these Bylaws, or otherwise vacate office for any reason including but not limited to termination of the required membership status.
- C. The President shall be Chair of the Board, the President-Elect shall be Vice Chair of the Board, and the Secretary/Treasurer shall be Secretary of the Board.

Section 2. - Terms of Office

- A. The President, Immediate Past President, and Society Members-at-Large shall serve a term of one (1) year. The President shall succeed to the office of Immediate Past President. The President-Elect shall serve a term of one (1) year; then he or she shall succeed to the office of President. The Secretary/Treasurer shall serve a term of one (1) year and may serve more than one (1) term, but not more than two (2) consecutive one (1) year terms. The Secretary/Treasurer shall succeed to the office of President-Elect. One Member-at-Large shall succeed to the office of Secretary/Treasurer and shall be appointed by the Board in accordance with Board policy.
- B. The terms of office for all Officers, with the exception of the Resident Representative, shall commence immediately upon the adjournment of the Board Meeting at which the slate of nominees is fully ratified by the Board and for twelve (12) months thereafter until a new slate of nominees is approved and ratified.
- C. The term of office for the Resident Representative shall commence on July 1 of each year and finish on June 30 of the following year. He or she may serve more than one (1) term, but not more than two (2) consecutive one (1) year terms.

Section 3. - Election of Officers

- A. The Society Members-at-Large shall be elected each year in accordance with Article VIII.
- B. The Resident Representative shall be a second- or third-year resident upon taking office and shall be an Affiliate member of The Society at all times while in office. The Resident Representative shall be elected under a process established by the Board.

Section 4. - Duties of Officers

- A. President: The President shall preside over all meetings of The Society and the Board. He or she shall establish and appoint members to the special committees as he or she deems appropriate in accordance with Article X. The President shall sign all contracts, deeds, conveyances and other instruments necessary to the transaction of the business of The Society authorized by the Board; provided, the Board by resolution, may authorize some person other than the President to execute instruments on behalf of The Society.

The President shall call special meetings of the Board when he or she deems it necessary, and must call a special meeting of the Board upon the request of a majority of the members of the Board; and said President shall have, subject to the control of the Board, general direction of the affairs of The Society, and shall delegate such other and further duties as may be required of him or her by the Board in the proper conduct of the business of The Society.
- B. President-Elect: In the absence of the President, or in the case of his or her inability or refusal to act, the President-Elect shall have the same power and authority as, and shall perform the duties of, the President.
- C. Secretary/Treasurer: It shall be the duty of the Secretary/Treasurer to keep a record of the proceedings of the Board and of all meetings of the members of The Society. He or she

shall serve all notices required by law or by these Bylaws. It shall also be the duty of the Secretary/Treasurer to receive and safely keep all monies belonging to The Society, and to pay, or cause the same to be paid out, under the direction of the Board, except as to contract invoices which may be paid without specific direction from the Board. He or she shall report to The Society membership (the "Membership") on the audited or reviewed financial records of The Society. He or she shall submit The Society accounts to such examination as may be required by the Board. He or she may delegate such other and further duties as may be required of him or her by the Board in the proper conduct of the business of The Society. In the case of the his or her absence, inability or refusal to act, then all of his or her duties may be performed by an Assistant Secretary as approved by the Board, or by a Secretary Pro Tempore to be appointed by the President.

- D. Immediate Past President: The Immediate Past President shall be an advisor to the President and President-Elect in matters of The Society.
- E. Society Members-at-Large: The Society Members-at-Large shall perform such duties as may be assigned by the Board.
- F. Resident Representative: The Resident Representative shall be a voting member of the Board and shall represent resident physicians within The Society.

Section 5. - Executive Committee

- A. The executive officers of the Board shall consist of the President as Chair, the President-Elect, the Immediate Past-President, and the Secretary/Treasurer (the "Executive Officers") and shall constitute the executive committee (the "Executive Committee").
- B. The Executive Committee has the power and authority to transact The Society business between Board Meetings in consonance with The Society policy. All action taken by the Executive Committee must have the support of at least two-thirds (2/3) members of the Executive Committee in order to be a valid action of the Executive Committee.
- C. All business conducted by the Executive Committee shall be reported in full to the Board immediately and shall be subject to Board review and appropriate action at its next meeting. Any action taken by the Executive Committee shall be deemed taken by the full Board unless at the next such Board Meeting the Board disapproves of such action.

Section 6. - Responsibilities of Officers

- A. Participation in Board Meetings: If an officer misses six (6) or more regular Board Meetings in a calendar year without good cause as determined by the Board, the Board may by majority vote declare the office vacant and the vacancy shall be filled according to these Bylaws. This provision shall not apply to ex officio members of the Board.
- B. Standards of Conduct for Board Members: A member of the Board with discretionary authority shall discharge his or her duties under that authority 1) in good faith, 2) with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and 3) in a manner the Board member reasonably believes to be in the best interests of The Society.
- C. Conflict of Interest Policy: Board members shall also comply with any conflict of interest policy applicable to members of the Board as approved from time to time by the Board.

Section 7. - Removal of Officers

- A. Officers may be removed from the Board in any of following ways:
 - 1. Board Action: The Board may by two-thirds (2/3) vote remove an Officer for failure to fulfill their responsibilities, provided that such vote is taken at a regular or Special

Board Meeting, as defined herein. Said Officer shall not participate in the vote.

2. Recall Petition: The Membership may petition the Board to remove an Officer upon written presentation of thirty (30) signatures of members of The Society eligible to vote to the Secretary/Treasurer or President if such Officer is the Secretary/Treasurer. The Board shall bring this as a matter of business to its next regular Board Meeting for consideration as per Section 7.A.1. above.

In the event of refusal or inability of the Board to remove the Officer at its next regular Board Meeting, the matter shall be presented by the Secretary/Treasurer (or the President if the Secretary/Treasurer is the subject of a recall petition) as a recall ballot to all members of The Society eligible to vote, by mail or electronically, within five (5) business days of the regular Board Meeting. Members eligible to vote shall have fourteen (14) business days to return their ballots to the Secretary/Treasurer (or the President if the Secretary/Treasurer is the subject of a recall petition) by mail or electronically. An affirmative vote by two-thirds (2/3) of all members of The Society eligible to vote, with a minimum of thirty (30) members eligible to vote submitting ballots, shall be required to remove an Officer. The Secretary/Treasurer (or the President if the Secretary/Treasurer is the subject of a recall petition) shall validate and report the results of the recall vote to the Board at its next regular Board Meeting at which time the majority decision shall become effective.

3. Resignation: Any Officer has the right to step down from their position with a fifteen (15) day written notice to the President.

ARTICLE V -- DELEGATES AND ALTERNATE DELEGATES TO THE IDAHO MEDICAL ASSOCIATION

- A. The President, President-Elect, Immediate Past President, and Secretary/Treasurer may fill reserved positions serving as delegates to the IMA (the "Delegates") during their terms of office. Additional Delegates ("Alternate Delegates") may be appointed and/or approved by the Board under established policy, provided that such Alternate Delegates are Active Members. For clarity, only Active Members may be appointed as Delegates.
- B. The Delegates and Alternate Delegates to the IMA shall represent The Society in the IMA's House of Delegates. It shall be the duty of the Delegates and Alternate Delegates to keep informed of the actions and policies of the Board and The Society in order to adequately represent The Society.
- C. Delegates shall be appointed for one (1) year terms.

ARTICLE VI - VACANCIES IN OFFICE

Section 1. - President

If a permanent vacancy occurs in the office of the President, the President-Elect shall serve as President for the unexpired term and for the term of one (1) year thereafter.

Section 2. - President-Elect

If a permanent vacancy occurs in the office of President-Elect, the office shall be filled by the Secretary/Treasurer for the unexpired term, and for the term of one (1) year thereafter.

Section 3. - Other

If a vacancy, temporary or permanent, occurs in any office other than the President or President-

Elect, a substitute shall be named by the President, with the approval of the Board by majority vote, to serve until the original occupant thereof is again able and eligible to serve, or until the unexpired term is completed, and shall have all the rights and powers and shall perform all the duties of the office he or she thus occupies. A person so nominated shall not automatically succeed to such an office upon expiration of the term.

ARTICLE VII – THE SOCIETY MEETINGS

Section 1. - Annual Meeting

- A. The Annual Meeting of The Society shall be held in Ada County, Idaho, on the first Saturday of November each year, unless otherwise determined by the Board with property notice to the Membership. Not less than ten (10) days' notice, or if notice is mailed by other than first class or registered mail, thirty (30) days' notice, nor more than sixty (60) days before the meeting date of such Annual Meeting, shall be given by the Secretary/Treasurer, by mail or electronically, to each member at his or her last known preferred address.
- B. The agenda and order of business for the Annual Meeting shall be determined by the Board, and shall include, at a minimum, a report on the activities and financial condition of The Society for the prior fiscal year.
- C. A quorum for the transaction of business at the Annual Meeting shall be thirty (30) Members of The Society eligible to vote.

Section 2. - Special Business Meetings

- A. Special business meetings of the Membership ("Special Business Meetings") may be called by the President, when deemed expedient, and such Officer must call said Special Business Meetings when requested to do so in writing by a majority of the Board, or by at least ten percent (10%) of all members of The Society eligible to vote. In the event of absence, inability or refusal of the President or President-Elect to so act, Special Business Meetings may be called by the Secretary/Treasurer. Special Business Meetings called by written request must occur no later than thirty (30) days after the written request is received by The Society Officer unless otherwise requested by the petitioners.
- B. Notice of Special Business Meetings shall be given in writing by the Secretary/Treasurer and mailed or sent electronically to each member of The Society at his or her last known preferred address at least ten (10) days in advance of the date of such Special Business Meetings.
- C. No business other than that so stated on the meeting notice and that business fairly related thereto shall be transacted at Special Business Meetings.

ARTICLE VIII -- ANNUAL ELECTIONS

Section 1. - Nomination and Election of Officers

- A. Notice of open Officer positions, call for nominations, and the election of Officers shall be as determined by the Board in accordance with these Bylaws.
- B. Any member of The Society may declare his or her candidacy for the position of any one (1) Society Member-at-Large position (but not both positions) that such member is qualified to hold according to these Bylaws.
 - 1. Nominations for office must be submitted to the Board in writing or in person at the Board Meeting during which the scheduled election of Officers is to take place. The

Board will elect, by majority vote, a slate of nominees, one (1) nominee for each open Officer position. The slate of nominees shall be sent electronically or by mail within five (5) business days after said Board Meeting to all members of The Society eligible to vote.

2. Following this Board Meeting, there will be a twenty-eight (28) day period during which Members of the Society eligible to vote may comment on the slate of nominees. Comments about nominees may be directed to any of the Executive Officers of the Board and/or to the Executive Director of The Society for consideration prior to the next regularly scheduled Board Meeting. The Executive Officers shall determine if such comments warrant more discussion by the full Board before final ratification and appointment.
3. Any nominee has the right to withdraw his or her candidacy up to the final adoption of the slate of nominees.
4. Following the twenty-eight- (28) day comment period and at the next regularly scheduled Board Meeting, the entire slate of nominees shall automatically be ratified by the Board unless the Board chooses to rescind nomination of one or more candidates, or a candidate withdraws their nomination in which case, the Board may choose to adopt the remaining slate of nominees and propose a new nominee in accordance with these Bylaws.
5. Should the Board choose to rescind nomination of one or more candidates, or should a candidate withdraw their nomination, the Board shall put out a call for nominations according to its regularly established policy until the position is filled.

ARTICLE IX – BOARD OF DIRECTORS MEETINGS

Section 1. - Regular Board of Directors Meetings

- A. The Board shall hold not less than one (1) regular Board Meeting each calendar quarter. At each regular Board Meeting, including the Annual Board Meeting, the Board shall select the time and place for the next regular Board Meeting. Notice of regular Board Meetings shall be given by sending electronic notice to each Board Member at his or her preferred email address at least five (5) days before the date of such meeting. Regular Board Meetings may be held via electronic or telephonic means as specified in the notice and as determined by the Board.
- B. At all meetings of the Board, including Special Board Meetings, all questions shall be decided by a majority vote cast by the members of the Board who are present and eligible to vote. At any meeting of the Board, a quorum for the transaction of business shall consist of fifty percent (50%) of the current Board who are eligible to vote.

Section 2. - Special Board of Directors Meetings

- A. Special meetings of the Board (“Special Board Meetings”) may be called at any time by the President, or by the Secretary/Treasurer under direction of the majority of the members of the Board who are eligible to vote. Notice of Special Board Meetings shall be given in the same manner as regular Board Meetings as provided in these Bylaws.
- B. Special Board Meetings shall be held at the registered office of The Society or at such other location as specified in the notice of the meeting, including electronic or telephonic meetings. A record of such meeting shall be made in the minutes of the following regular Board Meeting.

Section 3. - Executive Committee Meetings

- A. Meetings of the Executive Officers of the Board (“Executive Committee Meetings”) may be called at any time by the President, or by the Secretary/Treasurer under direction of the majority of the members of the Board who are eligible to vote. Notice of Executive Committee Meetings shall be given in the same manner as regular Board Meetings as provided in these Bylaws, unless an Emergency Meeting as provided for in the Idaho Nonprofit Corporation Act.
- B. Executive Committee Meetings shall be held at the registered office of The Society or at such other location as specified in the notice of the meeting, including electronic or telephonic meetings. A record of such meeting shall be made in the minutes of the following regular Board Meeting and subject to review as provided in Article IV, Section 4.C. of these Bylaws.

ARTICLE X -- COMMITTEES

Section 1. - Committee Appointments

- A. Unless otherwise provided, the President, with the consent of the Board, may appoint committees as are necessary and which are not in conflict with other provisions of these Bylaws, determine the number of members on any such committee, and make appointments to such committees from the eligible members of The Society. Unless otherwise provided, appointments to all committees shall be for a term of one (1) year.
- B. All committee appointments shall be published annually. Vacancies which occur during the year may be filled by appointment by the President.
- C. The President and President-Elect shall be ex officio, voting members of all committees.
- D. The policies and activities of all committees shall be supervised by and subject to the judgment of the President and the Board. The Board may assign to any committee other powers and duties not stated in these Bylaws.
- E. Committees shall keep a record of their actions and shall report the same to the Board at each regular Board Meeting.

ARTICLE XI -- PRINCIPLES OF PROFESSIONAL CONDUCT

Section 1. - Principles

The principles of Professional Conduct of The Society shall consist of the Principles of Professional Ethics of the American Medical Association, Inc., as they now exist or as they may be amended.

ARTICLE XII -- FINANCE

Section 1. - Checks and Drafts

All checks, drafts, or other orders upon the funds of The Society shall be drawn by such Officers, agents or employees of The Society as the Board may from time to time designate.

Section 2. – Fiscal Year

The fiscal year of The Society shall begin on the first day of January and end on the last day of December each year.

Section 3. - Levy of Fees, Dues and Assessments

The Society shall have the right and the power to determine the amount of, and to levy membership annual dues and/or Special Assessments, as defined herein, and to accept voluntary contributions in accordance with these Bylaws, and in any manner consistent with the specific and professional objectives of The Society.

Section 4. - Fixing of Membership Fees and Dues

- A. Annual dues may vary for each class of membership as the Board may determine but shall be uniform for all members of any one class. Once established, dues shall not be changed during the membership year for which they were established.
- B. The Board shall, prior to June 30, fix and determine the annual per capita assessment of dues proposed for the ensuing year for each class of membership required to pay dues to The Society.
 - 1. Such action of the Board shall be reported to members of The Society, electronically or by mail, within fourteen (14) business days. At such time, a thirty-(30) day comment period shall commence, during which comments or questions may be submitted by any member of The Society to the Board Officers and/or to the Executive Director.
 - 2. At the next regular Board Meeting, the Board shall review and consider all comments and questions and make a final determination before adopting the new dues assessment schedule.
 - 3. Dues assessments made in this manner are limited to no more than a ten-percent (10%) increase over the prior year's dues assessments for each membership class, except that if a membership class has had no dues assessed before, then the Board may establish an initial dues amount payable.
 - 4. Dues assessment changes larger than a ten percent (10%) increase over the prior year's assessment for each membership class shall be referred to the Membership as per the Special Assessments provisions below in Section 5.
- C. Changes in dues must be communicated to the IMA by September 30 each year for billing purposes.

Section 5. - Special Assessments

The Board may approve, by a four-fifths affirmative vote of the Board Members eligible to vote present at any Board Meeting, the levying of not more than one (1) annual Special Assessment. If additional Special Assessments, or a Special Assessment in excess of \$25.00, are proposed, the Board shall conduct a mail and/or email vote of all members of The Society eligible to vote. An affirmative vote by two-thirds of all members of The Society voting shall be required to levy any additional Special Assessment.

Section 6. - Financial Delinquency

- A. Annual dues of The Society shall be due and payable on or before January 1 of each year, except as modified in the case of new members as specified in these Bylaws.
- B. The Board shall determine by a majority vote the day or days on which any Special Assessment shall become due and payable.
- C. If a member fails to pay annual dues by March 31, or within 60 days of the date that any Special Assessment becomes due, his or her membership shall be deemed expired as of the

date the annual dues or Special Assessment became due.

Section 7. - Exemptions

- A. The Board may establish or waive various dues for each class of members, so long as each member in the class is charged the same amount.
- B. The Board may excuse the following members from payment of dues and or Special Assessments or reduce them for:
 - 1. Any member for whom the payment would be a financial hardship by reason of physical disability, illness, or other misfortune.
 - 2. Any member who joins after half of the membership year has elapsed.
- C. Those Active and Associate Members who have reached the age of seventy-five (75) years and who have been members in good standing of The Society for a period of at least fifteen (15) years, or who have been Active Members in good standing of The Society for thirty-five (35) years, regardless of age, shall automatically be excused from the payment of annual dues.

Section 8. - Budget

- A. The Board shall establish a yearly budget for operation of The Society.
- B. Written copies of the budget and prior year financial reviews and/or audits shall be made available to any member upon written request with a five (5) day notice.
- C. Supplementary amendments to any budget account may be made at any Board Meeting during the fiscal year by a two-thirds affirmative vote of the eligible voting Board Members present at said meeting.
- D. The Board shall establish and maintain written and established procedures for the disbursement of funds by the Secretary/Treasurer or his/her designee.

ARTICLE XIII – RULES OF ORDER

In the absence of any provision in these Bylaws, all meetings of The Society, the Board, and all committees shall be governed by the parliamentary rules and usages specified in the current edition of "Standard Code of Parliamentary Procedure," which governs this organization in all parliamentary situations not provided for in the law or in these Bylaws, Articles of Incorporation, or adopted rules.

ARTICLE XIV – AMENDMENT

Amendments to these Bylaws ("Bylaws Amendment(s)") may be adopted by the following methods:

- A. Amendments Proposed by the Board: At any regular Board Meeting, the Board may propose Bylaws Amendment(s) by a two-thirds affirmative vote of the eligible voting Board members present.
 - 1. The proposed Bylaws Amendment(s) shall be sent within five (5) business days of the regular Board Meeting to all members of The Society eligible to vote for a twenty-eight- (28) day comment period. Comments about proposed Bylaws Amendment(s) must be made in writing to any Executive Officer of the Board and/or to the Executive Director and documented for consideration prior to the next regular Board Meeting.
 - 2. The Executive Officers shall determine if such comments warrant more discussion by

the full Board before final adoption. Should no changes to the proposed Bylaws Amendment(s) be made, then the same shall become effective at the end of the Board Meeting. Should changes to the proposed Bylaws Amendment(s) occur, the Board shall determine whether the Membership’s input need be sought before final adoption of the proposed Bylaws Amendment(s).

- B. Amendments proposed by the Membership: The Membership may petition the Board to amend the Bylaws upon written presentation of thirty (30) member signatures of members of The Society eligible to vote to the Secretary/Treasurer. The Board shall bring proposed Bylaws Amendment(s) as a matter of business to its next regular Board Meeting for consideration.
1. In the event of refusal or inability of the Board to adopt proposed Bylaws Amendment(s) in a manner fairly related to the proposed intent, the proposed Bylaws Amendment(s) shall be presented by the Secretary/Treasurer as a Membership ballot initiative to all members of The Society eligible to vote, by mail or electronically, within five (5) business days of the Board Meeting.
 2. An affirmative vote by two-thirds of all members of The Society eligible to vote, with a minimum of thirty (30) eligible voting members submitting ballots, shall be required to adopt proposed Bylaws Amendment(s).
 3. All members of The Society eligible to vote shall have fourteen (14) business days to return their ballots to the Secretary/Treasurer. The Secretary/Treasurer shall validate and report the results of the ballot initiative to the Board at its next regular Board Meeting at which time the decision to accept or reject the proposed Bylaws Amendment(s) shall become effective.




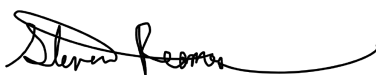
ARTICLE XV – THE SOCIETY RECORDS

All records of The Society shall be kept in the custody of the Secretary/Treasurer, or in the custody of such person as the Board may appoint.

ARTICLE XVI – AUTHORITY TO HIRE

The Board has the authority to hire, supervise, and remove staff to execute the operations of The Society. It may, at its own discretion, delegate any duties performed by the Board or Officers of The Society to such staff, with the exception of any action requiring voting privileges. The President of the Board shall be the Executive Director’s supervisor. However, the President may delegate day-to-day supervision to a designee of the President’s choosing.

These Bylaws Amendments were presented to the membership at the Annual Meeting on July 31, 2020 and subsequently approved by the Membership in accordance with the provisions therein, attested by:

 <small>Stephanie Hodson (Aug 30, 2020 18:06 MDT)</small> Stephanie Hodson, 2019-2020 President	 <small>Alice Blake (Aug 20, 2020 12:10 MDT)</small> Alice Blake, 2019-2020 Secretary/Treasurer
 Tom Pintar, 2019-2020 President-Elect, By-Laws Revision Committee Chair	 Steven Reames, ACMS Executive Director

Appendix I: Idaho Medical Association Bylaws Chapter III Membership (Updated December 2014)

Section 1. What Constitutes Membership

- a. A physician becomes a member of this Association upon receipt by the Secretary/Treasurer, or his or her designee, of the physician's Association and component society membership dues and confirmation of licensure by the Idaho State Board of Medicine. Or, if Idaho licensure is not required for the physician to practice medicine, then satisfactory evidence of the granting of privileges and employment by an Idaho health care facility including, but not limited to, hospitals licensed by the State of Idaho or by confirmation of participation by an approved Idaho educational program.
- b. The Association and its component medical societies are unified membership organizations; therefore, all members shall be required to be members of both the Association and their appropriate component medical society. Membership in only the Association or only in a component medical society is prohibited.
- c. The term "doctor of medicine" whenever used, includes both Doctors of Medicine and Doctors of Osteopathy as defined in this chapter.
- d. Once a physician becomes a member of this Association, the Board of Trustees may waive payment of annual membership dues for any one year after the first year of membership upon a petition by the member showing reasonable cause for such waiver. Reasonable cause includes but is not limited to a member's absence from the State of Idaho for the substantial majority of any such membership year to permit the member to pursue additional medical education at a duly accredited medical school or to permit the member to pursue a temporary medical practice for charitable purposes, or for military service. The leave of absence may be extended annually by the Board of Trustees upon a showing of reasonable cause.

Section 2. Qualifications for Active, Associate, Affiliate, Assistant and Retired Members

a) Association Sole Judge

The Association shall, subject to the minimum requirement for eligibility as hereinafter provided, determine the qualifications for membership for active, associate, affiliate, or retired membership therein, and shall be the sole judge of the qualifications of applicant for such membership.

b) Qualification for Active Members

To be eligible for Active Membership in the Association, an applicant must hold the degree of Doctor of Medicine or Doctor of Osteopathy issued to him or her by an institution of learning recognized by the Board of Medicine of the State of Idaho. He or she must hold an unrevoked, unsuspended, and unlimited license to practice medicine and surgery issued to him or her by the Board of Medicine of the State of Idaho and be engaged in the active practice of medicine as defined by the IMA Board. He or she must subscribe to the Principles of Medical Ethics of the American Medical Association.

A physician that qualifies as an associate member pursuant to Chapter III, Section 2 (c),

may change his or her membership status to Active Membership upon the payment of dues at the Active Member level.

c) Qualifications for Associate Members

To be eligible for associate membership in the Association, an applicant must possess all the qualifications necessary for Active Membership except that either he or she shall not be engaged in the private practice of medicine and need not hold a license to practice medicine or surgery granted by the Idaho Board of Medicine or (2) he or she is currently in active practice and is licensed by the Idaho Board of Medicine but works part time, defined as working on average twenty (20) scheduled clinical or administrative hours or less each week, and expects to remain part time throughout the period covered by the dues payment. Associate membership shall be granted at the discretion of the Association governing body or its designee.

d) Qualifications for Affiliate Members

A medical school student, resident, intern, or fellow in an approved program shall be eligible for affiliate membership at reduced dues within the component society where said program is located and shall be eligible for affiliate membership in this Association. The term of such affiliate membership shall be only so long as said physician is appointed as an intern, resident, or fellow in an approved program in Idaho or is a medical school student in an approved program.

e) Qualification for Retired Members

The Association may grant retired membership to those active and associate members who have ceased the practice of medicine to the extent and for reasons satisfactory to the Association, who have been active or associate members of the Association for a total of ten (10) years prior thereto, and who have paid dues for the current or immediately preceding year, and those retired physicians who have moved to Idaho and who have been Active Members of another state association or the American Medical Association for a total of ten (10) years prior thereto.

Retired membership shall endure as long as the retired member does not engage in the active practice of medicine; but in the event that a member classified as retired resumes active practice of medicine such resumption shall automatically terminate retired membership and reestablish Active Membership. Upon resumption of active practice by any retired member, the Association shall transfer such member from the retired classification to the active classification and notify the component medical society.

f) Qualifications for Secondary Society Members

Component medical societies of the Association may provide secondary society membership to any physician who is a member of another component society of the Association or other state medical association, if the physician meets all of the other qualifications for membership in the component medical society in which he or she seeks secondary society membership, including the payment of dues. Any physician who obtains a secondary society membership shall have no vote nor hold office in the medical society in which he or she holds the secondary society membership.

g) Qualifications for Assistant Members

Assistant Members of this Association are those physician assistants and nurse practitioners who meet the following requirements:

1. Physician assistants who are licensed with the Idaho State Board of Medicine and whose supervising physicians are members of this association.
2. Nurse practitioners who are licensed with the Idaho State Board of Nursing and who are employed or supervised by physicians who are members of this association.

Section 3. Qualification and Election of Other Classes of Membership.

a. Honorary Members

The House of Delegates on recommendation by the Board may elect as honorary members any persons distinguished for their services or attainments as Doctor of Medicine or in the field of public health, or for research or other scientific work contributing to medicine.

b. Special Memberships

The House of Delegates may, from time to time, establish special and limited classes of membership in this Association for undergraduate medical students, or for interns, house officers, or residents. The House of Delegates may also, from time to time, establish other special and limited classes of membership and fix the dues, qualifications, duration, and privileges of such membership.

Summary of Changes to Bylaws August 20, 2020

Major Changes

- 1) To Modernize Our Stated Organizational Purposes
(Article 1 Section 2 Purposes)
- 2) To Simplify the Board Officer Election Process
(Article IV Officers Section 1 B, Section 2 B; Article VIII Annual Elections Section 1)
- 3) Establish Executive Committee Composition, Rights, and Responsibilities
(Article IV Officers Add Section 4; Article IX Directors Meetings Add Section 3)
- 4) Article II – Section 2 D: add “Associate” Members as eligible to vote, run for, and hold office and define Active and Associate members as “Voting Members.” Change all applicable references throughout document that applied previously only to Active Members.
- 5) Establish Reasons and Process for Removal of Officers
(Article IV Officers Add Section 6)
- 6) Abolish Requirement for the Regular Annual Meeting of Board of Directors
(Article IX Director’s Meetings Section 1)
- 7) Simplify the Process of the Fixing of Membership Dues
(Article XII Finance Section 4)
- 8) Simplify the Process of Bylaws Amendments
(Article XIV – Amendment)

Minor Changes

Clarifications and minor changes include:

- 1) Article I – Section 1: that Ada County Medical shall be referred to throughout the by-laws.
- 2) Article II -Section 1 B: the difference between an “Active Member” as a class defined in the IMA Bylaws and the common understanding of the term active member.
- 3) Article II – Section 2: that this section refers to more than just “Active Membership.”
- 4) Article IV – Section 4 A & C: that the roles of President and Secretary/Treasurer have a succession plan just like the President-Elect does.
- 5) Article IV – Section 5 A: that the board does not automatically have to declare a board role vacant because of absences but *may* do so.
- 6) Article V – Section 1 A and Section 2 the appointment of board officers as delegates to the IMA House of Delegates is an option not a requirement; that terms are 1 year for all delegates; and that only Active Members are eligible to serve as Delegates.
- 7) Article VI – Section 1: to harmonize existing language in each section of this article about officer vacancies.
- 8) Article VII – Section 1 B to require a financial and activities report at the annual meeting of the membership, per Idaho Code
- 9) Article VI – Section 2 A to harmonize the required number of Members eligible to vote necessary for calling a Special Business Meeting with the current state code requirement.
- 10) Article IX Section 3 C that the board quorum is not just 4 but 50% of current officer population and so requires 5 (assuming all 9 positions are filled) for regular board business.
- 11) Article XII Section 7 B to allow for a waiver (not just a reduction) of dues in special circumstances and to document de facto practice for members who join mid-year.
- 12) Appendix B is completely removed, which in 2015 provided a guide to all changes made to the by-laws that year.

All other changes are deemed by the Board of Directors to be minor clarifications, corrections in punctuation and style, modernization of language, or document formatting and renumbering of lists.












ACMS By-Laws Approved Final.2020

Final Audit Report

2020-08-31

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