

MEDICAL SOCIETY, COUNTY OF ERIE – BYLAWS
Effective: April 21, 2009

ARTICLE I

Name

The name and title of this organization shall be “Medical Society of the County of Erie, Inc.” (Hereinafter referred to as “the Society”).

ARTICLE II

Mission

The Society is the Erie County component of the Medical Society of the State of New York (hereinafter “MSSNY”) and is a professional association of physicians of Erie County created to promote and preserve the science and art of medicine in our community through advocacy for patients and physicians. As a component part of the MSSNY, the Society shall also be governed by all relevant MSSNY Bylaws, as well as relevant provisions of New York State and Federal law.

ARTICLE III

Membership

Section 1

Eligibility/Classification

The membership of the Society shall be divided into 7 classes:

- (a) Active membership - which shall be limited to graduates of US or foreign medical or osteopathic schools as recognized by the MSSNY; licensed by the State of New York; and who either reside, have their principal office in, or whose residency/*fellowship* training is in the County of Erie.
- (b) Retired membership - which shall be limited to those active members who completely retire from the practice of medicine prior to attaining the age of 67 and who have been a member of the Society for the 25 years preceding retirement.
- (c) Life membership - which shall be limited to those active members in good standing who:
 - (i) have completely withdrawn from the active practice of medicine and have been a member of the Society for 10 or more consecutive years prior to age 67; or
 - (ii) continues in the active practice of medicine and have been a member of the Society for 10 or more consecutive years prior to the age of 72; or
 - (iii) are permanently disabled and have been a member of the Society for 10 or more consecutive years.
- (d) Resident membership - which shall be limited to those physicians who have graduated from a recognized medical or osteopathic school and who have not completed residency training.
- (e) Student membership - which shall be limited to those individuals who are enrolled in a recognized medical or osteopathic school and who reside in the County of Erie.
- (f) Honorary membership - shall be limited to those distinguished physicians who:
 - (i) do not maintain an office or residence in the County of Erie; or
 - (ii) previously were an active member who has attained an appointed or governmental position; or
 - (iii) have attained national or international prominence in the science or art of medicine; and
 - (iv) are elected by the Executive Board.
- (g) Affiliate members - shall be limited to the employees of active members, or former members who have moved out of New York State and wish affiliation for the purpose of participating in educational and vendor sponsored programs. Affiliate members shall have voice but no vote.

Section 2

Rights and Privileges

Each member of this Society shall have all the rights and privileges applicable to the class of membership as described in the Society’s current policy manual, a copy of which is available for the members’ information at the Society’s offices.

Section 3

Application for Membership

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

Section 4

Application by Transfer

A physician applying for membership as a transferee from any other component New York county medical society shall have that county forward a transfer application and complete an updated Society application and shall comply with all requirements provided for transfer under Article II, Section 2 of the MSSNY Bylaws.

Section 5

Election to Membership

Applicants for membership shall have their applications acted upon by the Executive Board within 120 days of the receipt of a completed application. Applicants shall be informed in writing of the *decision* of the Executive Board. Applicants not recommended for membership may appeal that *decision* in accordance with Article III, Section 6 of these Bylaws. Election to membership constitutes membership in the MSSNY and the 8th District Branch of the MSSNY.

Section 6

Appeals

Any physician who has been refused membership in the Society, or who has duly filed an application for membership which has neither been accepted nor rejected within 120 days after filing, shall have the right of appeal at the Society's next scheduled Executive Board meeting, and shall have the additional right to appeal to the MSSNY, as provided for in Article VII, Section 2 of the MSSNY Bylaws.

Section 7

Transfer Letters

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

Section 8

Resignation

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

Section 9

Suspension of Membership

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

Section 10

Termination of Membership

- (i) Upon notification from the New York State Department of Health or Board of Regents that a member's license to practice medicine has been revoked, the member's membership in the Society shall be likewise revoked without the necessity of further proceedings. Upon restoration of the physician's license, the physician may reapply for membership by the same procedure as that governing the election of new members.
- (ii) A member whose dues remain unpaid at the date specified by the MSSNY shall be dropped from the rolls of membership.

Upon termination of membership, all participation in any group benefits program ceases.

Section 11

Re-Election/Reinstatement to Membership

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

ARTICLE IV

Dues

Section 1

Payment and Rate

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

Section 2

Good Standing

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

ARTICLE V

Conduct of Members

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

ARTICLE VI

Discipline

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

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

Disciplinary proceedings against a member shall be initiated on a signed written complaint from any source. The President shall refer the complaint to the Ethics Committee, which shall meet and examine the charges of misconduct and all available and relevant evidence within 10 business days of the receipt of the referral. If the Ethics Committee agrees that there is substantial evidence supporting the charges, a hearing will be scheduled and the chair of the Ethics Committee shall notify the member by registered mail. The notice will include a copy of the signed complaint, a directive to appear in person before the Committee, and a copy of the Society's Bylaws. A minimum of 10 business days shall elapse from the date of service of the complaint to the date of the

hearing to which the member has been summoned.

At that hearing, the member shall respond to the charges made in the complaint and may be represented by Counsel. The member may also produce witnesses on his/her behalf. The Ethics Committee may also call as a witness any member of the Society with not less than 5 business days' notice. A complete stenographic record of such hearing shall be taken and preserved. Within 10 business days of the conclusion of testimony, the Ethics Committee must inform the Executive Board of its decision regarding whether the charges of misconduct are substantiated and the discipline, if any, to be imposed upon the member. Within 2 business days of the Ethics Committee's decision having been given to the Executive Board, the member and accuser will be notified of the decision. If the Ethics Committee determines that the member is innocent of all charges, or that disciplinary action is not appropriate, no further report will be made to the Society.

Any member who wishes to file an appeal will be counseled to contact the Judicial Council of MSSNY by filing a notice of appeal with the Secretary of MSSNY and the Society's Secretary/Treasurer within 3 months after service of the notice of the final decision. A member wishing to file an appeal is directed to Article VII, Section 2, of the MSSNY Bylaws for information regarding the appeal procedure.

ARTICLE VII

Officers

The Officers of the Society shall be a President, a President-Elect, a Vice President, and a Secretary-Treasurer. They shall be elected to serve one year or until their successor shall have been elected or appointed as hereinafter provided.

Section 1

Responsibilities

The Officers are to act in the name of and on behalf of the members of the Society, at the direction of the Executive Board on all matters pertaining to the administration of the Society or when deemed necessary to properly conduct its business. The Officers shall be responsible for the budget, finances and long range planning of the Society.

Section 2

Duties

- (a) President/Delegate - It shall be the duty of the President to preside at all meetings of the Executive Board. The President shall call special meetings of the Board whenever necessary or at the written request of four members of the Board. The President shall appoint an inspector and teller and chairperson thereof to serve when elections are held. The President shall sign Delegate Certificates and such other papers as the Society may direct, but shall not sign any warrant upon the Treasury, except by vote of the Executive Board. The President shall enforce the Constitution, Bylaws and policies of the Society and perform other such duties as pertain to the office. The President shall be a delegate to the MSSNY.
- (b) President-Elect - The President-Elect shall succeed to the presidency at the end of the President's term. In the temporary absence of the President, or at the President's request, the President-Elect shall perform the duties of the President. In the event of the death of the President, or the President's removal from office or failure to act, the President-Elect shall succeed the President for the remainder of the term of office, after which the President-Elect shall serve a further term of one year as President.
- (c) Vice President /Delegate - In the temporary absence of the President and President-Elect, or at their request, the Vice President shall perform the duties of the President. The Vice President shall further serve as the Society's program chair and shall perform other such duties as requested by the President. The Vice President shall be a delegate to the MSSNY.
- (d) Secretary/Treasurer - The Secretary/Treasurer shall make and keep on file correct minutes of the meetings of the Society and its Executive Board; shall issue notices of meetings; shall notify applicants for membership of their election; and shall notify those members whose County and State dues remain unpaid that they will be dropped from membership in accordance with the State's deadline date. The Secretary/Treasurer shall forward membership applications to all prospective members. The Secretary/Treasurer shall keep a roster of members, officers, and the list of delegates to the MSSNY. The Secretary/Treasurer shall certify and affix the official seal of the Society to the credentials of the delegates and to such documents as the Executive Board may direct. The Secretary/Treasurer shall certify that the Society accounts and funds are audited annually by a certified public accountant selected by the Executive Board. The Secretary/Treasurer shall be bonded at the expense of the Society in such reasonable sum as the Executive Board shall determine.

ARTICLE VIII

Executive Board

Section 1

Composition

There shall be an Executive Board consisting of the Officers of the Society, the chairpersons of all standing committees, and the chairperson of the delegates to the MSSNY. The Executive Board shall be the administrative arm of the Society. Its resolutions and actions shall be decisive and final except that all resolutions and actions of the Executive Board are subject to review, reconsideration and action by the membership at any regular meeting of the Society.

Section 2

Meetings

Meetings will be held regularly and at such other times as business may require. Special meetings of the Executive Board shall be called whenever the President deems it necessary or at the written request of four of its members.

Section 3

Quorum

A majority of its voting members shall constitute a quorum.

Section 4

Duties

The Executive Board shall have general supervision and management of the affairs and business of the Society, and shall act for the Society in the intervals between meetings of the membership, except that it may not establish any policies or take any actions inconsistent with prior actions of the membership of the Society. It shall have charge of the property and financial affairs of the Society. The Executive Board shall *also* perform such other duties as are prescribed by relevant provisions of the Society's Constitution, Bylaws and policies as well as relevant New York State or Federal law or regulations or as may be expressly delegated to it by the membership. It may have such committees as it deems necessary to conduct its business. It shall exercise general supervision over the conduct of all committees, councils, or commissions and over all appointed officers, agents and employees.

Section 5

Conflict of Interest

Immediately upon election, all members of the Executive Board shall file a conflict of interest statement, which will be provided by the Secretary/Treasurer and maintained in the Society offices for the current term of office.

Any member of the Executive Board, who at any time, may have an economic interest in the outcome of a vote, or has any other conflict of interest for any reason, shall disqualify him or herself from participation and voting on that issue. If, because of conflicts identified, or for any other reason, the number of members of the Executive Board falls below the number required for a quorum, the issue will be tabled until the next regularly scheduled meeting of the Executive Board.

ARTICLE IX

Standing Committees

The standing committees of the Society shall be: Economics, Ethics, Legislation, Medical Services, Membership, Public Health, Workers' Compensation, Health Law and Young Physicians. All committees shall submit meeting minutes immediately after each meeting and an annual written report to the membership. No committee shall incur any expense or financial obligation without the prior approval of the Executive Board.

Section 1

Composition

All members of standing committees shall be appointed by the Executive Board on nomination by the chairperson of each committee, who shall submit nominations for consideration at the Executive Board meeting immediately following the Annual Meeting. Additional members may be added at the discretion of the committee chair with Executive Board approval.

Section 2

Economics Committee

The Economics Committee shall consist of a chair elected by the Society and those members approved by the Executive Board. It shall be the duty of this committee to study and report on all matters related to the economic aspects of medical practice.

Section 3

Ethics Committee

The Ethics Committee shall consist of a chair, appointed each year by the President and approved by the Executive Board and nine members elected by the Society, three elected each year for a term of three years. It shall be the duty of this committee:

- i. to review and make recommendations to the Executive Board on all membership applications and to enforce Article V of these Bylaws;*
- ii. to meet, discuss and report on all matters related to medical ethics issues;*
- iii. to receive, investigate and resolve all complaints against members, and to assist in maintaining high levels of professional deportment.*

Section 4

Legislation Committee

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

Section 5

Medical Services Committee

The Medical Services Committee shall consist of a chair elected by the Society and those members approved by the Executive Board. It shall be the duty of this committee to:

- i. act as a liaison with the State University of NY at Buffalo School of Medicine;*
- ii. act as a liaison with all accredited residency programs operated within Erie County;*
- iii. develop society response and recommendations to address issues such as physician recruitment, the business cycle of practice management.*

Section 6

Membership Committee

The Membership Committee shall consist of a chair elected by the Society and those members approved by the Executive Board. It shall be the duty of the committee to implement, promote, and advance programs designed to attract new members, retain current members, encourage active participation and leadership in the affairs of the Society, and to investigate and recommend programs designed to offer enhanced benefits to members.

Section 7

Public Health Committee

The Public Health Committee shall consist of a chair elected by the Society and those members approved by the Executive

Board. It shall be the duty of this committee to keep the Society informed and take appropriate action on matters relating to the public health of the community and the provision of public and private medical care and shall make such recommendations with respect thereto as it shall deem necessary.

Section 8

Workers' Compensation

The Workers' Compensation Committee shall consist of a chair elected by the Society and those members approved by the Executive Board. It shall be the duty of this committee to review physicians' applications for workers' compensation ratings, discuss issues related to workers' compensation, and represent physicians at meetings of the New York State Workers' Compensation Board.

Section 9

Health Law

The Health Law Committee shall consist of a co-chair elected by the Society, and physician members as appointed by the Executive Board. The Erie County Bar Association's Health Law Committee will be invited to select a co-chair and members to represent the legal community. It will be the duty of the committee to serve as a liaison between the Medical Society and the Erie County Bar Association and those associations or groups designated by the Executive Board including but not limited to governmental officials to:

- i. Address medical practice issues with significant legal and/or ethical implications;
- ii. Address issues as referred from the Executive Board;
- iii. Educate members and others about new developments and trends;
- iv. Provide for an on-going review of the "Legal Guidelines for the Medical Office".

Section 10

Young Physicians

The Young Physician Committee shall consist of a chair elected by the Society, and those members approved by the Executive Board. It shall be the duty of committee to:

- i. Address the need of residents, fellows and those physicians who are within 5 years of completing Residency, or are less than 45 years of age;
- ii. Research and report on educational or practice management issues of particular interest;
- iii. Assist members to emerge as leaders in the WNY community.

ARTICLE X

Delegates to MSSNY

Section 1

Composition

The number of delegates and alternate delegates to be elected during the annual elections to represent the Society in the MSSNY shall be based on Article III, Section 1, Item (a) or Item (b) of the MSSNY Bylaws. The President and Vice President of the Society shall be delegates by virtue of their office. The remaining delegates shall be elected based upon the number of votes received and the number of vacancies. Those candidates who are not elected as delegates shall serve as alternate delegates for the same term. The chair shall be that senior delegate who received the highest number of votes when elected. In case of a tie vote, the chair shall be decided by a vote of the delegates and alternate delegates elected for that same term.

Section 2

Duties & Responsibilities

The function of the delegates/alternate delegates is to represent the views of the Society in the MSSNY House of Delegates and to serve as liaisons between the MSSNY and the 8th District Branch Advisory Council.

Section 3

Term of Office

Delegates and alternate delegates shall be elected for a 2 year term. Delegates shall assume office at the first annual meeting of the MSSNY House of Delegates held subsequent to their election.

Section 4

Vacancies

An elected alternate delegate shall be designated by the President to assume the duties of any delegate who is unable or unwilling to serve.

ARTICLE XI

Nominating Committee

Section 1

Composition/Term of Office

The Nominating Committee will be elected by the membership and composed of 12 members. The term of office will be three years, with four members elected during each annual election. No member of the Nominating Committee shall be eligible to succeed him or herself on this committee until one year has elapsed after the expiration of the term for which he/she was elected. The President-Elect and the immediate past President shall be consulting members of the committee with voice but no vote.

Section 2

Duties and Responsibilities

It shall be the responsibility of this committee to review the credentials of candidates for office as to their ability to assume the leadership of the Society and increase its credibility and visibility. It shall be the responsibility of this committee to prepare a paper ballot, which will be sent to each Society member no later than 30 days prior to the Annual Meeting.

Section 3

Nominations

Nominations of candidate names shall be made from the floor at the regular meeting immediately preceding the annual meeting. No member currently holding an elective office in the Society shall be eligible to serve on the committee.

Section 4

Nominations for Elective Office

Nominations for elective office shall be presented by the Chair of the Nominating Committee at the regular meeting immediately preceding the annual meeting. This shall not preclude nominations from the floor. In the event of a death or the withdrawal of all of the nominees for any office or a number sufficient to bring the list of nominations for delegates, or any elected committee other than the Nominating Committee, below the required number to be elected, the Nominating Committee shall reconvene to make further necessary nominations.

ARTICLE XII

Elections

Section 1

All officers; delegates; alternate delegates; members of the Ethics, Peer Review and Nominating Committees; and chairpersons of standing committees; shall be elected by secret mail ballot.

Section 2

A plurality of the votes cast for a given office shall be necessary for election.

Section 3

All delegates; alternate delegates; and members of the Ethics, Peer Review and Nominating Committee shall be declared elected in the order of the number of votes received, beginning at the highest, until the proper number shall have been chosen. In the case of a tie vote, the choice shall be decided by a majority of the Executive Board.

ARTICLE XIII

Voting

Section 1

Eligibility

All members who are in good standing shall be eligible to vote and hold elective office.

Section 2

Process

Upon receipt of the ballot from the Nominating Committee, each member shall be provided with a ballot, ballot envelope and a return envelope addressed to the Secretary/Treasurer. On each return addressed ballot envelope will be affixed the voter's name and address.

Ballots shall be returned to the Society postmarked not later than 10 business days after the date of mailing of the ballots by the Society. After the 10th day, each ballot envelope will be reviewed to verify voter eligibility. Ballot envelopes will then be placed unopened and counted. After the ballot envelopes have been counted, they will then be opened and ballots removed. Envelopes will be destroyed. Ballots will then be tabulated. Ballot envelopes postmarked more than 10 days after the mailing of the ballots by the Society will not be counted.

The report of tabulation will then be reported to the President, who will announce the results at the annual meeting.

ARTICLE XIV

Meetings

Section 1

Notification

Notices of the annual and all general membership meetings shall state the date, place and hour and shall be mailed to each member by first class mail not less than 10 days nor more than 30 days before said meeting. An affidavit of mailing shall be deemed sufficient proof of the service of such notice to each and every member for any and all such purpose.

Section 2

Annual Meeting

The annual meeting of the Society shall be held on or about the first Tuesday in the month of May each year.

Section 3

Other Meetings

The Executive Board shall call other meetings at such times as they may be needed. The notice of such meetings will clearly state the purpose of the meeting.

Section 4

Called Meetings

The Executive Board shall call a meeting upon a written request of 10% of the members entitled to vote at such meeting.

Section 5

Electronic Conferences

Attendance and participation at any Society meeting, excluding Ethics and Peer Review meetings, via any electronic device is allowed and encouraged when an in-person meeting is impossible. Any action taken must be reported to the Executive Board at the next meeting.

Section 6

Quorum

A quorum at the annual meeting shall consist of either: (i) 100 members entitled to cast a vote, or (ii) a number greater than or equaling 10% of the total number of members entitled to cast a vote, whichever is less.

Section 7

Proxy

Every member entitled to vote at any meeting of the members may authorize the Executive Board or another person entitled to vote to act for him/her by proxy. Each proxy shall be in writing and dated and signed and valid for that meeting only, and is revocable at the pleasure of the member executing it. Proxy voting shall not be permitted at the annual meeting.

ARTICLE XV

Executive Director

Section 1

Appointment

The Executive Board shall employ a salaried chief executive who shall have the title of Executive Director. The terms and conditions of employment of the Executive Director shall be specified by the Executive Board. The Finance Committee is delegated the authority to determine the ongoing compensation and other financial arrangements of the Executive Director, subject to approval by the Executive Board.

Section 2

Authority and Responsibility

The Executive Director shall manage and direct all activities of the Society subject to the policies of the Executive Board and through the office of the President. He/she shall employ and may terminate the employment of members of the staff as necessary to carry out the work of the Society and fix their compensation within the approved budget. The Executive Director shall also define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management which are in the best interests of the Society. The Executive Director shall serve as an ex-officio Officer and member of the Executive Board, with voice but without vote.

ARTICLE XVI

Rules of Order

The deliberations of the Society shall be governed by the parliamentary usage contained in "Sturgis Standard Code of Parliamentary Procedure" when such Code is not in conflict with the Constitution and Bylaws of the MSSNY and the Bylaws of this Society.

ARTICLE XVII

Seal

The seal of the Society shall be as follows:

Medical Society of the County of Erie, New York, Organized 1821, Incorporated 1897.

ARTICLE XVIII

Amendments

Section 1

Amendments or additions to these Bylaws may be made by a two-thirds vote of the members present and eligible to vote at a regular meeting, provided that (i) notice of such amendments or additions shall have been presented in writing at any regular meeting preceding; and (ii) a copy of such amendments or additions shall have been sent to each member with the notice of the meeting at which they are to be considered.

Section 2

In accordance with the Bylaws of the MSSNY, all amendments to these Bylaws shall be submitted to the Council of the State Society for its approval before becoming valid.

Section 3

The Bylaws which refer to the Order of Business may be temporarily suspended by a two-thirds vote at any regular or annual meeting.

Section 4

Amendments made obligatory by the laws of the State and/or by enactment of the MSSNY shall be considered as adopted and as part of these Bylaws.

Section 5

These Bylaws shall become effective on the first of January, immediately following the date of their adoption and all other Bylaws of the Society heretofore adopted shall be and are hereby repealed.