

**BYLAWS
OF THE MEDICAL AND
CHIRURGICAL FACULTY
OF MARYLAND**

As amended by the House of Delegates on April 30, 2017.

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Statement of Mission

The mission of MedChi, the Maryland State Medical Society, is to serve as Maryland's foremost advocate and resource for physicians, their patients and the public health.

Adopted by House of Delegates May 2, 1998

Statement of Vision

MedChi shall work to:

- X promote medical science and knowledge,
- X enhance the physician-patient relationship,
- X achieve the highest standards for medical education and medical ethics,
- X promote physician collegiality, and
- X secure universal access to health care.

Adopted by House of Delegates July 11, 1998

BYLAWS OF THE MEDICAL AND CHIRURGICAL FACULTY OF MARYLAND

1.00 COMPONENT SOCIETIES AND SECTIONS

- 1.10 Chartered Societies.** The component societies of the Medical and Chirurgical Faculty of Maryland (trading as MedChi, the Maryland State Medical Society) are those chartered pursuant to written application.
- 1.20 Charter Application.** Application for a charter by a medical society shall be made in writing to the House of Delegates, which shall initiate such investigation as it deems necessary to determine that the applicant has complied with the requirements of MedChi. A charter signed by the president and secretary of MedChi shall be issued upon a majority vote of the House of Delegates.
- 1.30 Bylaws.** Each component shall write its own bylaws, provided they do not conflict with the requirements of MedChi.
- 1.40 Component Membership.** Component societies shall be judges of the qualifications of their own members, provided they consider applications from every legally-registered physician who resides or practices within their geographical area. Physicians include both doctors of medicine and doctors of osteopathy, and both shall be considered equally.
- 1.50 Notice.** On or before January 31 of each year, each component society shall forward to the chief executive officer of MedChi a list of the component society officers and members, and if the component has during the preceding year achieved membership of 300, a statement to that effect.
- 1.60 Transfer of Membership.** The components shall transfer membership without cost to another component upon request by a member in good standing, such transfer to be effective upon acceptance of the member by the new component.
- 1.70 Change in Address.** A member who moves into another component's geographic area may elect not to transfer membership.
- 1.80 Sections.** There shall be five separate sections: one composed entirely of active members who are on the resident staff of hospitals and those holding fellowships; another composed entirely of medical students; one made up of members of MedChi who are International Medical Graduates; one made up of members of MedChi who are physicians forty years of age or younger and not eligible for membership in the Resident Section to be known as the Early Career Physician Section; one made up of active members of MedChi, each of whom has been selected as the representative of a MedChi-approved medical specialty society. MedChi-approved medical specialty societies shall be those recognized by the

American Board of Medical Specialties or their corresponding national medical specialty societies and one made up of Alliance members of MedChi.

1.90 Inactive Components. All component societies are expected to hold regular meetings and at least biennial (every 2 years) elections.

2.00 MEMBERSHIP

2.05 Definition of a Physician. Wherever the word aphysician@ is used in these Bylaws, it means a person who possesses the United States degree of Doctor of Medicine (M.D.) or Doctor of Osteopathic Medicine (D.O.) or an international equivalent that is recognized by the State of Maryland as qualifying for medical licensure purposes, unless the context clearly requires otherwise.

2.10 Required Membership. Membership in a component society or resident or student section is required for membership in MedChi except affiliate and Alliance members.

2.20 Active Membership. Active members shall be those physicians who are in good standing in their component societies and living in, legally practicing medicine in, or licensed to practice medicine in Maryland, and include all members not required to hold another form of membership in MedChi.

2.201 Rights of Active Members. The rights of active members shall be as follows:

- a. Eligibility to attend and participate in general meetings;
- b. Eligibility to serve in the House of Delegates;
- c. Eligibility to serve on the Board of Trustees;
- d. Eligibility to hold office in MedChi;
- e. Eligibility to serve as a delegate or alternate to the American Medical Association (AMA);
- f. Eligibility to use the MedChi building and meeting rooms;
- g. Eligibility to serve on MedChi Councils and Committees (with certain limitations as provided in the Rules of MedChi);
- h. Eligibility to utilize Physician's Defense (as hereinafter defined); and
- i. Eligibility to enjoy all other rights accruing to members as set forth in the parliamentary authority.

2.30 Associate Members. Associate members shall be those physicians who practice medicine less than 1,000 hours per year and are living or working in Maryland; and commissioned medical officers in the armed forces, U.S. Public Health Service and the Department of Veterans Affairs. All of the foregoing may elect to become active members if the component society approves and the member pays active dues and assessments.

2.301 Rights of Associate Members. The rights of associate members shall be as follows:

- a. Eligibility to attend and participate in general meetings;
- b. Eligibility to use the MedChi building and meeting rooms;
- c. Eligibility to serve on MedChi councils and committees (with certain limitations as provided in the Rules of MedChi); and
- d. Eligibility to utilize Physician's Defense (as hereinafter defined).

2.40 Affiliate Members. Affiliate members shall be those physicians who are active in another constituent association of the American Medical Association (AMA) and licensed to practice medicine in Maryland; former members who have moved out of the state; members of the Maryland State Dental Association in the full-time private practice of dentistry; and persons who hold academic degrees equivalent to the degree Doctor of Medicine or Doctor of Osteopathy devoting full time to the study and teaching of the medical sciences, the determination that the degree is equivalent being made in each case by the component society.

2.401 Rights of Affiliate Members. Affiliate members shall have the same rights as associate members, except that of Physician's Defense.

2.41 Administrative Affiliate Members. Administrative Affiliate Members shall be a Practice Administrator, Office Manager, or Billing Manager employed by a member physician in solo practice or by a group of physicians in which at least one of the physicians is an Active member of MedChi. If there are no existing Active physician members of MedChi in the practice, then the Administrative Member may be allowed to join but at the Active Member first year in practice dues amount, until such time that one physician in the practice joins as an Active Member, and then, at the beginning of the next membership year, the Administrative Affiliate Member's dues will revert to the same for any Administrative Affiliate Member.

2.411 Rights of Administrative Affiliate Members. Administrative Affiliate Members shall have the same rights as affiliate members.

2.45 Alliance Members. Alliance members shall be those spouses, widows, widowers in good standing (provided they have not remarried outside the medical profession) of physicians who hold or held membership in MedChi.

2.451 Rights of Alliance Members. Alliance members shall have the same rights as Affiliate members.

2.50 Student Members. Student members shall be those members enrolled full time in an accredited medical school who are either domiciled in or attending school in Maryland.

2.501 Rights of Student Members. The rights of student members shall be the

same as affiliate members, except for certain limitations in the roles they may play as members of MedChi councils and committees as described in the Rules of MedChi. Student members are eligible to serve in the House of Delegates and on the Board of Trustees as set forth at 7.30 (j).

2.60 Emeritus Members. Emeritus members shall be those physicians who are substantially retired and who upon motion of the Board of Trustees or a component society shall be so designated by vote of the House of Delegates.

2.601 Rights of Emeritus Members. Emeritus members shall have the rights accruing to associate members and shall not be required to pay dues but may be assessed a reasonable fee for services received; provided that the right of Physician's Defense shall be available only with respect to alleged incidents of malpractice which occurred during their tenure as active members.

2.70 Forty-Year Members. Forty-year members shall be those physicians who are in good standing who have been active members continuously for forty years or more.

2.701 Rights of Forty-Year Members. Forty-year members shall have the rights accruing to active members and shall not be required to pay dues but may be assessed a reasonable fee for services received. Members who achieve this status prior to moving from Maryland may continue as forty-year members after moving from the state.

2.80 Honorary Members. Honorary members shall be those physicians who, upon recommendation of the Board of Trustees, shall be so designated by two-thirds vote of the House of Delegates.

2.801 Rights of Honorary Members. Honorary members shall have the same rights as associate members; provided that if they are active or forty-year members when appointed, they shall continue to have the same rights as before the appointment. Honorary members shall not be required to pay dues.

2.90 Resident Members. Resident members shall be those physicians who are on the resident staff of Maryland hospitals and those holding fellowships in Maryland.

2.901 Rights of Resident Members. Resident members shall be entitled to the same rights as active members except for the following: they are not eligible to serve on the Board of Trustees or to hold office in MedChi, except as set forth at 7.30 (k).

3.00 FINANCE
3.10 Dues

- 3.101 Annual Dues.** Annual dues, including dues for members who join through a group, shall be set by the Board of Trustees and approved by the House of Delegates. Notice of any change in dues shall be sent to the House of Delegates with the call to session at which it is to be considered.
- 3.102 New Members.** Within 30 days of admission of a new member or transfer of a membership from one component society to another, the component receiving the new member shall send to MedChi such information as shall be requested by MedChi.
- 3.103 New Members - Exceptions.** On admission to a component society after October 1 of any year, dues of the new member shall be applied to the following fiscal year. On admission after July 1, but before October 1 of any year, dues payable by the new member shall be one-half of the annual dues amount.
- 3.104 Delinquency.** If a member shall fail to pay annual dues by April 1 of the membership year, the member shall forfeit all membership rights in MedChi, and may be reinstated only after all arrearages have been paid.
- 3.105 Physician's Defense.** If the full amount of dues owed by a member has not been paid by January 31 in a year in which an incident of malpractice is alleged to have occurred, the right of Physician's Defense shall not be available with respect to such incident. A new member shall be entitled to Physician's Defense with respect to events occurring on and after their admission date, subject to payment of dues.
- 3.106 Waiver.** On request of a component society, the Board of Trustees may reduce or forgive a member's dues and assessments for reasons of illness, financial hardship, or temporary service in the armed forces or the U.S. Public Health Service. All requests must be submitted to the Board in writing, stating the specific reason for the request. Except under special circumstances, a dues waiver may not be granted to a physician for more than three (3) consecutive years.
- 3.20 Assessments.** The House of Delegates may impose an assessment to be paid in addition to annual dues; provided that notice of a proposal to impose an assessment shall be sent to all delegates at least 30 days before the session at which action is taken, and no amendment shall be in order which would have the effect of increasing the amount of the assessment above that for which notice was given. Failure to pay an assessment when due shall be treated as a failure to pay dues.
- 3.30 Budget.** An annual budget will be developed by the treasurer, with assistance from the appropriate staff, and will be reviewed with recommendations by the Finance Committee, approved by the Board of Trustees, and ratified, with power of

amendment, by the House of Delegates. The budget shall be sent to the House of Delegates with the call to session at which it is to be considered.

3.40 Expenditure of Funds. When approved by the House of Delegates, the budget shall act as the treasurer's authority to spend funds as described therein for the purposes set forth. No other expenditures shall be made, except the treasurer or the Board of Trustees may authorize the expenditure of funds as provided in the Faculty's Accounting Policies And Procedures Manual, and the Budget Deviation Policy as approved by the Board of Trustees and the House of Delegates. Budget deviations over \$10,000 must be reported to the House of Delegates at its next meeting. Resolutions approved by the House of Delegates with fiscal implications will be reviewed by the Finance Committee, prior to implementation, for any impact on the approved budget. If there is a significant negative impact on the budget, a recommendation for or against implementation must be submitted to the next meeting of the House of Delegates for action.

4.00 GENERAL MEETINGS

4.10 Date and Place. A general meeting of the entire membership shall be held at least once a year, the date and place to be fixed by the Board of Trustees.

4.20 Notice. Notice of general meetings shall be sent to all members at least 60 days in advance of the meeting.

4.30 Special Meetings. Special general meetings may be called by the Board of Trustees or by 250 members on fifteen working days notice.

4.40 Purpose. General meetings shall be primarily for the presentation of the scientific program and the delivery of the president's address if he/she desires to make one.

4.50 Administration. The president or the president-elect shall preside over general meetings.

4.60 Attendance. General meetings shall be open to all members and registered guests.

4.70 Active Members. Active members at general meetings may:

- a. Refer any item of concern to the House; and/or
- b. Recommend to the House the appointment of a committee for investigation of matters of special interest and importance to the profession and public.

5.00 HOUSE OF DELEGATES

5.10 Authority. There shall be a House of Delegates (House) which shall be the legislative body of MedChi, having final power and authority over the affairs and policy of MedChi, except as otherwise provided in these Bylaws.

- 5.20 Duties.** The House shall have the following duties:
- a. To give diligent attention to and foster the mission and work of MedChi;
 - b. To make careful inquiry into the condition of the profession in the state and to work to the benefit of component societies and sections;
 - c. To elect the president-elect, other members of the Board of Trustees, AMA delegates and alternates, and its own speaker and vice speaker;
 - d. To submit to a referendum any question pending before it upon a two-thirds vote of the House, such referendum to be carried out within 60 days by submitting the question to the entire active membership for decision by mailed secret ballot. A majority of the votes cast shall decide the question;
 - e. To establish rules to govern the conduct of the business of the House; and
 - f. To ratify the budget of MedChi; to approve membership dues and impose additional assessments as needed.
- 5.30 Meetings.**
- 5.301 Regular Meetings.** Regular meetings of the House shall be held at least two times a year.
- 5.302 Special Meetings.** Special meetings may be called by the president of MedChi, the speaker of the House, or upon written request of fifty delegates.
- 5.303 Notice.** The call for regular meetings of the House shall be sent to all delegates at least 30 days in advance with a tentative agenda. The call for special meetings of the House shall be sent to all delegates at least ten days in advance and shall state the purpose of the meeting.
- 5.40 Resolutions.** Resolutions which will be presented to the House for action shall be filed with the chief executive officer according to the Rules of MedChi and sent to all delegates with the notice of meeting, provided that by a two-thirds vote the House may agree to consider any resolution without prior notice. No resolution shall be accepted by the chief executive officer which is not sponsored by: five members; a component society; a Specialty Society approved as provided in Section 1.80; a section; a council; or a committee of MedChi.
- 5.50 Membership.** The members of the House shall consist of:
- a. One delegate from each component society and an additional delegate for every 50 members and fraction thereof from each component society;
 - b. One delegate from the section composed exclusively of student members, one additional delegate when the membership exceeds 500 members, and one additional delegate for each 250 members after that; and one delegate from the section composed entirely of active members who are on the resident staff of hospitals or hold fellowships and one additional delegate when the membership exceeds 500 members, and one additional delegate for each 250 members after that;

- c. One delegate (who is an active MedChi member) from each MedChi-approved specialty society with a membership of at least 50, whose membership includes 50 percent or more members who are also members of MedChi; or, any such society whose membership includes more than 100 MedChi members shall be entitled to a delegate. No specialty society shall be entitled to more than one delegate. Representatives from specialty societies shall not exceed 25 delegates in number;
- d. One delegate (who is an active MedChi member) from the Early Career Physicians Section;
- e. One delegate (who is an active MedChi member) from the International Medical Graduate Section;
- f. AMA delegates (except the AMA representative on the Board of Trustees serves without vote);
- g. One delegate from the Maryland component of the National Medical Association;
- h. Members of the Board of Trustees (without vote);
- i. All past presidents (without vote); and
- j. One alternate delegate for each voting member.

5.501 Delegates. The number of delegates to which a component society shall be entitled shall be determined by the number of its active members and forty-year members in good standing on December 31 of each year. The secretary of each component society and section shall provide to the chief executive officer of MedChi a current list of its delegates and alternates at least 30 days before each meeting, with the option of amending that list until the tenth work day prior to the opening session of that meeting. For any meeting of the House of Delegates that occurs within 30 days after December 31, the number of delegates to which a component society is entitled at such meeting shall be determined by the number of active and forty-year members in good standing used to determine the number.

5.502 Alternate Delegates. Each component society or section may elect alternate delegates who shall take no part in the meetings except when sitting for delegates.

5.503 Speaker and Vice Speaker. There shall be a speaker and a vice speaker of the House of Delegates who shall be nominated under the provisions of Article 8.00 of these bylaws and elected from the membership of the House at each fall meeting. Any member may serve as speaker or vice speaker for a maximum of three consecutive terms in each position. The speaker, or in his or her absence the vice speaker, shall preside over all meetings of the House, and as presiding officer, shall have the same right, regarding voting, as every other delegate.

- 5.60 Quorum.** A quorum of the House shall be 50 voting delegates.
- 5.70 Reference Committee(s).** Reference committee(s) shall be appointed by the Speaker of the House, as needed, to consider resolutions pending before the House of Delegates and make recommendations on such resolutions.
- 5.80 Voting.** Where there is no contest, a majority vote without ballot shall elect. All other elections shall be by ballot. If any portion of the ballot is invalid, the validity of the remainder of the ballot is unaffected.
- 5.801 First Ballot.** All nominees for office shall be listed alphabetically on a single ballot. Each elector shall have votes equal to the number of positions to be filled and each vote must be cast for a different nominee. No portion of a ballot shall be counted if it contains more than the number of positions to be filled, or if the ballot contains more than one vote for any nominee. A nominee who has received a vote on a majority of the legal ballots cast shall be elected.
- 5.802 Subsequent Ballots.** If all vacancies are not filled on the first ballot, those receiving a majority of the votes cast shall be placed in the vacant positions and a run-off ballot shall be held for the remaining nominees, to fill the vacant positions in the same manner as section 5.801. If, however, a third ballot is necessary then the nominees on subsequent ballots shall be reduced to no more than twice the number of remaining vacancies. The nominees on subsequent ballots shall be determined by retaining those who received the greater number of votes on the preceding ballot and eliminating those nominees who received the fewest number of votes on the preceding ballot, except where there is a tie. This procedure shall be repeated until all positions are filled.

6.00 OFFICERS

- 6.10 General Officers.** The general officers of MedChi, who shall have the duties set forth in these Bylaws and such other duties as shall be determined by the House of Delegates and the Board of Trustees, shall be as follows:
- a. President;
 - b. President-elect;
 - c. Immediate Past President;
 - d. Secretary;
 - e. Treasurer; and
 - f. Chief Executive Officer.

6.20 Duties of the Officers:

- 6.201 Duties of the President.** The president shall be the official spokesperson for MedChi, and preside over the meetings of the Board of Trustees. The

president shall be responsible for representing MedChi in all matters concerning the operations of MedChi and as such will be the officer responsible for the coordination of all MedChi programs with outside agencies, to include but not be limited to: the Maryland General Assembly, members of the U.S. Congress, all state departments and other officers and agencies dealing with MedChi. The president may delegate any of these duties to the president-elect, other officers, committee chairpersons, the chief executive officer, or his or her designee, for certain events or periods of time, but remains responsible for the efficient operation of MedChi.

6.202 Duties of the President-Elect. The president-elect shall assume the duties of the president during absences or periods when the president is unable to perform the duties of the office. The President-elect shall serve on the Finance Committee, Membership Committee, and Personnel and Compensation Committee.

6.203 Duties of the Secretary. The responsibilities of the secretary include the following: send to the members a notice (call) and agenda for each Board of Trustees and House of Delegates meeting. Review, edit, approve for distribution and maintain custody of the minutes of the proceedings of the Board of Trustees and the House of Delegates. Make the minutes available to members. Sign all certified actions and legal documents. Maintain a file, containing current bylaws and rules of MedChi, with amendments. Receive, and maintain a list of the component societies' officers, and delegates and alternate delegates to the House of Delegates. [Ref: *Roberts Rules of Order*]

6.204 Duties of the Treasurer. As chairperson of the finance committee, the treasurer shall supervise all of the funds and investments of MedChi and policies for the internal control of MedChi receipts and disbursements, and ensure that an audit is performed annually. The treasurer shall have such other duties as are set forth in these bylaws.

6.205 Duties of the Chief Executive Officer. The Chief Executive Officer shall have such duties as shall be delegated to him or her by the Board of Trustees.

7.00 BOARD OF TRUSTEES

7.10 Authority. There shall be a Board of Trustees which shall be responsible for the daily operations of MedChi within the policies established by the House of Delegates. If there is no policy, the Board will take action and submit it to the House of Delegates at the next meeting.

7.20 Duties and Privileges. In addition to the rights and duties conferred or imposed elsewhere in the Bylaws, the Board of Trustees (Board) shall have the

responsibility to:

- a. Perform all acts and transact all business for or on behalf of MedChi, except as may be otherwise provided in the Bylaws;
- b. Approve a budget, with the assistance of the treasurer, for presentation to and ratification by the House of Delegates;
- c. Appoint a chief executive officer pursuant to the criteria set by the Board of Trustees as distributed to the House of Delegates;
- d. Have the accounts of the corporation audited at least annually and make proper reports concerning the financial affairs of MedChi at the spring House of Delegates meeting;
- e. Approve members appointed by the president to serve on the councils and committees of MedChi;
- f. Approve the presidential appointments of chairs, when applicable, and members to administer the special funds and affiliated entities;
- g. Evaluate requests to charter committees submitted by parent councils and charter such committees as it shall deem necessary to fulfill the responsibilities of the councils;
- h. Approve presidential appointments to fill vacancies in any office, council, committee or other position;
- i. Approve the lobbyist, if one is selected, to represent MedChi in legislative and regulatory forums;
- j. Establish policies to govern the conduct of the daily operations of MedChi, its councils and committees as defined in Article 17.00, and
- k. Establish policies to govern the conduct of the business of the Board.
- l. Exercise on behalf of MedChi and in accordance with general MedChi policies as set by the House, all the powers and duties of Shareholder of the MedChi Insurance Agency, including designation of a representative to the Agency Board, voting of shares by proxy or by designated representative.

7.30 Composition. The Board of Trustees shall be composed of:

- a. MedChi Officers:
 - i. President;
 - ii. President-elect;
 - iii. Immediate Past President;
 - iv. Chief Executive Officer (without vote);
- b. Speaker of the House of Delegates;
- c. Vice speaker of the House of Delegates;
- d. One trustee from each of the following components whose present active membership is above 300:
 - i. Anne Arundel County;
 - ii. Baltimore City;
 - iii. Baltimore County;
 - iv. Montgomery County;
 - v. Prince George's County;
- e. One trustee from each of the following groups:

- i. Eastern Group (Caroline, Cecil, Dorchester, Harford, Kent, Queen Anne's, Somerset, Talbot, Wicomico and Worcester counties);
- ii. Southern Group (Calvert, Charles, Howard and St. Mary's counties);
- iii. Western Group (Allegany, Carroll, Frederick, Garrett and Washington counties);
- f. One member selected from the medical specialty section;
- g. One member selected from the IMG section each year;
- h. Two trustees selected at large, one of whom is selected from the Western, Eastern and Southern Groups together;
- i. American Medical Association delegation representative selected by the delegation;
- j. Medical Student Section representative;
- k. Resident and Fellow Section representative;
- l. Any component society achieving active membership of 300 physicians or more shall be entitled to representation by a single trustee as in subsection d. above; provided that when a component society becomes entitled to a representative of its own on the Board of Trustees, this component society shall no longer be eligible to be included in the Western, Eastern or Southern group. Any component society whose active membership drops below 300 physicians for two consecutive years shall lose their entitlement to representation by a single trustee. Any component society losing its single trustee shall be included in the group which it is closest geographically. If the component is equally close to more than one group, it shall be included in the group having the smallest active membership; and
- m. Council chairs (ex-officio, non-voting).

7.301 Chair. The president of MedChi shall serve as the chair of the Board of Trustees.

7.302 Vice Chair. The president-elect shall serve as vice chair of the Board of Trustees.

7.303 Secretary and Treasurer. The Board of Trustees shall elect annually a secretary and treasurer from its members.

7.40 Election. Members of the Board of Trustees shall be elected as set forth in Article 8.00.

7.50 Term of Service. Except for president, president-elect, immediate past president, speaker, vice speaker, IMG Section representative and CEO, trustees shall serve for terms of three years beginning immediately following their election, with terms so arranged that the terms of one-third of the members shall expire each year.

7.60 Tenure. Members, other than President; President-elect; Immediate Past

President; Chief Executive Officer (without vote); Speaker; Vice Speaker; and American Medical Association Delegation representative (selected by the delegation) may serve no more than two consecutive full terms; a member may serve additional terms after a period of one full year off the Board. Any member, other than the CEO, may be recalled and removed by a two-thirds vote of the House of Delegates. Consideration of such action must be requested by the President of MedChi, the Speaker of the House or by written request of a component society or 50 delegates and included with the Call for the meeting.

7.70 Meetings

7.701 Regular Meetings. The Board of Trustees shall have regular bi-monthly meetings, held at such time and place as the Board shall determine. Notice of each regular meeting shall be given at least ten days before the meeting.

7.702 Special Meetings. Special meetings may be called at any time by the chair or at the request of a majority of the members of the Board. Notice shall be given at least two days before each such meeting.

7.703 Notice. Notice of any meeting is effective if delivered in person, by telephone, mail, telegram, facsimile, or any other means of communication approved by the Board.

7.704 Quorum. A majority of the voting members of the Board of Trustees shall constitute a quorum for all purposes, except for special meetings of the Board which shall require a two-thirds representation for a quorum.

7.80 Vacancies. Vacancies in trustee positions shall be filled as follows:

The CEO of MedChi shall notify the component(s) of the vacancy within fourteen days of its occurrence.

7.801 A vacancy in the position of a trustee elected at large shall be filled by election of the House of Delegates at its next scheduled meeting.

7.802 A vacancy in the position of a trustee representing multiple components shall be filled by a majority vote of the components represented by that position. Each component's vote will be weighted in proportion to its membership census as of the previous January 1. Each component shall decide, in accordance with its own bylaws, how its vote shall be cast, and that vote shall be sent to the Chief Executive Officer of MedChi no more than sixty days after notification of the vacancy has been made.

7.803 All other vacant trustee positions shall be filled by the component, section, or delegation represented according to its bylaws.

7.90 Mandatory Leave Of Absence

7.901 A trustee who is directed by the Board of Physicians to be evaluated by or enter into a participation agreement with the Center for a Healthy Maryland's Professional Rehabilitation Program shall be required to take a leave of absence from the Board until the evaluation or participation agreement is concluded, during which time the trustee shall not participate in any Board business.

7.902 If the participation agreement has a term of more than six months or the leave of absence under 7.901 lasts more than six months, the trustee shall resign and the procedures for filling a vacant seat shall be put into effect.

8.00 ELECTION OF OFFICERS, TRUSTEES AND AMERICAN MEDICAL ASSOCIATION DELEGATES AND ALTERNATES

8.10 Offices to be Filled by House of Delegates Election. The President-elect, Speaker, Vice-Speaker, Trustees, and AMA Delegates and Alternate Delegates shall be elected by a majority vote.

8.20 Nominations. Nominees for those offices to be filled by election at a fall meeting shall be recommended by either a component society or by letter(s) signed by at least five active MedChi members one of whom may be the nominee. All such nominations for offices to be filled by election that are received by the President no later than the preceding March 15 will be included with the Call to the House for the Spring meeting. All nominations received at least one week in advance of the meeting will be reviewed by staff to ensure compliance with the criteria set forth in the Rules of MedChi. Nominations for offices to be filled by election at the Fall meeting must be received at least six weeks in advance of the first day of that meeting. Nominations eligible under the Rules of MedChi may be accepted from the floor at the fall meeting, if approved by a simple majority of the House of Delegates.

8.30 Election by the House of Delegates. Speeches supporting nominations for president-elect, speaker and vice speaker of the House, the AMA delegation, and trustees shall be made at the House of Delegates meeting on the first day of the fall meeting. At this time, additional nominations may be made from the floor. The election shall be held on the last day of the fall meeting pursuant to procedures set forth in the Rules of MedChi.

8.301 President-elect. The president-elect shall be elected annually and serve as president-elect until installation as president at the next fall meeting. The year following the presidency, the president will serve as immediate past president.

8.302 Election To Fill Vacancy. Unless otherwise provided for in these Bylaws, a vacancy in any office or position which is elected by the House of Delegates shall be filled for the unexpired term by an election at the next meeting of the House of Delegates after the vacancy occurs. Component

societies shall be notified of the vacancy at the time it occurs. The House of Delegates shall be notified of the vacancy at least 10 days in advance of the next meeting of the House of Delegates.

9.00 INDEMNIFICATION

9.10 General Policy. MedChi shall indemnify members of the Board of Trustees and officers of MedChi according to the general requirements, standards and procedures set forth in the Maryland Annotated Code Corporations and Associations Article ' 2-418.

9.20 Indemnification for Defense. An individual shall be entitled to indemnification for all reasonable expenses incurred in the successful defense of any action brought against the individual and arising out of his or her actions as a member of the Board of Trustees or officer of MedChi.

9.30 Indemnification for Defense Exceptions. Indemnification may be made when the defense of the action has not been successful unless it is established that the act or omission of the trustee or officer was 1) material to the matter giving rise to the proceeding and committed in bad faith or was the result of active and deliberate dishonesty; 2) the trustee or officer actually received an improper personal benefit; or 3) in a criminal proceeding, the trustee or officer had reasonable cause to believe the act or omission was unlawful.

9.40 Indemnification in Advance of Disposition. Reasonable expenses incurred by a trustee or officer who is a party to the proceeding may be paid or reimbursed by MedChi in advance of the final disposition of the proceeding upon receipt by the corporation of a written affirmation by the trustee or officer of his or her good faith belief that the standard of conduct set forth in 9.30 has been met and a written undertaking by or on behalf of the trustee or officer to repay the amount if it shall ultimately be determined that the standard has not been met.

9.50 Procedure. The procedure for indemnification shall be consistent with Corporations § 2-418 and may be specified further by the *Rules* of MedChi provided that all decisions on indemnification shall be reported to the House of Delegates.

10.00 COUNCILS AND COMMITTEES

10.10 Composition. The major work of MedChi shall be accomplished through its councils and committees. Each council shall contain such committees chartered by the Board of Trustees (chartered committees) as shall be needed to accomplish their assigned tasks; special committees (as defined below); and reference committees. Membership, terms and procedures for all councils and committees shall be as set forth in the Rules of MedChi, except as otherwise provided in these Bylaws.

10.20 Functions. The councils of MedChi shall be named and serve the functions described below. Their duties, reporting, membership and method of operation shall be as set forth in the Rules of MedChi. Unless otherwise expressly specified in these Bylaws, the councils shall serve only in an advisory capacity to the House of Delegates and the Board of Trustees. The Council chairs shall be ex-officio, non-voting members of the Board of Trustees.

10.201 Council on Bylaws. The function of the Council on Bylaws shall be to draft amendments to the bylaws and rules of MedChi as it deems are needed or as directed by the House of Delegates or Board of Trustees. It shall review, approve, disapprove or alter amendments submitted to it by component societies, council or the House of Delegates. It shall report all amendments to the bylaws of MedChi to the House of Delegates with the call to session. The Council shall also serve as an advisory committee on all matters pertaining to the Bylaws and the Rules of MedChi.

The Council shall be composed of a Bylaws, Rules and Regulations Committee consisting of ten members, inclusive of the chair.

- a. There shall be one representative from each of the following components:
 - i. Anne Arundel County;
 - ii. Baltimore City;
 - iii. Baltimore County;
 - iv. Montgomery County;
 - v. Prince George's County;
- b. There shall be one representative from each of the following groups:
 - i. Eastern Group (Caroline, Cecil, Dorchester, Harford, Kent, Queen Anne's, Somerset, Talbot, Wicomico and Worcester Counties);
 - ii. Southern Group (Calvert, Charles, Howard and St. Mary's Counties);
 - iii. Western Group (Allegany, Carroll, Frederick, Garrett and Washington Counties);
- c. Two at-large members, only one of whom shall be from the small component societies.

10.202 Council on Medical Economics. The function of the Council on Medical Economics shall be to evaluate the changing social and economic environment of medical care and to make appropriate recommendations to the Board of Trustees.

10.203 Council on Medical Policy. The function of the Council on Medical Policy shall be to advise the Board of Trustees and the House of Delegates on interpretation of the American Medical Association APrinciples of Medical Ethics@ and the ACompendium of Laws, Regulations, Ethical

Opinions and Guidelines of the Medical and Chirurgical Faculty of Maryland[®] and the Bylaws of MedChi, to recommend such additional ethical guidelines as it deems advisable, to recommend action to be taken by the Board of Trustees in accordance with Section 14.00 of these Bylaws, and act as a liaison with the Department of Health and Mental Hygiene and other federal, state and local agencies charged with the promotion and protection of the public's health and make appropriate recommendations to the Board of Trustees on policy related issues.

10.204 Council on Operations. The function of the Council on Operations shall be to oversee and advise on issues related to the operations of MedChi and report to the Board of Trustees.

Committees under this Council are Finance and Personnel and Compensation.

The Finance Committee is to advise and counsel the Board of Trustees regarding MedChi's financial and investment program and to provide oversight convening general compensation levels. The chairperson of the committee shall be the treasurer of MedChi.

The Personnel and Compensation Committee is to conduct an annual performance evaluation of the chief executive officer and make recommendations to the Board concerning his or her compensation. The committee shall also review any other matters concerning MedChi personnel issues or personnel policies at the Board's or president's discretion. The committee shall consist of the treasurer, who shall serve as chair, the president, the president-elect, the immediate past president, the chair of the AMA Delegation, and the Speaker of the House.

10.205 Council on Legislation. The function of the Council on Legislation shall be to study and make recommendations regarding policy on state legislation and regulations; to serve as a reference council through which legislative issues are channeled prior to decisions concerning MedChi legislative and regulatory policy; and to recommend changes to the House of Delegates in MedChi's legislative policy when necessary to achieve MedChi's goals.

10.206 Council on Communications. The function of the Council on Communications shall be to advise and guide the publications and communications efforts of MedChi. The Council shall ensure that MedChi communications are consistent with the policies and strategies of MedChi and shall make recommendations to the Board of Trustees and the Chief Executive Officer of MedChi so as to achieve those goals and otherwise maximize the performance and benefit to MedChi of all the publications and communications of MedChi.

10.30 Special Committees. Special committees shall be designated as needed because of their function or requirement of state statute and the fact that they must work autonomously although communicating with the Board of Trustees or House of Delegates through their designated council.

10.301 Function. The duties, reporting, membership, and method of operation of special committees shall be as determined by the Board of Trustees or House of Delegates, consistent with enabling legislation or regulations.

11.00 SEPARATE FUNDS

11.10 Composition. MedChi shall have the following funds, each of which shall be governed by its own Bylaws, if any, and otherwise as determined by the Board of Trustees:

- a. Charitable Education Fund;
- b. Finney Fund; and
- c. Such other funds as shall be constituted by the Board of Trustees as the need arises.

11.20 Reporting. All funds shall report annually or as additionally required by the Board of Trustees through the Finance Committee to the Board of Trustees which shall report to the House of Delegates.

12.00 AMERICAN MEDICAL ASSOCIATION DELEGATION

12.10 Delegates and Alternates. Delegates and Alternates to the American Medical Association shall be nominated and elected in the manner described in Article 8.00.

12.101 Resident And Student Alternate Delegates. One alternate delegate position on the delegation shall be reserved for a resident and student to share, provided that the combined number of resident and student Maryland AMA members continues to meet or exceed the limit required to provide one delegate and one alternate delegate seat in the AMA House of Delegates. MedChi would alternate credentialing these individuals at the two AMA meetings each year.

12.20 Term. Delegates and alternates to the American Medical Association shall serve for a term of two years beginning on July 1 of the year following their election. A delegate or alternate delegate may serve on the AMA delegation for no more than six (6) consecutive terms, as either a delegate or alternate delegate, unless that individual also holds or is a declared or nominated candidate for an additional elected or appointed position with the AMA, the responsibilities of which extend beyond the end of that delegate or alternate delegate's term.

12.201 Replacement of AMA Delegate. When an AMA Delegate resigns or is

unable to complete his/her term of office, the Board of Trustees shall select one of the AMA Alternate Delegates to fill the vacant position until the next meeting of the MedChi House of Delegates. If not elected to that Delegate position at that meeting, the AMA Alternate Delegate shall resume his/her position as Alternate Delegate if there is time remaining in his or her elective term of office.

12.202 Replacement of AMA Alternate Delegate. When an AMA Alternate Delegate resigns or is unable to complete their term of office, and an AMA House of Delegates meeting is scheduled to occur before the next meeting of the MedChi House of Delegates, the Board of Trustees shall select a MedChi member to fill the vacant position until the next meeting of the MedChi House of Delegates, at which time the office will be filled by the House of Delegates in the same manner as other elective offices.

12.30 Resolutions. Resolutions to be introduced into the AMA House of Delegates as a Maryland delegation resolution shall be submitted to the MedChi AMA delegation and the Board of Trustees for review and approval prior to submission of a proposed resolution except that the House of Delegates may direct the AMA delegation to submit any resolution to the AMA House of Delegates.

12.40 AMA Delegation Chair. A Chair and Vice-chair shall be elected each year by the Delegation, prior to the AMA Annual Meeting.

12.401 Attendance at the AMA Meetings. When an AMA Delegate is unable to attend a meeting of the AMA House of Delegates, the Chairman of the Delegation shall appoint one of the Alternate Delegates to serve in the place of the absent Delegate.

12.50 AMA Delegation Representative to the Board of Trustees. A representative to the Board shall be elected each year by the Delegation prior to the first Board of Trustees' meeting following the MedChi fall meeting.

13.00 PHYSICIAN'S DEFENSE

13.10 Procedure. Qualifying members of MedChi subjected to civil suit for alleged malpractice shall be entitled to Physician' Defense services upon timely written request setting forth the history of the case, the medical/surgical services rendered, and the relationship of such services to the suit.

13.20 Panel. A panel may be convened to discuss the member's case and may make recommendations and give opinions concerning it.

13.30 Medical Malpractice. The term Amedical malpractice@ shall include those causes of action which are insurable risks under a medical professional liability insurance policy.

14.00 DISCIPLINARY PROCEDURES AND JUDICIAL FUNCTIONS

14.10 Ethical Standards. The *Principles of Medical Ethics* of the American Medical Association and the *Compendium of Laws, Regulations, Ethical Opinions and Guidelines of the Medical and Chirurgical Faculty of Maryland* are adopted as the ethical standards of the Medical and Chirurgical Faculty of Maryland and shall, together with the guidelines developed by the Council on Ethical and Judicial Affairs, govern the conduct of members in their relations to each other and the public.

14.20 Judicial Powers. The judicial powers of MedChi shall be vested in an Ethics and Judicial Affairs Committee within the Council on Ethical and Judicial Affairs, which shall exercise such powers and follow such procedures as contained in these Bylaws.

14.30 Jurisdiction. Except as otherwise provided in these Bylaws, the Ethics and Judicial Affairs Committee shall have jurisdiction in the following cases:

- a. All questions involving membership;
- b. All controversies arising under these Bylaws, the *Principles of Medical Ethics* of the American Medical Association, and the *Compendium of Laws, Regulations, Ethical Opinions and Guidelines of the Medical and Chirurgical Faculty of Maryland*;
- c. Controversies between two or more component societies or their members; and
- d. Cases in which a component society requests MedChi to take disciplinary action against one of its members or consents to such action being taken by MedChi.

14.40 Charges

14.401 Filing. Any member of MedChi, any council, section, committee or other entity of MedChi, and any component society may file charges of unethical conduct in writing against any member of MedChi. The Ethics and Judicial Affairs Committee shall determine, at its discretion, whether a hearing is necessary or advisable.

14.402 Procedure. A complete copy of the charges specifying the alleged unethical practice shall be promptly sent to the accused. If the Ethics and Judicial Affairs Committee determines that a hearing on the charges should be held, all parties shall be informed of the date, hour and place of the hearing, which shall not be less than ten days from the date of mailing the charges to the accused.

14.50 Hearings

14.501 Representation. All parties to the hearing may be represented by legal

counsel.

14.502 Procedure. All hearings shall be conducted in accordance with *Roberts Rules of Order Newly Revised*.

14.60 Penalties. The Ethics and Judicial Affairs Committee may impose any of the following penalties:

- a. Reprimand;
- b. Suspended penalty upon the condition that the breach of ethics involved be corrected;
- c. Suspension from membership generally or for a definite period or until the breach of ethics involved is corrected; or
- d. Expulsion from membership upon two-thirds vote of the Board of Trustees.

14.70 Appeal. The accused member shall have the right to appeal the decision of the Ethics and Judicial Affairs Committee to the Board of Trustees, which shall affirm, reverse or modify the decision of the Ethics and Judicial Affairs Committee. The decision of the Board of Trustees shall be final unless an appeal is filed with the Council on Ethical and Judicial Affairs of the American Medical Association pursuant to the rules of that body.

14.80 Maryland Board of Physicians Action. Notwithstanding any other provision of this Article, any member of MedChi whose license to practice medicine is suspended or revoked by order of the Maryland Board of Physicians, which order has become final, shall be automatically suspended or expelled, as appropriate, from MedChi for the same period of time and upon the same conditions as contained in the Maryland Board of Physicians' order. The provisions of the section shall be self-executing and shall take effect at the time the Maryland Board of Physicians' order becomes final. Upon reinstatement of a physician's license by the Maryland Board of Physicians, such person's membership in MedChi shall be restored automatically provided all dues and assessments have been paid.

15.00 PARLIAMENTARY PROCEDURE

15.10 Authority. The rules contained in the current edition of *The American Institute of Parliamentarians Standard Code of Parliamentary Procedure*, shall govern in all cases to which they are applicable and in which they are not inconsistent with these Bylaws.

15.20 Alternate Authority. In the event an issue is not addressed in the above authority, *Robert's Rules of Order Newly Revised* shall govern.

16.00 BYLAWS AMENDMENTS

16.10 Adoption. Any proposed amendment to these Bylaws submitted by the Council on Bylaws and sent to all delegates with the notice of meeting may be adopted by the House of Delegates by a two-thirds vote.

17.00 RULES OF MEDCHI

17.10 Adoption. Rules necessary for the conduct of the work of MedChi shall be approved by the Council on Bylaws and adopted and amended as necessary by the Board of Trustees. Such rules and amendments shall be presented to the House of Delegates at its next meeting and shall become final if no action is taken by the House. Amendments to Title 5 of the Rules of MedChi, however, must be submitted directly to the House of Delegates, as provided in Rule 5.7.