

BY-LAWS SPOKANE COUNTY MEDICAL SOCIETY

SECTION ONE

1.1 **Name**

The name and title of this organization shall be SPOKANE COUNTY MEDICAL SOCIETY, hereinafter referred to as the Society.

1.2 **Principal Office**

The principal office for the transaction of business of the Society shall be located in Spokane County, State of Washington.

SECTION TWO

2.1 **Purpose**

The purposes of the Society shall be to bring into one organization the physicians of Spokane County to promote and maintain a high standard of ethical medical practice, to promote medical education, research and continuing education and to work at all levels of the community to advance quality health standards and practices. Improving the overall health of the community through health education and public service shall a primary purpose of the Society.

SECTION THREE

3.1 **Powers**

This Society shall have the power to acquire and hold title to such real and personal property as may be received to accomplish its purposes and to carry on such functions and activities as are deemed necessary to accomplish effectively the above purposes; provided, however, it shall engage in no activity considered incidental or unnecessary to its charitable, educational or scientific purpose.

SECTION FOUR

4.1 **Form of Organization**

This Society is a corporation not for profit incorporated under the name of "Spokane County Medical Society" on August 15, 1941, under the laws of the State of Washington, and specifically under Section 3872 to Section 3883 of Remington's Revised Statutes of the State of Washington, the corporation shall be perpetual in its duration. If in the future the voting members of the Society deem the course advisable, the Society may have its corporate status dissolved and may function as an unincorporated association, or under such other form or organization as it deems best. The procedure to be followed in dissolving this corporation and in changing its form of organization shall be similar to the procedure outlined for amending these by-laws in Section 14.1.

4.2 **Rules of Order**

In the absence of rules in these by-laws, the procedure shall be conducted in accordance with Robert's Rule of Order, Newly Revised.

SECTION FIVE

5.1 **Principles of Medical Ethics**

The Principles of Medical Ethics shall, at all times, govern the Society.

SECTION SIX

6.1 **Membership Qualifications**

A person, to be eligible for or continue in any of the various types of membership as hereinafter set forth in the Society (except where expressly exempted in this article), must:

- (a) hold a degree of Doctor of Medicine, or Doctor of Osteopathy or Bachelor of Medicine or Physician Assistant which has been issued by an institution accepted by the Washington State Board of Medical Examiners;

- (b) be licensed to practice medicine and surgery, osteopathy and surgery or physician assistant in the State of Washington;
- (c) be of good, moral character and at all times abide by the Principles of Medical Ethics as set forth by the Washington State Medical Association;
- (d) practice medicine in Spokane County or in a contiguous or neighboring county in which no county medical society exists. If for geographical convenience affiliation with the Spokane County Medical Society is desired, membership may be granted upon written application and authorization of the Board of Trustees of the Spokane County Medical Society.
- (e) represent all material facts on their membership application in a truthful and honest manner. Misrepresentations and omissions on an application shall be grounds for denial of membership.
- (f) is elected to membership by the Board of Trustees.
- (g) maintains membership in the Washington State Medical Association or the Washington Osteopathic Medical Association.

The Society shall determine whether an applicant meets the qualifications for membership. In addition to the above qualifications for membership, the Society shall consider the following:

- (1) whether the applicant has had his or her license to practice suspended or revoked by any other state or country;
- (2) whether the applicant has resigned his or her license to practice in another state or country because of any action or pending action of a state licensing authority; or
- (3) whether the applicant has resigned his or her staff privileges at any hospital as the result of any actions by a hospital.
- (4) whether the applicant has completed the appropriate education and training and meets generally accepted qualifications to practice in the applicant's intended specialty; or
- (5) whether the applicant has provided patient care consistent with the community standard of care.

The Society may deny membership to an applicant who does not meet any of the above considerations. Membership shall not be denied on account of sex, color, creed, religion, ethnic origin, age, disability or sexual orientation.

6.2 Membership Classes

There shall be eight classes of membership: Active, Active-Limited, Honorary, Associate, Affiliate, Resident, Emeritus and Physician Assistant.

- (a) Active members of this Society shall be physicians of Spokane County and physicians of the adjoining counties that have no societies, who have been regularly elected to membership in this Society according to these by-laws. Active members of the Spokane County Medical Society must maintain active membership in the Washington State Medical Association or the Washington Osteopathic Medical Association. The payment of dues of a member shall be suspended for the last half of the year if the member, on or before July 1st, enters into: (1) Active Service of the Armed Forces of the United States, or (2) formal graduate medical training for a minimum period of one year in an institution approved by the Accreditation Council for Graduate Medical Education. Dues shall remain suspended for the duration of service and pro-rated thereafter.
- (b) Active-Limited Members are all physicians who are otherwise qualified for active membership but who limit their practice of medicine to less than 20 hours per week. Active-Limited members shall have all the rights and privileges of active members, and shall be subject to payment of one-half of the annual dues and special assessments assessed to active members.

- (c) Honorary members shall be those physicians or lay community members who have been specifically recognized because of some outstanding service to the profession and/or achievement in the community, and who have been recommended for such status by the Board of Trustees of this Society. Any member of the Society may nominate a physician for Honorary status for consideration by the Board of Trustees, with appropriate documentation of the outstanding services. These individuals shall be elected by a majority of the members present at a Board of Trustees meeting or any regular meeting of the Society. At the vote of a majority of the Society at any regular meeting, any distinguished and reputable physician not a local resident or a member of the Society may be elected to Honorary membership. These members shall be entitled to all the privileges of Active members, except voting privileges. The status of their State and National affiliations shall be governed by the various regulations of the respective organization concerning Honorary members. An Honorary member shall be exempt from the payment of dues and assessments.
- (d) Affiliate members shall consist of members of other county medical societies outside of Spokane County who desire affiliation with this Society. They shall pay annual dues as determined by the Board of Trustees and may participate in any matters of the Society, but shall have no vote and will be ineligible to hold office.
- (e) Associate members shall consist of physicians on Active Duty with the Armed Forces at duty stations in Spokane County and physicians assigned to the Veterans Administration facilities within Spokane County or other state institutions who desire to affiliate with the Spokane County Medical Society for scientific and social privileges. Associate members of the Spokane County Medical Society must meet all qualifications for membership and maintain active membership in the Washington State Medical Association. Annual dues for this membership shall be determined by the Board of Trustees. They shall have no vote and will be ineligible to hold office.
- (f) Medical student and resident membership shall consist of students and residents affiliated with approved training programs of all licensed hospitals in Spokane County. They shall pay annual dues as established by the Board of Trustees, but such membership does not entitle the member to vote or hold office.
- (g) Emeritus members shall be Active members who, by virtue of their complete retirement, have applied for and been approved for Emeritus membership by a majority vote of the members present at any regular meeting of the Board of Trustees. They shall have been Active Spokane County Medical Society members for a minimum of ten (10) years and have paid dues during the proceeding year prior to requesting this status. The Board of Trustees may make exceptions to this policy if the member requests such in writing. Physicians with transfer letters from other county societies may receive credit for active membership in another society. They shall possess all qualifications for Active membership in the Society except licensure and practice. Emeritus members shall be entitled to all privileges of Active members, except the right to vote, without payment of County dues.
- (h) Physician Assistant members shall consist of physician assistants who are licensed by the State Board of Medical Examiners and who are employed and supervised by a Spokane County Medical Society physician member. They shall pay annual dues as established by the Board of Trustees, but such membership does not entitle the member to vote. One seat on the Board of Trustees may be filled by a physician assistant.
- (i) Leave of Absence for Illness: The Board of Trustees may grant a leave of absence to any member in good standing who leaves his/her practice for a period of six or more months. Reasons such as illness or temporary disability or such other acceptable reasons will be considered. Such leaves of absence must create a financial hardship. A leave of absence may be granted for more than one year but may, at the discretion of the Board, be reviewed upon request [up to a maximum of three years]. While on leave, a member shall have no right to vote or hold office and shall be dues-exempt.
- (j) Sabbatical, Military Activation and Medical Missions Leave: The Board of Trustees, at the sole discretion, may grant leave for the above absences that will last six months or more. While on leave, a member shall have no right to vote or hold office and shall be dues-exempt.
- (k) Financial Hardship: A physician may make a request to the Executive Committee for a dues exemption due to financial hardship. Financial hardship is only granted once in a lifetime for a period of one year. The Executive Committee may request documentation. Approval or denial of the request will be confirmed by letter.

6.3 Membership Admission Process

A candidate for membership shall make application, in writing, which shall be referred to the Credentials Committee who shall act according to the duties herein stated. Candidates are required to pay a membership application fee to be determined by the Board of Trustees. Each and every applicant is deemed to agree that, if elected, he/she will be bound by the Articles and Bylaws of the Spokane County Medical Society and the Washington State Medical Association and by the Washington State Medical Association Principles of Medical Ethics.

The names of those seeking membership shall be published, following application, in two subsequent Society newsletters with a request seeking information from Society members. This information will be collected prior to a vote by the Board of Trustees. Following review by the Spokane County Medical Society Credentials Committee, the Board may act on the application. The Board may vote for admission, deferral or proposed rejections.

Election to membership shall be by majority vote of the Board members present and voting. If a member of the Board objects to a voice vote, then a secret ballot will be used. The rejected application shall be returned to the Secretary who shall file it for further reference. Application for membership from rejected candidates will not be reviewed again until at least six months elapse from such rejection.

6.4 Membership Transfers

(a) Joining: Any physician accompanying his application with a transfer letter from another component county society of this or any other state within sixty (60) days of the issuance of said letter may request membership in the same manner as a new member. Dues shall be pro-rated when membership is granted.

(b) Leaving: Any member in good standing who is free from indebtedness to the Society and against whom no charges are pending, wishing to transfer, shall be granted a transfer letter. This letter shall state the date the member associated himself with this Society and the date of the issuance of the letter. This shall be signed by the CEO.

6.5 Rights of Members

All members shall be equally privileged to attend all meetings and take part in all proceedings. All Active members shall be entitled to any office or honor within the Society as long as they conform to these by-laws and are in good standing as to dues. Proxy voting is prohibited. A member who is under sentence of suspension or expulsion, or whose license to practice in this or any other state has been revoked and has not subsequently been restored, or has been convicted of a felony, shall not be permitted to take part in any of the proceedings or be eligible for any office until relieved of such disability.

SECTION SEVEN

7.1 General Membership Meetings

Meetings of the Society shall be determined by the President of the Board of Trustees. In general, there **will** be no General Membership meetings during the months of July and August. Notice shall be provided at least ten days prior but not more than 90 days before (either written or electronic or both).

7.2 Board of Trustees Meetings

Regularly scheduled Board of Trustees meetings shall be held as needed to perform the duties necessary to conduct the business of the Society, at a minimum of four meetings annually, time and place to be determined by the President of the Spokane County Medical Society.

7.3 Special Meetings

Special meetings may be called by the President and must be called on a written request of ten members of the Society or a majority of the Board of Trustees. The call for a special meeting shall state the object of such meeting and no business except that stated in the call shall be transacted. The call shall be issued at least ten days prior to the date of the meeting, and shall be written, faxed, or E-mailed. Emergency special meetings may be called by the President on two days' notice at the request of a two-thirds majority of the Board of Trustees. In such events, every effort will be used to notify every member.

7.4 Annual Meeting

The October Board of Trustees meeting of the Society shall be known as the Annual Meeting.

7.5 Meeting Quorum

A quorum shall consist of the members present at the time of a properly called meeting.

7.6 Installation

Newly elected officers shall be installed at the December Board of Trustees meeting.

7.6 Meeting Time and Place

The time and place of all meetings shall be selected by the President or the Board of Trustees.

SECTION EIGHT

8.1 State Disciplinary Action

Whenever the State of Washington (Department of Health and Medical Quality Assurance Commission) places a member's license to practice medicine on probationary status, the Spokane County Medical Society will abide by the State's ruling but reserves the right to follow the disciplinary process outlined in this Section 8.

8.2 Spokane County Medical Society Disciplinary Action

(a) A member is subject to censure, suspension or expulsion and is entitled to a hearing as described in Section 8.4 (Disciplinary Hearing Procedures) after the matter has been investigated and reviewed as provided in Section 8 whenever the conduct of ~~any~~ said member is believed to be in violation of:

- (1) the Washington State Medical Association Principles of Medical Ethics,
- (2) any provision of the Uniform Disciplinary Act (RCW 18.130.80),
- (3) Misrepresentation of any material fact in a member's application for membership in the Society, or
- (4) failure to cooperate during an investigation of matters related to professional conduct.

(b) Whenever a member commits any of the following acts, the member may be subject to suspension or expulsion from the Society, as determined by the Board of Trustees, and will not be entitled to the hearing described in Section 8.3.

- (1) Loss of a member's license to practice medicine in this state, or any other state, without a stay of such action by a final order of a governmental licensing body.
- (2) Conviction of a felony in this state, or any other state, without a timely appeal of such conviction.
- (3) Finding by MQAC that a member violated any provision of RCW 18.130.80.

(c) The President of the Society shall have the authority, whenever action must be taken immediately to prevent danger to the health and safety of any individual or the community, to summarily suspend membership in the Society. Such a summary suspension shall be deemed the action of the Board of Trustees, and such summary suspension shall become effective immediately upon imposition.

Each summary suspension must be immediately reported to the Spokane County Medical Society Board of Trustees, who shall review the summary suspension within thirty (30) calendar days.

The final action of the Board of Trustees shall follow the process outlined within Section 8.2 (Procedures for Disciplinary Action).

(d) If the Society, during any investigation of charges brought against a member, determines a member has committed unprofessional conduct or may not be able to practice medicine with reasonable skill and safety to patients as a result of

any mental or physical condition, the Society will comply with all applicable regulations requiring the Society to report such conduct to the Medical Quality Assurance Commission.

8.3 Procedures for Disciplinary Action

Charges involving acts set out in Section 8.1 against a member must be presented in writing to the President, unless such acts endanger the health and safety of the individual and community would be subject to the summary suspension power of the President as described in 8.2(c). If the charges involve any acts set forth in Section 8.1(a), the President may refer the charges to the appropriate committee for investigation, depending on the nature of the charges. If the charges involve acts set forth in Section 8, the Board of Trustees, in its sole discretion, may refer the charges to the appropriate committee for investigation, or may take appropriate disciplinary action themselves.

Any member subject to disciplinary action shall cooperate with the investigation of the charges made against the member. The investigating committee shall investigate the charges prior to reporting its findings and recommended actions to the Board of Trustees. The investigating committee shall, whenever practical, provide the affected member an opportunity to respond in writing to the charges. The investigating committee, or its designee(s), shall, whenever practical, interview the person(s) filing the charges, as well as any other individuals possessing information relevant to the charges.

The investigating committee shall report its findings and recommend actions to the Board of Trustees. The Board of Trustees shall cause a written copy of the investigating committee's findings and recommended actions to be served on the affected member within five (5) days of its receipt.

Within fifteen (15) days of receipt of the investigating committee's recommendations, the Board of Trustees, by majority vote of the Board members present and voting, shall render its decision. The decision, in writing, shall be conveyed to the affected member within ten (10) days thereafter.

If the Board of Trustees takes any action which could adversely affect membership in the Society, the affected member shall be advised he or she has thirty (30) days to request a hearing in accordance with Section 8.3, and that failure to request a hearing in a timely manner shall act as a waiver of the hearing. The affected member must also be provided with the reasons for the Board's action, an explanation of his or her right to request a hearing, and a summary of the hearing procedures.

8.4 Disciplinary Hearing Procedures

If the affected member makes a timely request for a hearing, the hearing shall take place within thirty (30) days thereafter the date the Board of Trustees shall notify the affected member of the date and place of the hearing. This notice must also include a list of the witnesses who will give evidence in support of the recommended actions. Within (30) thirty days of receiving this notice, the affected member shall provide a list of witnesses who will give evidence in support of the affected member.

The Board of Trustees, in its sole discretion, shall determine whether the hearing shall be held before:

- (a) an arbitrator mutually acceptable to the affected member and the Board of Trustees,
- (b) a hearing officer appointed by the Board of Trustees, who is not in direct economic competition with the affected member,
or
- (c) a hearing panel, appointed by the Board of Trustees, whose members are not in direct economic competition with the affected member.

At the hearing, a representative of the investigating committee shall present the investigating committee's evidence and findings pertaining to the charges. The investigating committee shall be entitled to be accompanied and/or represented by an attorney. The affected member shall have full opportunity to present witnesses and other evidence in his or her defense, to cross examine the witnesses of the investigating committee, and to rebut evidence presented to sustain the charges. The affected member shall be entitled to be represented and/or accompanied by an attorney or by a member of the affected member's professional society.

A record shall be made of the hearing. All oral, written, and documentary evidence shall be placed in the record. The affected member may obtain a copy of the record upon payment of any reasonable charges for the preparation of the record.

Within fifteen (15) days of the close of the hearing, the hearing body shall submit a written report including its findings and recommendations to the Board of Trustees. A copy of the hearing body's report shall be sent to the affected member.

The Board of Trustees shall render its decision within fifteen (15) days of its receipt of the hearing body's findings and recommendations. A copy of the Board of Trustees' decision shall be sent to the affected member.

8.5 Censure, Suspension or Expulsion

Upon a determination by the Board of Trustees that it has an adequate basis to take disciplinary action against a member, the Board of Trustees shall, commensurate with the conduct of the member, censure, suspend or expel the member.

Censure shall consist of a letter issued to the affected member by the Board of Trustees notifying the affected member of conduct in violation of the Principles of Medical Ethics of the Washington State Medical Association, and advising the affected member to refrain from such conduct or risk further disciplinary action. The issuance of two (2) or more letters of censure over a five (5) year period for substantially similar conduct shall be grounds for further investigation and/or discipline.

Suspension shall consist of the temporary withholding of membership in the Society for a time period specified by the Board of Trustees. During the period of suspension, the affected member will not be allowed to exercise the rights and privileges of membership, nor will the member be required to pay dues. A member suspended by the Board of Trustees pursuant to this Section 8 will be automatically returned to membership with the Society upon completion of the suspension, unless the Board of Trustees has taken further disciplinary action against the member.

Expulsion shall consist of a permanent removal of membership in the Society. A member expelled by the Board of Trustees pursuant to this Article 8 will not be readmitted to the Society unless the member makes reapplication to the Society one (1) year or more after the date of expulsion, unless the Board of Trustees specifies a shorter time period. Such applications will be governed by Section 6 of these by-laws.

If any member commits an offense that is a violation of the Uniform Disciplinary Act, and such offense is reported to the Society, the Board of Trustees shall report such offense to the Medical Quality Assurance Commission if its information is based on first-hand knowledge, or may report it if, based on the evidence brought to it, it believes that such an offense has occurred. The Board of Trustees shall afford any member an opportunity to disprove a violation before making the report. Such opportunity shall be in accord with procedures set forth in a resolution approved by the Board of Trustees.

If disciplinary action has been voted by the Board, the member shall have the right to appeal to the appropriate committee or council of the Washington State Medical Association and to the Judicial Council of the American Medical Association under such rules as those bodies may adopt. The action voted by the Board shall be suspended during the pendency of such appeal or appeals. Final actions affecting Society membership shall be reported to the National Practitioner Data Bank.

A member in arrears with respect to dues or assessments shall be automatically suspended. A member shall be considered in arrears if full payment has not been received by the first day of April in each fiscal year. The Society may drop from membership any member who has been in arrears with respect to dues or assessments for six months or more without giving notice or holding a hearing as provided above.

SECTION NINE

9.1 Dues and Assessments

The annual budget and dues and/or assessments for each class of member shall be determined at the annual meeting by the Board of Trustees. Any member may request and will be sent a copy of the annual budget. Those members of this Society who are 70 years of age, regardless of retirement status, may be exempted from paying dues upon **written** request to the Board of Trustees. Members will be granted dues-exemption status if they (1) have been Active members of the Spokane County Medical Society for a minimum of ten (10) years; and (2) have paid dues for the year immediately preceding such request. Members who have been members for less than ten (10) years and continue to work will be assessed Active Limited dues (even if they are 70+ years of age.) The local dues of a physician newly elected to membership shall be prorated according to the month of election on a quarterly basis. Dues and assessments are payable on January 1 of each year. Members who fail to pay SCMS dues by February 1 will be subject to a late fee. From the dues paid by each member, the Secretary-Treasurer shall forward to the State Association the amount currently assessed each member to the State Association. If a member shall fail to pay the balance of his State and

County dues and special assessments or fails to negotiate a promissory note to pay on a monthly/quarterly basis on or before March 31 of the current year, he/she will be automatically dropped from membership and the Secretary-Treasurer shall notify the Secretary of the State Medical Association. A member who is dropped from membership for nonpayment of dues may at any time, upon payment of appropriate dues, make reapplication to the Society pursuant to Section 6 of these by-laws.

9.2 Fiscal Accounts

The fiscal accounts of the Society shall be handled by the Executive Committee and shall be reviewed periodically by a certified public accountant. Such review shall be made at the close of the fiscal year, the thirty-first of December, and an annual report submitted to the Board of Trustees by the June meeting. Philanthropic, charitable and special interest donations are not normally made by Spokane County Medical Society, but left to our membership as individuals or groups.

9.3 Special Assessments

Special assessments shall be mandatory payments, the same as dues. Special assessments may be made of all members if such assessment is approved by a 2/3 vote of the Board of Trustees present at the meeting where the matter is discussed.

SECTION TEN

10.1 Board of Trustees

The Board of Trustees shall be the governing body of the Society. The Board of Trustees shall have supervision, control and direction of the affairs of the Society, its committees and publications; shall determine its policies and programs; shall actively pursue its objectives and supervise the disbursement of its funds; shall employ a Chief Executive Officer. The President, Immediate Past President, President-Elect, Vice President, Secretary-Treasurer and ten other members shall make up the Board of Trustees. The trustees shall be elected to three-year terms with four members elected the first year, and three the second year, and three on the third year. Any vacancies occurring in an at-large Board position shall be filled by the President of the Society for the duration of the unexpired term of the member leaving the vacancy. Any vacancy of an officer shall be filled by the Executive Committee. Trustees shall not serve more than two consecutive full terms unless they are also officers of the Washington State Medical Association or the American Medical Association. The trustees may delegate certain of its authority and responsibilities to the Executive Committee.

10.2 Officer/Trustee Removal

A member may be removed with or without cause at the discretion of the Board. By a majority vote of the Board, a meeting to consider that action may be scheduled at least two weeks in the future. The vote to remove a member must be by a two-thirds vote of the Members present at the meeting, not including the member being voted upon.

Board members absent without cause for three (3) consecutive meetings may be replaced by the President pursuant to Section 10.4 Meetings of these Bylaws.

10.3 Ex-Officio Members

Any member of the County Society who is serving as an officer/trustee of the Washington State Medical Association or American Medical Association shall serve as an Ex-Officio member of the Board of Trustees for the duration of time such office is held. Additional Ex-Officio members shall be the current Vice Presidents for Medical Affairs at Deaconess Medical Center, Holy Family Hospital, Sacred Heart Medical Center, and Valley Hospital and Medical Center, the County Health Officer and the Medical Examiner, for the duration of their offices; they shall all be non-voting members. Voting rights on the Board of Trustees shall be extended to the AMA delegate/alternate delegates/officers and WSMA Trustees/officers from Spokane. Those serving as President/President-Elect or other capacity of the State or American Medical Association shall have a vote. The chairman of each Standing Committee identified under Section 13 of these by-laws shall serve as Ex-Officio members without voting rights on the Board of Trustees for the duration of time that each holds such office.

10.4 Meetings

A quorum of the Board of Trustees shall consist of the members present at the time of a properly called meeting. Any regular business required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing or electronically to such action. Such consents shall be filed with the minutes of the proceeding of the Board. Such action shall have the same force and effect as an actual meeting.

SECTION ELEVEN

11.1 Officers

The officers of this Corporation shall be: President, President-Elect, Vice President, Secretary-Treasurer, the Trustees, the members of the Credentials Committee, the members of the Peer Review Committee, and the Delegates and Alternate Delegates to the Washington State Medical Association.

11.2 Nomination and Election of Officers

- (a) There shall be a Nominating Committee consisting of the current Presidents of the Deaconess, Sacred Heart, Holy Family and Valley Hospital staffs and President, current President-Elect and the two most recent Past-Presidents of the Spokane County Medical Society. No later than December 1st, the Secretary-Treasurer shall notify each voting member by mail at his last known address of the recommendations of the Nominating Committee (ballot) for the offices of President, President-Elect, Vice President, Secretary-Treasurer, Delegates and Alternate Delegates to the WSMA, SCMS Trustees and Credential Committee members. A report of the ballot shall be published in the February newsletter.
- (b) Any voting member may nominate one or more persons for such offices by written and signed petition filed with the Secretary-Treasurer not less than 30 days before the annual meeting (October). The Secretary-Treasurer shall then prepare a written official ballot containing the names of all nominees for such offices and mail said ballot, together with the two official open envelopes and instructions on voting, to all voting members.

11.3 Voting

- (a) Only Active and Active Limited members of the Society have the privilege of voting. The Secretary-Treasurer shall determine who shall legally vote, after consulting the record of those who have paid dues. Any active member of the Society may challenge the franchise of any voter, the challenge to be judged by the President and Secretary-Treasurer.
- (b) A voting member shall write his name on the outside of the official envelope and enclose his ballot in the official inside envelope and seal both envelopes. Ballots shall be tallied by staff and reported to the membership in the newsletter.
- (c) The nominee receiving the majority of votes cast for each office shall be declared elected. In each case, if no nominees for a particular office receives a majority of votes cast, the general membership shall hold an election for that office at the next General Membership Meeting or by electronic ballot.

11.4 Term of Office

All elected officers shall serve for a total of one year or until their successors qualify, except additional delegates to the State Association and the three at-large members of the Credentials Committee.

SECTION TWELVE

12.1 Duties of the President

The President shall preside at the meetings of the Society and the meetings of the Board of Trustees and perform such other duties as custom and parliamentary usage may require or as otherwise designated. The President shall be the chief spokesperson of the Society and shall carry out the expressed will of the Board in all matters not in conflict with the bylaws. The President shall be a member ex-officio of all committees. In the event of the death, resignation or removal of the President, the President-Elect shall immediately become President for the unexpired term and for the succeeding term to which originally elected. The President shall make all required appointments to all standing and special committees and fill all vacancies. He or she shall serve as a member of the Executive Committee.

12.2 Duties of the President-Elect

The President-Elect shall assist the President in the performance of his duties, shall preside in his absence and on his death, resignation or removal from that office, and shall succeed to the Presidency at the conclusion of the President's term. The President-Elect shall become acquainted with the duties of the President. He/she shall be conversant with the current business of the Society. He/she shall serve as a member of the Executive Committee. In the event that he or she cannot perform these duties and obligations, the Vice President shall assume them until such time as a replacement can be appointed.

12.3 Duties of the Vice President

The Vice President shall assist the President in the performance of his duties and shall preside in the absence of the President and/or the President-Elect. The Vice President shall be a member of the Executive Committee. In the event that he or she cannot perform these duties and obligations, the President-Elect shall assume them until such time as a replacement can be appointed.

12.4 Duties of the Secretary-Treasurer

The Secretary-Treasurer shall record, or cause to be recorded, the minutes of the meetings and supervise the care for the records and papers belonging to the Society including its charter; shall insure that each member of the Society is notified as to the time and place of each meeting and announce the program of the meeting; shall cause to be kept a list of the members of the Society in good standing and shall send a copy of such list to the Secretary-Treasurer of the State Association. The Secretary-Treasurer shall oversee all the dues and moneys belonging to the Society and shall oversee a separate accounting of the general fund and all special funds of the Society. He/she shall serve as a member of the Executive Committee. In the event that he/she cannot perform these duties and obligations, the Vice President shall assume them until such time as a replacement can be appointed. The Secretary-Treasurer may delegate these duties and obligations to the Chief Executive Officer designated and employed by the Society but shall be responsible for their execution.

12.5 Duties of the Immediate Past President

The Immediate Past President shall serve as chair of the Executive Committee and perform other duties as may be assigned to him/her by the President of the Board of Trustees.

12.6 Duties of the Board of Trustees

The Board of Trustees shall be the advisory legislative body of the Society, and shall recommend its policies. Any major issue, established practice or binding policy, shall be formalized by the Board of Trustees. It shall enforce the preservation of order and obedience to the by-laws; it shall have the power to remit the entrance fee and/or local dues and assessments of any member for the current year; it shall have the power to extend the courtesies of the Society to non-resident visitors, and to arrange for the affiliation of the Society with other medical societies. The Board of Trustees shall have the authority to authorize additional budgetary expenses. The Board of Trustees shall meet as described in Section 7.2, except in July and August, time and place to be determined by the President, and at such other times as necessity may require subject to the call of the President or upon the petition of four Trustees. The Board of Trustees shall have such other rights as are prescribed by the laws of the State of Washington relating to the directors of corporations. A summary of the minutes of each Board of Trustees meeting shall be made available to any member upon request.

12.7 Duties of the Credentials Committee

The Credentials Committee shall consist of seven members. Three shall be members of the Society at large and four shall be Society members representing the various Spokane hospital Credential Committees. Additional members may be appointed by the chairman. Each year one of the three at-large members shall be elected for a term of three years. Any vacancies occurring shall be filled by the President for the duration of the unexpired term. The chairman is to be appointed annually from the three at-large members of the committee by the President. In addition to the duties hereinafter stated, it shall be the duty of this committee to review each applicant and investigate his moral and professional qualifications for membership in the Spokane County Medical Society. After careful investigation, the chairman or other designee, shall report the findings at a regular meeting of the Board of Trustees of the Spokane County Medical Society and make recommendations regarding membership in the Spokane County Medical Society. When necessary, a list of candidates recommended for membership by the committee may be mailed or electronically distributed to the Board of Trustees for election to membership.

12.8 Duties of the Delegates to the State Association

Delegates to the Washington State Medical Association shall be such a number as is authorized by the Constitution and By-Laws of the Washington State Medical Association. The delegates shall be the members of the Board of Trustees. There shall also be elected a suitable number of alternate delegates, each of which shall be elected for a term of one year. The duties of the delegates are to attend the meetings of the State Association and to represent the members of this Society.

SECTION THIRTEEN

13.1 Committees

The following ten (10) standing committees shall be appointed by the President: Executive, By-Laws, Continuing Medical Education, Emergency Medical Services Coordinating, Audit, Grievance, Legislative, Medical Ethics, Peer Review, and Informatics.

13.2 Standing Committee Membership

Unless otherwise stated, the standing committees shall consist of at least three members, exclusive of the President. Any vacancies occurring in the standing committees shall be filled by appointment by the President. The President shall appoint the Chairman of each committee, regardless of seniority. They shall serve as Ex-officio members, without voting rights, on the Board of Trustees, as provided in Section 10 of these by-laws. These committees shall, at all times, be subject to the supervisory jurisdiction of the Board of Trustees, and shall rely on the final decision of the Board of Trustees for action. In case any issue may be of sufficient import, it shall, in turn, be referred by the Board of Trustees to the Society as a whole for final consideration. The President has the ability to appoint a non-member to any Spokane County Medical Society committee.

13.3 Standing Committee Duties

- (a) Executive: The Executive Committee shall consist of the President, President-Elect, Vice President, Immediate Past President, and the Secretary/Treasurer. The Immediate Past President shall be Chairman. The committee shall exercise the power of the Board of Directors when the Board is not in session, reporting to the Board at its succeeding meeting of any actions taken. Three (3) members shall constitute a quorum for the transaction of business. The Executive Committee shall perform such other duties as directed by the Board of Directors. Any action reflecting Society policy shall be reported to the Board for ratification by mail, phone, fax or E-mail, or at the next Board meeting. The Executive Committee shall meet at the request of the President, or at the request of three (3) members of the Executive Committee. The Executive Committee will act as the Finance and Management Committee. It shall also cast the memberships vote in the Spokane County Medical Society Foundation and the Spokane Medical Library Foundation.
- (b) By-Laws Committee: This committee shall be responsible for insuring that the by-laws are up to date and conform with the current objectives and requirements of the Society.
- (c) Continuing Medical Education Committee: This committee functions to review all continuing medical education requests and decides on the basis of merit whether accreditation should be given and, if so, how much.
- (d) Emergency Medical Services Coordinating Committee: This committee shall promote and improve emergency medical services within the community; coordinate emergency medical training courses for paramedical personnel; be responsible for physician participation in community-wide disaster exercises.
- (e) Grievance Committee: The purpose of this committee is to prevent or resolve misunderstandings, to clarify and adjust differences between physicians and patients and to assist in maintaining high levels of professional conduct. This committee shall investigate the ethical deportment of the members of the Society, as necessary. It shall consider and recommend action as to complaints arising from patients and third parties. It shall serve in an advisory capacity to the Board of Trustees. This committee shall conform in its practices to the procedures currently endorsed by the American Medical Association and the Washington State Medical Association. When a physician is requested (via certified letter) to appear before this committee or respond to this committee in writing, and does not comply within four weeks, he or she will be considered in violation of Section 8.
- (f) Legislative Committee: This Committee shall keep abreast of local, state and federal legislation and laws affecting the health of our citizens and the practice of medicine. It is responsible for educating physicians about the political process and encouraging their participation in the process to promote legislation which would be most appropriate for the good health and medical care of our citizens.
- (g) Medical Ethics Committee: This committee shall review ethics concerns as related to the individual physician's practice of medicine. When a physician is required to appear before this committee and does not comply, he/she will be considered in violation Section 8. Both parties to a dispute must be members when a physician is required to appear before this committee.
- (h) Peer Review Committee: This committee shall make required investigations concerning the matters alleged, and if further action is required, refer to Section 8. All complaints and inquiries shall be reduced to writing and shall be signed by the individual making the complaint or inquiry. The Committee shall consider all complaints and inquiries properly filed with the Society in a timely manner and shall render its advice within a reasonable period of time (as spelled out in

Section 8) following the receipt of a properly submitted complaint or inquiry. When a physician is required to appear before this committee and does not comply, he or she will be considered in violation of Section 8.

- (i) Informatics Committee: This committee shall study and evaluate electronic medical information tools and resources for physicians; inform and educate physicians regarding developments in electronic medical records and other office or personal data systems; and coordinate physician office activities with community medical information systems developments, and advise regarding physician perspectives on such issues.
- (j) Audit Committee: This committee shall be formed from three (3) members of the Board of Trustees not currently serving on the Executive Committee. These individuals will be appointed by the President of the Society and shall:
 - (a) Hire the auditor;
 - (b) meet with the auditor in executive session;
 - (c) report with the auditor to the Board of Trustees; and
 - (d) review internal controls.

The frequency of the audits shall be set by the Executive Committee.

13.4 Other Committee Appointments

Other committees may be appointed by the President from time to time to carry out the purpose and best interests of this Society.

SECTION FOURTEEN

14.1 Amendments

These by-laws may be amended either at any regular meeting by two-thirds vote of those present and voting, or by mail, e-mail or fax (two-thirds of those voting) provided such amendment has been read in open session at the preceding regular meeting or provided a copy of the same has been published in the newsletter, faxed or E-mailed. At the initiation of the Board of Trustees and/or at the direction of an appropriate motion from the floor of a general meeting, a mail, fax or E-mail ballot may be used following the method outlined in Sections 11.2(b) and 11.3, pertaining to preparation and handling of the ballots with the deadline for receipt being noon of the day preceding the designated general meeting for final action.