

# SDCMS Bylaws

1  
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11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28  
29  
30  
31  
32  
33  
34  
35

ARTICLE I - PURPOSES ..... 6  
    Section 1. Purpose ..... 6  
    Section 2. Charter from CMA ..... 6

ARTICLE II – ANNUAL AND SPECIAL MEETINGS ..... 7  
    Section 1. Annual Meetings ..... 7  
    Section 2. Special Meetings ..... 7  
    Section 3. Quorum ..... 7  
    Section 4. Parliamentary Procedure ..... 7

ARTICLE III - MEMBERSHIP ..... 8  
    Section 1. Qualifications of Membership ..... 8  
    Section 2. Membership Classes ..... 8  
    Section 3. Active Membership ..... 8  
    Section 4. Resident Physician Membership ..... 8  
    Section 5. Medical Student Membership ..... 9  
    Section 6. Associate Membership ..... 9  
    Section 7. Government Employed Membership ..... 9  
    Section 8. Multiple Membership ..... 9  
    Section 9. Retired Membership ..... 9  
    Section 10. Honorary Membership ..... 9  
    Section 11. International Membership ..... 10  
    Section 12. Probationary Membership ..... 10  
    Section 13. Leave of Absence ..... 10  
    Section 14. Election to Membership ..... 10  
    Section 15. Transfers to or from SDCMS ..... 11

ARTICLE IV - DISCIPLINE ..... 12  
    Section 1. Discipline ..... 12  
    Section 2. Procedure ..... 12  
    Section 3. Participation by Members on Probation or Discipline ..... 12  
    Section 4. Readmission ..... 12  
    Section 5. Judicial Council ..... 12

ARTICLE V - DUES AND ASSESSMENTS ..... 13  
    Section 1. Raising of Funds ..... 13  
    Section 2. Annual Dues ..... 13  
    Section 3. Delinquency ..... 13

36	Section 4. Waiver of Dues.....	13
37	ARTICLE VI - DISTRICTS OF THE SAN DIEGO COUNTY MEDICAL SOCIETY.....	14
38	Section 1. Districts.....	14
39	Section 2. Redistricting .....	14
40	ARTICLE VII – BOARD OF DIRECTORS.....	15
41	Section 1. Membership - Voting Members.....	15
42	Section 2. Membership - Non-Voting or Designated Ex-Officio.....	15
43	Section 3. Eligibility .....	15
44	Section 4. Duties .....	16
45	Section 5. Chair.....	16
46	Section 6. Meetings.....	16
47	Section 7. Quorum .....	16
48	Section 8. Vacancies.....	16
49	Section 9. Limits of Terms.....	16
50	Section 10. Elections and Terms .....	16
51	Section 11. Removal of BOD Members .....	16
52	Section 12. Growth in the BOD when Active Membership Grows .....	17
53	Section 13 – Dual Office Holders .....	17
54	Section 14. Parliamentary Procedure .....	17
55	ARTICLE VIII - CALIFORNIA MEDICAL ASSOCIATION DELEGATION.....	18
56	Section 1. Purpose .....	18
57	Section 2. Membership.....	18
58	Section 3. Voting Rights .....	18
59	Section 4. Duties .....	18
60	Section 5. Officers of the Delegation.....	18
61	Section 6. Delegation Committees.....	19
62	Section 7. Quorum .....	19
63	Section 8. CMA Trustees .....	19
64	Section 9. AMA Delegates and Alternate Delegates .....	19
65	ARTICLE IX - OFFICERS .....	20
66	Section 1. Officers .....	20
67	Section 2. Election of Officers .....	20
68	Section 3. The President.....	20
69	Section 4. The President-Elect.....	20
70	Section 5. The Secretary.....	20
71	Section 6. The Treasurer .....	20

72	Section 7. Vacancies.....	21
73	ARTICLE X - ELECTION TO OFFICES.....	22
74	Section 1. Nomination Process.....	22
75	Section 2. Nomination by Petition.....	22
76	Section 3. Manner of Election.....	22
77	Section 4. Election.....	23
78	Section 5. Restrictions on Voting.....	23
79	Section 6. Recall Election.....	23
80	Section 7. Assumption of Duties.....	24
81	ARTICLE XI - SECTIONS.....	25
82	Section 1. Purpose and Formation.....	25
83	Section 2. Services for Sections.....	25
84	ARTICLE XII - COMMITTEES.....	26
85	Section 1. Appointment of Committees.....	26
86	Section 2. Appointment of Special Committees.....	26
87	Section 3. Standing Committees.....	26
88	Section 4. Membership Committee.....	26
89	Section 5. Professional Conduct Committee.....	26
90	Section 6. Executive Committee.....	27
91	Section 7. Finance Committee.....	27
92	Section 8. Bylaws Committee.....	28
93	Section 9. Communications Committee.....	28
94	Section 10. The Nominating Committee.....	28
95	Section 11. Medical Review and Advisory Committee.....	28
96	ARTICLE XIII - CORPORATE PROPERTY.....	29
97	Section 1. Interest in Corporate Property.....	29
98	Section 2. Reserve Funds.....	29
99	ARTICLE XIV - AMENDMENTS.....	30
100	Section 1. Proposing Amendments to ByLaws.....	30
101	Section 2. Adoption of Bylaws.....	30
102	ARTICLE XV - MISCELLANEOUS.....	31
103	Section 1. Ethics.....	31
104	Section 2. Indemnification of Directors, Officers, Employees and Other Agents.....	31

105	ARTICLE XVI - RECORDS AND REPORTS .....	32
106	Section 1. Maintenance of Society Records .....	32
107	Section 2. Members' Inspection Rights .....	32
108	Section 3. Maintenance and Inspection of Articles and Bylaws.....	32
109	Section 4. Inspection by Directors.....	32
110	Section 5. Annual Report .....	32
111	ARTICLE XVII .....	33
112	Records of Changes.....	34
113		

114 **ARTICLE I - PURPOSES**

115 **Section 1. Purpose**

116 The San Diego County Medical Society, Incorporated, herein after referred to as SDCMS, shall unite  
117 with similar societies in the state of California to form the California Medical Association, herein after referred  
118 to as CMA. SDCMS shall act independently, as well as jointly, with CMA to promote the science and art of  
119 medicine, the quality care and well-being of patients, the protection of the public health, the betterment of the  
120 medical profession and the adjudication of ethical relations of its members, as well as the provision of  
121 education to its members in scientific, social, legal, ethical and medico-economic aspects of medical  
122 practice.

123 **Section 2. Charter from CMA**

124 SDCMS shall operate as a component county society under charter of the CMA. All the provisions of  
125 the bylaws of CMA in force at the time of the adoption of these bylaws, together with all amendments to  
126 those bylaws thereafter adopted, shall, so far as applicable, be an integral part of the bylaws of this Society.  
127 In the event the bylaws or any provision of the bylaws adopted by SDCMS conflict with the bylaws of CMA,  
128 the bylaws of CMA shall prevail.

**ARTICLE II – ANNUAL AND SPECIAL MEETINGS**

**Section 1. Annual Meetings**

The annual meeting of SDCMS shall be held in May or June at a time and place to be selected by the Board of Directors, herein after referred to as the BOD. The BOD may vote to set a different date. Written notice of the date, time and place of the annual meeting shall be mailed to each member of SDCMS at least twenty (20) days, or at least ten (10) days if sent by first class mail, but not more than ninety (90) days before the meeting. The notice shall state the matters which the BOD intends to present for action.

**Section 2. Special Meetings**

(a) Special meetings may be called at any time by the order of the president, the president-elect, a majority of the BOD, or upon written request signed by five percent (5%) of the voting members of SDCMS and directed to the president, president-elect or secretary. Business at special meetings will be limited to agenda items only.

(b) The officer receiving the written request shall within twenty (20) days after receipt of the request give notice to the members that a special meeting will be held not less than thirty-five (35) days, and not more than ninety (90) days after the receipt of the request. Such special notice shall state the date of the special meeting which shall be fixed by the BOD,

(c) Written notice of the date, time and place shall be mailed to each member of SDCMS at least twenty (20) days, or at least ten (10) days if sent by first class mail, but not more than ninety (90) days before the meeting. The notice shall state the general nature of the business to be transacted and that no other business may be transacted.

**Section 3. Quorum**

The presence in person of two percent (2%) of the active members of SDCMS shall constitute a quorum for the transaction of regular agenda business at any annual or special meeting of SDCMS. The presence in person of one-third (1/3) of the active members of SDCMS shall constitute a quorum for the transaction of non-agenda items of business at the annual meeting of SDCMS.

**Section 4. Parliamentary Procedure**

(a) The proceedings of SDCMS shall be governed by “The Standard Code of Parliamentary Procedure” by Sturgis, 4<sup>th</sup> Edition or the most recent revision.

(b) A majority of those present and voting shall decide all questions presented, except as otherwise provided in these ByLaws.

**ARTICLE III - MEMBERSHIP**

**Section 1. Qualifications of Membership**

Each applicant, to whatever category of membership, shall be of good moral and professional character, and subscribe to the Principles of Medical Ethics promulgated by SDCMS, CMA and the American Medical Association, herein after referred to as AMA, and shall recognize the authorized officers of SDCMS and CMA as the proper authority to interpret any doubtful points of ethics

**Section 2. Membership Classes**

The membership classes of SDCMS shall consist of

- (a) active ,
- (b) resident physician,
- (c) medical student,
- (d) associate,
- (e) government employed,
- (f) multiple membership,
- (g) retired physician ,
- (h) honorary,
- (i) international and
- (j) probationary.

**Section 3. Active Membership**

(a) To be eligible for election to Active Membership, an applicant must reside and/or practice medicine within San Diego County, and either.

- (1) hold an unrevoked and unsuspended license to practice medicine and surgery from the Medical Board of California or the Osteopathic Medical Board of California. Said license shall not be subject to any conditions of probation or under investigation as a result of a formal accusation by said Medical Board of California or Osteopathic Medical Board of California, or
- (2) be a physician and surgeon practicing medicine on a federal enclave.

(b) Active members are entitled to vote and hold elective office.

(c) Active members meet the definition of "members" set forth in Section 5056 of the California Nonprofit Mutual Benefit Corporation Law.

**Section 4. Resident Physician Membership**

(a) Any physician serving as a resident, intern or fellow in an accredited training program in San Diego County shall be eligible for Resident Physician Membership. The term of such membership shall be only so long as said physician is appointed as an intern, resident or fellow in San Diego County.

(b) Resident members are entitled to vote and hold elective office.

(c) Resident Physician members meet the definition of "members" set forth in Section 5056 of the California Nonprofit Mutual Benefit Corporation Law. "Active" members and "Resident Physician" members are the only voting members and the only classes of membership that meet the definition of "members" set forth in Section 5056 of the California Nonprofit Mutual Benefit Corporation law.

(d) When used in these Bylaws, the terms "active" and "Active" members shall include both Active members under Section 3 above and Resident Physician members under this Section 4. No other classes of membership are included in the terms "active" or "Active" member.



**Section 5. Medical Student Membership**

(a) Any medical student enrolled in an accredited medical school located in San Diego County shall be eligible for Medical Student Membership. The term of such membership shall be only so long as the member is enrolled as a medical student and said membership shall terminate by its own terms and without the further act of SDCMS in the event that said enrollment is terminated, whether on account of graduation or for any other reason.

(b) Medical Student members shall have all of the rights and privileges of active members, except that they shall not have the right to vote or be entitled to hold any elective office except the Medical Student Director specified in Article VII. They shall, however, have the right to be appointed as voting members to committees. They shall pay dues as prescribed by the BOD.

**Section 6. Associate Membership**

(a) To be eligible for election to an Associate Membership, an applicant must hold the degree of Doctor of Medicine or Doctor of Osteopathy, and must possess all of the qualifications necessary for Active Membership except the applicant must hold an unrevoked and unsuspended license to practice medicine from another state, and must not hold a California license to practice medicine.

(b) Associate members shall have all of the rights and privileges of active members, except that they shall not have the right to vote or be entitled to hold any elective office. They shall, however, have the right to be appointed as voting members to committees. They shall pay dues as prescribed by the BOD.

**Section 7. Government Employed Membership**

(a) To be eligible for election to Government Employed Membership, an applicant must possess the qualifications and requirements necessary for Active Membership and must receive more than fifty (50) percent of the applicant's practice income from county, state or federal employment.

(b) Government Employed members shall have all of the rights and privileges of active members. They shall pay dues as prescribed by the BOD.

**Section 8. Multiple Membership**

Any physician holding Active Membership in any other county medical society chartered by the CMA shall be eligible to make application for Multiple Membership, but must either live or work in San Diego county.

**Section 9. Retired Membership**

(a) A physician who has a retired license or voluntary license fee waiver from the Medical Board of California or the Osteopathic Medical Board of California is eligible for Retired Membership. Upon resumption of the practice of medicine by any retired member, the SDCMS Secretary shall transfer such member from the Retired classification to the Active classification and notify the CMA which shall do likewise with respect to the membership rolls of that association.

(b) Retired members shall have all of the rights and privileges of active members, except that they shall not have the right to vote or be entitled to hold any elective office except the Retired Physician Director specified in Article VII. They shall, however, have the right to be appointed as voting members to committees. They shall pay dues as prescribed by the BOD.

**Section 10. Honorary Membership**

(a) Any person especially distinguished for his/her services or achievements as a Doctor of Medicine or Osteopathic Medicine, or in the field of public health, or in research or other scientific work contributing to medicine, may be elected to Honorary Membership in SDCMS .

(b) Honorary members shall have all of the rights and privileges of active members, except that they shall not have the right to vote or be entitled to hold any elective office. They shall, however, have the right to be appointed as voting members to committees. They shall pay dues as prescribed by the BOD.

245           **Section 11. International Membership**

246           (a) The BOD may elect as International member physicians who hold the degree of doctor of  
247 medicine, doctor of osteopathy or their equivalent and must hold an unrevoked and unsuspended license to  
248 practice medicine and surgery issued by the international members' country of residence.

249           (b) International members shall have all of the rights and privileges of the active members, except  
250 that they shall not have the right to vote or be entitled to hold any elective office or have the right to any  
251 property in this Society. They shall, however, have the right to be appointed as voting members to  
252 committees. They shall pay dues as prescribed by the BOD.

253           **Section 12. Probationary Membership**

254           (a) Any member whose license to practice medicine and surgery is subject to conditions of probation  
255 by the Medical Board of California or the Osteopathic Medical Board of California shall automatically become  
256 a Probationary Member of this Society.

257           (b) Such member may apply to the BOD for restoration of said previous membership following  
258 termination of the probationary status of his/her license by the Medical Board of California or the Osteopathic  
259 Medical Board of California.

260           (c) Probationary members are not entitled to vote or hold elective office or committee appointments  
261 in this Society.

262           (d) Probationary members shall continue to be liable for all dues.

263           **Section 13. Leave of Absence**

264           (a) Leave of absence or remission of dues, up to a period of twelve (12) months at a time, may be  
265 granted by the BOD to any member in good standing upon written request, and may be renewed by action of  
266 the BOD upon recommendation of the Membership Committee. Leave of absence may be granted for

- 267                   (1) serious illness or incapacitation,  
268                   (2) postgraduate study,  
269                   (3) active duty with the armed forces of the United States or  
270                   (4) for other reasons adequate in the judgment of the BOD.

271           (b) At the termination of the leave of absence the member may be reinstated by action of the BOD  
272 upon recommendation of the Membership Committee and the payment of appropriate dues as determined by  
273 the BOD.

274           **Section 14. Election to Membership**

275           (a) Any person desiring to become a member of whatever category of this Society shall make  
276 application in writing on an application form provided for that purpose. The form shall include the applicant's  
277 age, dates and places of preliminary and medical education, dates of graduation, the places and the years in  
278 which the applicant engaged in professional activity, the date and jurisdiction of any license issued to the  
279 applicant and any other information deemed pertinent by SDCMS. The applicant shall agree, if elected to  
280 membership, to be bound by the bylaws of SDCMS and the bylaws of CMA. Each applicant shall state the  
281 category of membership for which application is made and shall submit proof of such facts relative to  
282 eligibility for membership as are required by these bylaws.

283           (b) Upon election, membership shall become effective on the payment of such dues as shall  
284 represent the unexpired portion of the current year, together with the current dues of CMA, if not already  
285 paid.

286           (c) Election to membership of any type by the BOD, or the Executive Committee acting for the BOD,  
287 shall be by an affirmative vote of three-fourths (3/4) majority of the directors present and voting.

288           (d) No applicant shall be rejected for membership, except after compliance with the Procedure for  
289 Admission set forth in the bylaws of CMA.

## By-Laws of the San Diego County Medical Society

290 (e) After an applicant has been rejected for admission to membership in SDCMS, no further  
291 application shall be considered from such applicant until the expiration of three (3) years from the date of  
292 such rejection. A rejected applicant may reapply, as provided in this section, and shall receive none of the  
293 benefits or privileges normally accorded applicants until the application is favorably acted upon by the BOD.

### 294 **Section 15. Transfers to or from SDCMS**

295 (a) Upon recommendation of the Membership Committee, a physician whose application is  
296 accompanied by a transfer card from another component society of CMA within sixty (60) days of the  
297 issuance of said card may be admitted to membership by an affirmative vote of three-fourths (3/4) of the  
298 BOD or Executive Committee members present and voting. No annual dues for the current year shall be  
299 charged against a transfer applicant, provided the applicant has paid current dues to the component society  
300 from which the transfer card was obtained.

301 (b) A member in good standing of this Society, who is free from all indebtedness to this Society and  
302 against whom no charges are pending, may be granted a transfer card. Such card shall state the date the  
303 applicant became affiliated with this Society, the date of issuance of the card, the date of expiration of current  
304 paid membership and shall be signed by the executive director of SDCMS.

**ARTICLE IV - DISCIPLINE**

**Section 1. Discipline**

A member who is guilty of

(a) a criminal offense or gross misconduct, either as a physician or as a citizen, or

(b) conduct constituting unprofessional conduct, or

(c) violation of either the provisions of these bylaws or the Principles of Medical Ethics of AMA, CMA or SDCMS, or

(d) failure to comply with a request by, cooperate with, or appear before any committee or the BOD of SDCMS after reasonable notice from, or on behalf of, such committee or the BOD,

shall be liable to public censure, or other discipline, or suspension, or expulsion from SDCMS.

**Section 2. Procedure**

The procedure to be followed to discipline members shall be that prescribed in the bylaws of CMA.

**Section 3. Participation by Members on Probation or Discipline**

Members on suspension or probation from this Society shall not take part in any of the proceedings, or be eligible for any office in SDCMS until the time of the suspension or probation has ended and all other eligibilities and requirements for office have been met.

**Section 4. Readmission**

Expelled members shall be eligible for readmission to membership after three (3) years from the date of expulsion on the same terms and in like manner as provided for rejected applicants in Article III, Section 14.

**Section 5. Judicial Council**

(a) A Judicial Council is hereby established which shall consist of not less than five (5) active members of this Society, who shall be appointed by the president of SDCMS and approved by vote of the BOD.

(b) Terms of office of the Judicial Council shall be for three (3) years, and the initial appointment shall be for terms of one (1), two (2) and three (3) years, in order that there shall be a staggered representation in the membership of said Judicial Council.

(c) The duties of the Judicial Council and the conduct of all of its proceedings shall be as provided in the bylaws of CMA.

334 **ARTICLE V - DUES AND ASSESSMENTS**

335 **Section 1. Raising of Funds**

336 Funds shall be raised by annual per capita assessment of dues upon the various categories of  
337 membership. Within each category of membership, the annual dues shall be equal and uniform. Between  
338 categories, the amount of annual dues may vary. The BOD may approve uniform discount policies to annual  
339 dues. Funds may also be raised by voluntary contributions, or by special assessment or in any other manner  
340 approved by the BOD.

341 **Section 2. Annual Dues**

342 (a) The annual dues for each category of membership shall be fixed by the BOD by August. Dues  
343 shall be payable January 1 for the ensuing calendar year.

344 (b) The annual dues payable to SDCMS by active members shall include the amount fixed by the  
345 BOD as the dues to be retained by SDCMS, and the annual dues payable to CMA. Likewise, the annual  
346 dues payable to SDCMS by associate members shall include any required dues to CMA.

347 **Section 3. Delinquency**

348 Membership shall terminate automatically if the annual dues of any member of any category are  
349 delinquent after March 1. Such delinquent former members who desire reinstatement may be required at the  
350 discretion of the BOD to reapply for membership and/or pay a reinstatement fee in addition to the regular  
351 dues.

352 **Section 4. Waiver of Dues**

353 The BOD may, for good and sufficient reason, remit or reduce the dues, assessments and/or other  
354 fees charged to any member or applicant.

**ARTICLE VI - DISTRICTS OF THE SAN DIEGO COUNTY MEDICAL SOCIETY**

**Section 1. Districts**

(a) BOD districts shall be established for the purpose of nomination and election of not less than twelve (12) district directors.

(b) The Executive Committee shall study and then recommend a specific outline of director districts to the BOD for approval and adoption. Accurate descriptions and a detailed map showing the boundaries of the various districts shall be kept at SDCMS' principal place of business and shall be available to the membership for its information.

(c) The area of San Diego County shall be divided into districts in an attempt to provide, as accurately as possible, proportional representation of the entire membership of SDCMS. The districts shall be drawn with consideration of the following factors:

(1)Physician population,

(2)Geographical area and topographical features, and.

(3)Established patterns of practice, such as hospital utilization, referral habits, community identification and other relevant characteristics.

(d) Each district shall have not less than one (1) director and one (1) alternate director. Members eligible for election as a district director or district alternate director, and members eligible to vote in a district, are those who have the major portion of their professional activity in that district.

**Section 2. Redistricting**

At least every five (5) years during each calendar year divisible evenly by five (5), the BOD shall initiate a review of the district boundaries, and based on a study by the Executive Committee, or other committee that may be designated for such purpose, the BOD, with a two-thirds (2/3) majority vote of those present and voting , will approve any changes in the districts.

**ARTICLE VII – BOARD OF DIRECTORS**

**Section 1. Membership - Voting Members**

The BOD shall consist of:

- (a) Five (5) officers - president, president-elect, secretary, treasurer and immediate past president.
- (b) Fourteen (14) district directors.
- (c) Eight (8) at-large directors.
- (d) One (1) director representing young physicians.
- (e) One (1) director representing resident physicians.
- (f) One (1) director representing medical students.
- (g) One (1) director representing retired physicians.
- (h) The SDCMS Communications Chair.

**Section 2. Membership - Non-Voting or Designated Ex-Officio**

- (a) Six (6) district alternate directors.
- (b) Eight (8) at-large alternate directors.
- (c) One (1) alternate director representing young physicians.
- (d) One (1) alternate director representing resident physicians.
- (e) One (1) alternate director representing medical students.
- (f) One (1) alternate director representing retired physicians.
- (g) CMA trustees and officers who are members of SDCMS.
- (h) AMA delegates and alternate delegates who are members of SDCMS.
- (i) AMA trustees and officers who are members of SDCMS.
- (j) The Editor of the *San Diego Physician*, if different from the Communications Chair.
- (k) The Executive Director of SDCMS.

**Section 3. Eligibility**

(a) Only Active members in good standing for two (2) consecutive years or more at the date of assumption of duties will be eligible for election or appointment as officers, district, district alternate, at-large and at-large alternate directors.

(b) The young physician director and alternate director must be Active members and must be either in their first five years of practice or less than 40 years old.

(c) The medical student director and alternate director must be Medical Student members. The medical student director and alternate will be proposed by the Dean of the UCSD Medical School, and approved by majority vote of the BOD.

(d) The resident director and alternate director must be Resident Physician members. The resident director and alternate will be selected by majority vote by the BOD from a list of nominations submitted to the President by the Resident members.

(e) The retired director and alternate director must be Retired Physician members. The retired director and alternate will be selected by majority vote by the BOD from a list of nominations submitted to the President by the Retired Physician members.

416        **Section 4. Duties**

417            The BOD shall be vested with full and complete power and authority to manage, control, use, invest,  
418 reinvest, lease, make contracts in respect of, and concerning, convey, give, grant, transfer or otherwise  
419 dispose of all property and assets of whatever kind or nature owned by SDCMS, and shall also be vested  
420 with full and complete power and authority to do and perform all acts, including establishing and carrying out  
421 policy, and to transact all business for and on behalf of SDCMS and to manage and conduct all the works  
422 and activities of SDCMS in carrying out the purposes thereof. The BOD shall also formulate rules governing  
423 the expenditure of monies to meet the necessary expenses and fixed charges of SDCMS and shall consider  
424 and approve a budget for each forthcoming fiscal year.

425        **Section 5. Chair**

426            The President shall chair the BOD and preside at all meetings thereof.

427        **Section 6. Meetings**

428            (a) The BOD shall hold regular meetings at times and places designated by the BOD. Due notice of  
429 time and place of each meeting shall be sent by the secretary to each director.

430            (b) Special meetings may be called by the president at anytime. Special meetings shall be called by  
431 the president at the request of any four (4) members of the BOD. At least four (4) days' notice by first class  
432 mail, or forty-eight (48) hours notice delivered personally or by telephone, of the time, date and place of any  
433 special meeting shall be given. Notice need not be given to any director who signed a written waiver of  
434 notice. The notice of a special meeting shall state the general nature of the business to be transacted. No  
435 other business may be transacted at the special meeting.

436        **Section 7. Quorum**

437            A majority of the voting members of the BOD, including the presiding officer, shall constitute a  
438 quorum for the transaction of business.

439        **Section 8. Vacancies**

440            (a) Vacancies occurring during the unexpired term of any of the directors may be filled either by BOD  
441 appointment or by special election, at the discretion of the BOD.

442            (b) The individual filling the vacancy shall serve out the full portion of the term of office for that  
443 position.

444        **Section 9. Limits of Terms**

445            Directors shall be limited to serving two (2) consecutive full three (3) year terms in *each* of the four  
446 categories of directors – geographic, geographic alternate, at-large and at-large alternate.

447        **Section 10. Elections and Terms**

448            Terms will be adjusted such that one third (1/3) of district directors, district alternate directors, at-  
449 large directors and at-large alternate directors shall be stand for election at each annual election.

450        **Section 11. Removal of BOD Members**

451            (a) Removal for cause: The BOD may declare vacant the office of a director who has been declared  
452 of unsound mind by a final order of court, convicted of a felony or who ceases to be an active member of  
453 SDCMS with the right to vote. The BOD, with a two thirds (2/3) majority of those present and voting, may  
454 remove a director from the BOD who has two (2) unexcused absences in twelve months.

455            (b) Removal without cause: The president, president-elect, secretary, treasurer, immediate past  
456 president, at-large directors or at-large alternates may be removed from the BOD without cause if such  
457 removal is approved by the members of SDCMS. District directors or district alternate directors may be  
458 removed from the BOD without cause only by the members of that district. The process for removal is stated  
459 in Article X, Section 6 of these ByLaws.



## By-Laws of the San Diego County Medical Society

460           **Section 12. Growth in the BOD when Active Membership Grows**

461           (a) The BOD shall consist of at least twenty-eight (28) voting members but no more than fifty-five  
462 (55) voting members, unless changed by amendment of these Bylaws. The exact number of voting directors  
463 shall be fixed, within those limits, by the BOD pursuant to the rules set forth in these Bylaws.

464           (b) The BOD, with a two-thirds (2/3) majority vote of those present and voting, may add one (1) at-  
465 large director and one (1) at-large alternate for every two (2) additional voting members of the Delegation  
466 assigned by CMA.

467           (c) The BOD, with a two-thirds (2/3) majority vote of those present and voting, may add one (1)  
468 district director for every two (2) additional voting members of the Delegation assigned by CMA.

469           (d) The BOD, with a two-thirds (2/3) majority vote of those present and voting, may add (1) district  
470 alternate director for every four (4) additional voting members of the Delegation assigned by CMA.

471           **Section 13 – Dual Office Holders**

472           No person may simultaneously serve in two or more voting positions on the BOD.

473           **Section 14. Parliamentary Procedure**

474           (a) The proceedings of BOD shall be governed by “The Standard Code of Parliamentary Procedure”  
475 by Sturgis, 4<sup>th</sup> Edition or the most recent revision.

476           (b) A majority of those present and voting shall decide all questions presented, except as otherwise  
477 provided in these bylaws.

**ARTICLE VIII - CALIFORNIA MEDICAL ASSOCIATION DELEGATION**

**Section 1. Purpose**

(a) The CMA District One Delegation exists for the purpose of representing the members of the San Diego and Imperial County medical societies to the CMA and to attend the annual session of the CMA HOD so as to formulate policy.

(b) The functions of the District One Delegation will be carried out by the SDCMS BOD plus the Delegate(s)/Alternate Delegate(s) from Imperial County

**Section 2. Membership**

Membership of CMA District I Delegation shall include:

(a) Members of the SDCMS BOD, including alternates.

(b) AMA delegates and alternate delegates.

(c) CMA trustees and officers.

(d) AMA officers and trustees.

(e) Past presidents of CMA and AMA.

(f) At least one voting delegate and one non-voting alternate delegate from Imperial County. The actual number of delegates and alternates from Imperial County shall be based on the number of active Imperial County Medical Society members and the rules for CMA delegate apportionment.

**Section 3. Voting Rights**

(a) The delegate(s) from Imperial County shall be voting member(s) of the Delegation at the proceedings of the HOD.

(b) The district directors, at-large directors, the president, president-elect, secretary, treasurer, and communication chair shall be voting members of the Delegation at the proceedings of the HOD.

(c) To achieve the fully authorized number of voting CMA delegates at the proceedings of the HOD, the immediate past president may become a voting member.

(d) In the case where the authorized number of voting CMA delegates is reduced, the voting members at the proceedings of the HOD shall be reduced to the president, president-elect, secretary, and treasurer and the most senior (based on seniority of service on the BOD) district and at-large directors.

(e) The district alternate directors, the at-large alternate directors, and the alternate delegates(s) from Imperial County shall participate and vote in Delegation business, and may be called upon to be seated as voting members of the Delegation at the proceedings of the HOD, at the discretion of the Delegation Chair.

**Section 4. Duties**

Delegates to CMA shall attend all meetings and all sessions of the HOD and shall faithfully represent the full membership of SDCMS.

**Section 5. Officers of the Delegation**

(a) At the first meeting of the BOD following CMA annual meeting, the Delegation shall elect its officers for the following year.

(b) The officers of the Delegation will consist of the chair and vice chair, who shall perform the duties delegated to them by the Delegation and by the Bylaws of CMA.

(c) The chair and vice chair must be voting members of the BOD.

(d) The officers of the Delegation will review the performance of each Delegate as noted under Section 4 and report unsatisfactory performance to the BOD at the first meeting after the Annual Meeting of the HOD.

521        **Section 6. Delegation Committees**

522            There will be two forms of Delegation committees: standing and policy. Every member of the  
523 delegation will be assigned to one of each. Standing committees are:

- 524            (a) Executive, consisting of the Chair, Vice-Chair, and chairs of the other standing committees,
- 525            (b) By-Laws,
- 526            (c) Communications,
- 527            (d) Development,
- 528            (e) Finance, and
- 529            (f) Resolutions.

530            Policy Committees will be matched to CMA reference committees and will be responsible for  
531 reviewing each such committee's resolutions and making recommendations regarding these resolutions to  
532 the Delegation as a whole.

533        **Section 7. Quorum**

534            A majority of the members of the Delegation shall constitute a quorum at the Annual Meeting of the  
535 HOD.

536        **Section 8. CMA Trustees**

537            Trustees to CMA from SDCMS shall be elected and serve as prescribed by the bylaws of CMA.

538        **Section 9. AMA Delegates and Alternate Delegates**

- 539            (a)            Delegates and alternate delegates to AMA from SDCMS shall be elected by the vote of  
540 SDCMS members who are also members in good standing of the AMA, and shall serve  
541 as prescribed by the bylaws of CMA. Terms shall be for three (3) years.
- 542            (b)            Delegates shall be limited to serving four (4) consecutive full three (3) year terms as AMA  
543 delegates. Alternate delegates shall be limited to serving four (4) consecutive full three  
544 (3) year terms as AMA alternate delegates.

545 **ARTICLE IX - OFFICERS**

546 **Section 1. Officers**

547 The officers of this Society shall be a president, president-elect, immediate past-president, secretary  
548 and treasurer.

549 **Section 2. Election of Officers**

550 The president-elect, secretary and treasurer shall be elected annually at large from SDCMS for a  
551 term of one (1) year and shall serve until their successors are installed.

552 **Section 3. The President**

553 The president shall be the leader and official speaker for SDCMS. The president shall be a member  
554 and chair of the BOD, a member of the Delegation to CMA, a member and chair of the Executive Committee,  
555 and an ex-officio member of all committees. In addition, the president shall fill those positions normally  
556 accorded to the president of SDCMS. The president shall preside as chair at all general meetings of SDCMS  
557 and shall perform such duties as custom and parliamentary usage require.

558 **Section 4. The President-Elect**

559 (a) The president-elect shall be a member of the Delegation to CMA and a member of the Executive  
560 Committee. The president-elect shall assist the president in the discharge of the latter's duties, and in the  
561 president's absence, shall assume the duties of the president.

562 (b) The president-elect will be installed as the president at the close of the president's term of office.

563 (c) In the event the president of SDCMS dies or resigns, or becomes disabled or disqualified in office  
564 for any other reason, as determined by the BOD, with a two-thirds (2/3) majority vote of those present and  
565 voting, the president-elect shall automatically become acting president and shall continue to fulfill the duties  
566 of president-elect for that year.

567 (d) If the president and president-elect die or resign, or become disabled or disqualified in office for  
568 any other reason, as determined by the BOD, with a two-thirds (2/3) majority vote of those present and  
569 voting, the secretary shall serve as secretary, acting president, acting president-elect and acting chair of the  
570 BOD until a new president and president-elect have been chosen by special election and installed. The  
571 method and terms of this election shall be determined by the BOD.

572 (e) In the event the president-elect dies or resigns, or becomes disabled or disqualified in office for  
573 any other reason, as determined by the BOD, with a two-thirds (2/3) majority vote of those present and  
574 voting, the president shall serve in the capacity of president and president-elect until a new president-elect  
575 has been chosen by a special election and installed. The method and terms of this election shall be  
576 determined by the BOD.

577 **Section 5. The Secretary**

578 The secretary shall be a member of the BOD, a member of the Delegation to CMA, a member of the  
579 Executive Committee and serve as chair of the Membership Committee. The secretary shall attend all  
580 business meetings of SDCMS and of the BOD, and shall provide that minutes be kept of their respective  
581 proceedings and shall cause to have published a summary of all minutes of the BOD in the official  
582 publication of SDCMS.

583 **Section 6. The Treasurer**

584 The treasurer shall be a member of the BOD, a member of the Delegation to CMA, a member of the  
585 Executive Committee and shall serve as chair of the Finance Committee. The treasurer shall be responsible  
586 for the accounting of all monies received, and shall deposit same to the credit of SDCMS in a safe depository  
587 and shall submit SDCMS accounts to the examination of a certified public accountant annually at the end of  
588 each fiscal year. The treasurer shall be bonded at Society expense in an amount to be determined by the  
589 BOD.

590        **Section 7. Vacancies**

591                Vacancies for officers will be filled by special election. The method and terms of this election shall be  
592        determined by the BOD.

593 **ARTICLE X - ELECTION TO OFFICES**

594 **Section 1. Nomination Process**

595 (a) The Nominating Committee shall include at least one (1) eligible voter from each district and shall  
596 consist of the immediate past president who shall act as chair, the current president, three (3) members  
597 appointed by and from the BOD, and additional members appointed by the BOD from the general  
598 membership. The Nominating Committee will meet in December and refer the nomination slate to the BOD  
599 for approval in January.

600 (b) The BOD shall nominate one (1) or more members for each elective office to be filled and shall  
601 publish such nominations in the official publication of SDCMS in the first issue following BOD approval of the  
602 nomination slate.

603 (c) All active members in good standing for two (2) consecutive years in SDCMS effective the date of  
604 the assumption of duties are eligible for nomination to any office to be filled, except that candidates for the  
605 office of district director or district alternate director must carry on the major portion of their professional  
606 activity in the district from which they are to be elected.

607 (d) Nominees to the office of president-elect shall have served as an officer or director for a minimum  
608 of one (1) year.

609 (e) Nominees to the office of young physician director must meet the CMA definition of a young  
610 physician upon assumption of duties - under 40 years of age or in the first eight years of practice.

611 **Section 2. Nomination by Petition**

612 (a) Any qualified member may be nominated for any of the above mentioned district offices by  
613 petition signed by at least four (4%) percent of district members eligible to vote for such office.

614 (b) Any qualified member may be nominated as a candidate for president-elect, secretary, treasurer,  
615 young physician director, at large director-or at-large alternate director, by a petition signed by at least two  
616 (2%) percent of SDCMS members eligible to vote for such office. The deadline for a petition candidate is  
617 March 1.

618 (c) Any qualified candidate may submit a candidate statement by the published deadline for inclusion  
619 in the April issue of the SDCMS' official publication. The BOD shall give any member nominated by petition  
620 an equal amount of space, with equal prominence, in the same issue of the official publication of SDCMS in  
621 which the BOD nominees' candidates' statements are published. If the petitioner waives the right to place a  
622 statement in the April issue of the SDCMS official publication, the petition may be filed no later than thirty  
623 (30) days prior to the first Tuesday of May.

624 (d) The census of eligible voting members for determining the number required for nominating by  
625 petition will be as of April 1 of the current year.

626 (e) Upon written request by any nominee and upon the payment of the reasonable costs of mailing  
627 (including postage), the BOD shall within ten (10) business days after such request (provided payment has  
628 been made) cause to be mailed to all members any material furnished by the nominee which is reasonably  
629 related to the election; provided, however, the BOD may, within five (5) business days after the request, elect  
630 to allow the nominee to inspect and copy the record of all members' names, addresses and voting rights or  
631 furnish the nominee with a list of members entitled to vote, pursuant to Corporations Code section 8330

632 **Section 3. Manner of Election**

633 (a) The secretary shall cause a ballot to be made available to the active members at least fourteen  
634 (14) days prior to the first Tuesday in May.

635 (b) The secretary may recommend, but the Executive Committee must approve, electronic voting  
636 systems. The Executive Committee, as part of their approval process, will ensure that electronic voting  
637 systems are fair, secure, and certified.

## By-Laws of the San Diego County Medical Society

638 (c) In elections involving district directors, or district alternate directors, only members who have the  
639 major portion of their professional activity located in the district from which these positions are to be filled  
640 shall be entitled to vote on candidates running for those particular offices.

641 (d) Only active members in good standing shall vote. An active member may vote either by

642 (1) Voting using electronic voting systems approved by the Executive Committee, or

643 (2) Requesting a paper ballot, mailing or delivering the marked ballot to the office of SDCMS  
644 by noon of the last official day of receipt of ballots: the first Tuesday of May.

645 (e) The president, with the approval of the BOD, shall approve an election committee to oversee the  
646 election. The committee will review and approve safeguards for electronic voting.

647 (f) The secretary shall turn over any paper ballots received to the election committee.

648 (g) The election committee will review the electronic voting system results, will ensure all paper ballot  
649 results are combined with electronic voting system results, and shall develop tally sheets stating the number  
650 of votes received by each candidate. The paper ballots, properly sealed, and the tally sheets duly certified by  
651 each member of the committee, shall be given to the president who shall announce the results of the election  
652 to SDCMS.

### 653 **Section 4. Election**

654 (a) The person receiving the largest number of votes shall be declared elected to the office for which  
655 nominated, except that for election to the offices of president-elect, secretary and treasurer, a majority of  
656 those voting is required. In the event there is no majority vote, then a special election shall be held between  
657 those two persons receiving the largest number of votes. Tie votes shall be resolved by the BOD. The ballots  
658 and tally sheets shall be kept on file for one (1) year in the office of SDCMS, and the tally sheets shall be  
659 open to inspection by any member entitled to vote.

660 (b) In an uncontested election, i.e. when the number of candidates is equal to the number of  
661 positions available, the electorate shall be given the opportunity on the ballot to vote for or against each such  
662 candidate. To be elected, each such candidate must receive a majority of affirmative votes. Failure to receive  
663 a majority affirmative vote will result in that position being declared vacant.

664 (c) Only AMA members in good standing may vote for AMA delegates and alternates

665 (d) Only physicians meeting the CMA definition of young physician – under 40 years old or in their  
666 first five years of practice – may vote for the young physician director.

### 667 **Section 5. Restrictions on Voting**

668 Neither cumulative voting nor voting by proxy shall be allowed.

### 669 **Section 6. Recall Election**

670 (a) A recall election for a district director or district alternate director, may be initiated by petition of  
671 twenty-five (25%) percent of those members eligible to vote in that district. Following initiation by such  
672 petition of a recall election, the secretary shall cause an election to be held in the same manner as in section  
673 3.

674 (b) A recall election of an officer, an at-large director or an at-large alternate director may be initiated  
675 by a petition of ten (10%) percent of those members eligible to vote in a county-wide election. Following  
676 initiation by such petition of a recall election, the secretary shall cause an election to be held in the same  
677 manner as in section 3.

678 (c) Neither cumulative voting nor voting by proxy shall be allowed.

679 (d) Recall from any office will become effective immediately upon confirmation of an affirmative vote  
680 by a majority of the votes cast in such a recall election providing that the votes cast represent at least one-  
681 third (1/3) of those eligible to vote.

682 (e) If less than one-third (1/3) of those eligible to vote participate, the election shall be declared null  
683 and void.

684        **Section 7. Assumption of Duties**

685                Assumption of duties for Officers and Directors will be effective the date of the annual meeting.



686 **ARTICLE XI - SECTIONS**

687 **Section 1. Purpose and Formation**

688 Sections may be formed in SDCMS for the presentation, discussion and study of subjects and the  
689 conduct of matters pertaining to the science and art of medicine or for such other purposes as they may  
690 determine. Each section shall elect its own officers. The officers of each section shall be responsible for  
691 proper keeping of records of the section meetings. Each section shall have the right and power, subject to  
692 the approval of the BOD, to levy any dues or compulsory assessments on its members and contributions  
693 may be made or received at any time for any purpose not in conflict with the bylaws of this Society.

694 **Section 2. Services for Sections**

695 Office, meeting facilities and administrative services shall be made available to the sections at the  
696 discretion of the BOD.

697 **ARTICLE XII - COMMITTEES**

698 **Section 1. Appointment of Committees**

699 (a) Except as noted below, the president shall annually appoint, with the advice and consent of a  
700 majority of BOD, standing committees and such other committees as are necessary to carry out the business  
701 and purposes of SDCMS. The president shall clearly describe the duties and functions of each committee  
702 and shall notify the chair and members of the committee of their appointment as soon as possible after  
703 installation. The president shall notify the membership, through publication in the earliest possible edition of  
704 the official SDCMS publication and by any other practical means, of the membership of each committee.

705 (b) No member of SDCMS, with the exception of officers assigned to specific committees by these  
706 Bylaws, shall be appointed as a voting member of more than two standing committees.

707 **Section 2. Appointment of Special Committees**

708 The president, with the advice and consent of a majority of the BOD, may appoint or authorize the  
709 appointment of special committees which may be reappointed from year to year if their work is of a nature to  
710 demand attention.

711 **Section 3. Standing Committees**

712 The standing committees shall be:

- 713 (a) Membership Committee.
- 714 (b) Professional Conduct Committee.
- 715 (c) Executive Committee.
- 716 (d) Finance Committee.
- 717 (e) Nominating Committee.
- 718 (f) Bylaws Committee.
- 719 (g) Communication Committee
- 720 (h) Medical Review and Advisory Commission

721 **Section 4. Membership Committee**

722 (a) The Membership Committee shall consist of three (3) or more members of SDCMS, and the chair  
723 shall be the secretary of SDCMS.

724 (b) The committee will promote strategies to recruit and retain members of SDCMS.

725 (c) The committee shall faithfully and carefully investigate the personal and professional standing of  
726 all applicants for membership and report the same with recommendations to the BOD.

727 (d) The committee shall carefully evaluate those applying for membership to the end that the  
728 membership in SDCMS may be accepted as proof of a physician's high professional character, ethical  
729 conduct, scientific training and ability.

730 (e) The chair of the committee shall submit the report of the committee to the BOD or the Executive  
731 Committee at each of its regular meetings, either in person or by a duly appointed designee.

732 (f) The committee shall follow procedures contained in the bylaws of CMA

733 **Section 5. Professional Conduct Committee**

734 (a) The Professional Conduct Committee shall consist of not less than nine (9) active members. It  
735 shall be the duty of this committee, upon the request of the BOD or upon its own initiative, to investigate all  
736 matters of dispute, controversy, contention or grievance arising between members, or between members  
737 and others, and to hold hearings thereon and to make such recommendations to the BOD as are deemed  
738 necessary.

## By-Laws of the San Diego County Medical Society

739 (b) It shall also be the duty of this committee, upon request of a party or parties concerned, or upon  
740 the request of the BOD, to arbitrate such disputes, controversies, contentions or grievances.

741 (c) It shall be the duty of every member of SDCMS to appear before this committee at any time when  
742 called and give the committee all the information known on the case or subject being investigated.

743 (d) This committee shall have authority to censure any member of SDCMS if, after a hearing with the  
744 physician, a majority of the committee members present believe the physician is guilty of charges of such a  
745 serious nature as to warrant a censure letter to the physician.

746 (e) The committee may recommend to the BOD any other action the committee feels is appropriate  
747 to the charges.

748 (e) Hearings before this committee shall be private, and legal counsel shall not be present unless  
749 within the sole discretion of the committee it shall be deemed necessary.

### 750 **Section 6. Executive Committee**

751 (a) The Executive Committee shall consist of the president of SDCMS who shall chair the committee,  
752 the immediate past president of SDCMS, the president-elect of SDCMS, the secretary, the treasurer, the  
753 Delegation Chair (or in the absence of the Delegation Chair, the Vice Chair of the Delegation), and the  
754 Communications Chair. The BOD shall elect two directors as representatives to the Executive Committee,  
755 who shall be full voting members of the Executive Committee. The Executive Director of SDCMS, the Chair  
756 of the Legislative Committee, and any CMA Trustees representing District 1 not on the Executive Committee  
757 by way of another office will be non-voting ex-officio member of the Executive Committee.

758 (b) Meetings:

759 (1) Regular meetings of the Executive Committee will be held at the principal offices of SDCMS  
760 or at any other mutually acceptable location at a time set by the president. Additional notice to its  
761 members is unnecessary.

762 (2). Special meetings of the Executive Committee will be held at the principal office of SDCMS  
763 unless otherwise designated in the meeting notice. Special meetings may be called by the  
764 president or any other three (3) members of the committee by written notice to the other  
765 members. Notice of a special meeting shall be mailed at least seven (7) days prior to the  
766 meeting unless such notice is waived in writing by all members of the committee.

767 (c) Minutes shall be kept of all meetings of the Executive Committee.

768 (d) A majority of the voting members of the Executive Committee shall constitute a quorum for the  
769 transaction of business.

770 (e) The Executive Committee shall be vested with all the power and authority of the BOD, except  
771 with respect to the following actions:

772 (1) The approval of any action which also requires approval of the members.

773 (2) The filling of any vacancies on the Executive Committee.

774 (3) The fixing of compensation of BOD members for serving on the BOD or on any committee, if  
775 compensation is paid.

776 (4) The amendment, repeal or adoption of new bylaws.

777 (5) The amendment or appeal of any resolution of the BOD, which by its express terms is not so  
778 amendable or appealable.

779 (6) The appointment of committees of the BOD or the members thereof.

780 (7) The expenditure of SDCMS funds or resources to support a nominee for SDCMS office.

781 (8) The approval of any self-dealing transaction.

### 782 **Section 7. Finance Committee**

783 The Finance Committee shall consist of the treasurer of SDCMS as chair and at least four (4)  
784 additional members. This committee shall review all questions of finance referred to it by the BOD or  
785 president and shall make recommendations to the BOD in writing. It shall annually review the expenditures  
786 and income of SDCMS and develop a budget to be presented to the BOD. The committee shall review the  
787 financial status of SDCMS at least quarterly.

788           **Section 8. Bylaws Committee**

789           (a) The Bylaws Committee shall consist of at least six (6) active members of SDCMS, with the chair  
790 to be designated by the president.

791           (b) Duties:

792                 (1) To consider all proposed bylaw changes referred to the committee and, after careful  
793 consideration, make recommendation to the BOD regarding such proposals.

794                 (2) To review the bylaws and report to the BOD the committee's recommendation for changes in  
795 regard to the intent, clarity, wording or readability of the bylaws.

796                 (3) The committee will annually review policies and procedures, maintain a current Policies and  
797 Procedures Manual, and present this to the BOD when requested.

798           **Section 9. Communications Committee**

799           (a) The Communications Committee will coordinate, in cooperation with the BOD and the Executive  
800 Director, both internal communications between and among SDCMS leadership, committees and members,  
801 and external communications with outside stakeholders, including communications media. The  
802 Communications Committee is charged with developing rapid responses as needed to news events and  
803 other developments to implement SDCMS policy.

804           (b) The Communications Chair, a yearly appointment by the president, will serve as a voting member  
805 of the BOD and the Executive Committee. The Communications Chair may also serve as Editor of the San  
806 Diego Physician magazine, but this is not mandatory. When Editor and Communications Chair are not  
807 identical, the Editor will be a non-voting member of the BOD.

808           **Section 10. The Nominating Committee**

809           The composition and function of the nominating committee is addressed in Article X.

810           **Section 11. Medical Review and Advisory Committee**

811           The Medical Review and Advisory Committee shall consist of not less than seven (7) active  
812 members of the Society representing diverse specialties. It shall be the duty of this committee to implement  
813 the provisions of any contract or agreement between this Society and any insurance carrier providing for  
814 peer review of applications for professional liability insurance and claims alleging malpractice. It shall be the  
815 duty of the committee to cooperate with the insurance carrier in promoting and conducting educational  
816 programs relating to the causes and prevention of malpractice claims.

817

818 **ARTICLE XIII - CORPORATE PROPERTY**

819 **Section 1. Interest in Corporate Property**

820 No person other than an active or associate member in good standing shall have any interest in the  
821 property of SDCMS, and such interest therein shall cease when they cease to be an active or associate  
822 member in good standing of SDCMS. If any active or associate member shall resign, be suspended, placed  
823 on probation or leave of absence, expelled or cease to be an active or associate member of SDCMS, all of  
824 the member's interest in and to all property of SDCMS shall cease, and such cessation of membership shall  
825 operate as a release and assignment to SDCMS of all of the rights to title and interest of such member in  
826 and to all property of SDCMS.

827 **Section 2. Reserve Funds**

828 The financial assets of SDCMS will be maintained in two separate financial classes - Reserve Funds  
829 and Operating Funds. The Executive Committee will formally designate the starting amounts for Reserve  
830 Funds.

831 The Executive Committee is encouraged to, and may at it's discretion, add to Reserve Funds at any  
832 time, but such addition must be formally documented and reported to the BOD. Once formally designated as  
833 Reserve Funds, those monies designated as Reserve Funds may only be withdrawn as follows:

834 (a) As part of the creation and approval process for the annual budget, the Executive Committee and  
835 BOD may authorize the use of Reserve Funds, as part of the current Fiscal Year's budget, monies up to but  
836 not exceeding the previous Fiscal Year's net increase in Reserve Funds due to investment gains.

837 (b) The Executive Committee of the Board of Directors (BOD) may propose a withdrawal from  
838 Reserve Funds greater than the previous Fiscal Year's net increase due to investments only with a two thirds  
839 (2/3) majority of the entire voting membership of the Executive Committee.

840 (c) If and only if approved by the Executive Committee as in paragraph (b) above, the BOD may  
841 approve the proposed withdrawal from Reserve Funds of monies greater than the previous Fiscal Year's net  
842 increase due to investments with a two-thirds (2/3) majority vote of the entire voting membership of the BOD.

843 (d) If approved by the BOD in paragraph (c) above, the Secretary will cause an announcement to be  
844 placed in the publication of the SDCMS stating the reason and amount of the withdrawal of Reserve Funds.

845

846 **ARTICLE XIV - AMENDMENTS**

847 **Section 1. Proposing Amendments to ByLaws**

848 Amendments may be proposed in any of the following manners:

849 (a) Any five (5) directors may vote to submit a proposed amendment to the BOD.

850 (b) Any twenty-five (25) active members in good standing may submit a petition proposing an  
851 amendment.

852 (c) Any majority vote of the District 1 CMA Delegation who are members of SDCMS may submit an  
853 amendment to the BOD.

854 (d) The Bylaws Committee, by a majority vote, may submit a proposed bylaw amendment to the  
855 BOD.

856 **Section 2. Adoption of Bylaws**

857 (a) A proposed bylaw amendment shall be considered adopted after successfully fulfilling any of the  
858 following mechanisms:

859 (1) Receiving a majority vote of all eligible members voting on the issue on Society ballots,  
860 providing a minimum of 25% of those eligible to vote have cast ballots.

861 (2) Receiving a two-thirds (2/3) affirmative vote of the entire voting membership of the BOD.

862 (b) The BOD cannot vote on amendments that

863 (1) change the number of members of the BOD (except as specifically identified in section 12 of  
864 Article VII when membership changes).

865 (2) change the powers, or limitations of powers, of the BOD and officers of SDCMS.

866 (3) adopt, amend or repeal bylaws which would materially and adversely affect the rights of  
867 members as to voting, dissolution, redemption or transfer.

868 (4) increase or decrease the number of members authorized in total or for any category.

869 (5) effect an exchange, recategorization or cancellation of all or part of the membership.

870 (6) authorize a new category of membership.

871 (7) extend the terms of the directors.

872 (8) change the quorum required at a meeting of the members.

873 (9) adopt, amend or repeal provisions regarding voting by proxy or cumulative voting.

874 (b) The BOD may amend the bylaws by the following procedure.

875 (1) Bylaws amendments must be mailed to the BOD ten (10) days before the next meeting of the  
876 BOD.

877 (2) The bylaws amendment would then be considered or discussed, not acted upon.

878 (3) The BOD must then refer the proposed bylaws amendment to the Bylaws Committee for  
879 review and consideration.

880 (4) The BOD then must consider the bylaws amendment at its next regular BOD meeting for final  
881 approval by a two-thirds (2/3) majority vote of the entire voting membership of the BOD.

882 (c) On bylaws amendments proposed by the Bylaws Committee to the BOD, the BOD must discuss  
883 and consider the proposal. A majority vote of the BOD would place it on the agenda of the next BOD  
884 meeting. After discussion at the second BOD meeting, the bylaws amendment would be considered  
885 approved after receiving a two-thirds (2/3) majority vote of the entire voting membership of the BOD.

886 **ARTICLE XV - MISCELLANEOUS**

887 **Section 1. Ethics**

888 The Principals of Medical Ethics promulgated from time to time by AMA, CMA and SDCMS shall  
889 regulate and govern all members of this Society.

890 **Section 2. Indemnification of Directors, Officers, Employees and Other Agents**

891 (a) This Society shall indemnify any of its agents against expenses, judgments, fines settlements or  
892 other amounts actually and reasonably incurred in connection with activities undertaken at SDCMS' request  
893 if such person acted in good faith and in a manner the person reasonably believed to be in the best interest  
894 of SDCMS and to the extent such indemnification is permitted under California law.

895 (b) For the purposes of this section, "agent" means any person who is or was a director, officer,  
896 employee, committee member or other agent of SDCMS who is or was serving at the request of SDCMS;  
897 and, "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal,  
898 administrative or investigative.

899 (c) Indemnification may be authorized only as to a specific case upon a determination that  
900 indemnification is proper under the circumstances by either a majority vote of those present and voting of a  
901 quorum consisting of directors who are not parties to the proceeding, or by approval of the members of  
902 SDCMS, with the persons to be indemnified not being entitled to vote or upon court approval.

903 (d) SDCMS shall have the power to purchase and maintain insurance on behalf of any agents of  
904 SDCMS against any liability asserted against or incurred by the agent in such capacity or arising out of the  
905 agent's status as such, whether or not SDCMS would have the power to indemnify the agent against such  
906 liability under the provisions of these bylaws.

907 **ARTICLE XVI - RECORDS AND REPORTS**

908 **Section 1. Maintenance of Society Records**

909 SDCMS shall keep at its principal office (1) adequate and correct books and records of account, (2)  
910 minutes in written form of the proceedings of its members, the BOD and other committees, and (3) a record  
911 of its members, giving their names and addresses and the category of membership held by each.

912 **Section 2. Members' Inspection Rights**

913 Any active member may at all reasonable times during office hours inspect and copy the records of  
914 active members' names and addresses or obtain from the secretary a list of such members' names and  
915 addresses and inspect the accounting books and records and minutes of the proceedings of members, the  
916 BOD and committees of SDCMS (all pursuant to Sections 8330 through 8338 of the California Nonprofit  
917 Mutual Benefit Corporations Law)

918 **Section 3. Maintenance and Inspection of Articles and Bylaws**

919 SDCMS shall keep at its principal office the original or a copy of the Articles of Incorporation and  
920 bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during  
921 office hours. Upon request, any member may obtain a copy of the bylaws as amended to date.

922 **Section 4. Inspection by Directors**

923 Every director shall have the right at any reasonable time to inspect all books, records and  
924 documents of every kind and the physical properties of SDCMS (pursuant to Section 8334 of the California  
925 Nonprofit Mutual Benefit Corporations Law).

926 **Section 5. Annual Report**

927 The BOD shall cause an annual report to be prepared not later than one hundred twenty (120) days  
928 after the close of SDCMS' fiscal year, shall notify each active member yearly of the right to receive an annual  
929 report and shall promptly cause the most recent annual report to be sent to any active member who requests  
930 one in writing (as provided by Section 8321 of the California Nonprofit Mutual Benefit Corporations Law).



931 **ARTICLE XVII**

932 Any and all previous bylaws of this Society are hereby repealed.

933 **Records of Changes**

934 **Revision 1** - 2006 Annual Election– Bylaws revision approved by vote of membership.

- 935 • Added new Section 2 to Article XIII. The principle reason for the By-Laws revision is to safeguard
- 936 and “lock-down” the recent proceeds from the sale of the SDCMS office building complex. With the
- 937 sale of the building and it’s net proceeds of approximately \$5 million, the Executive Committee felt it
- 938 necessary to add language to the By-Laws protecting these assets from casual or unplanned
- 939 disbursements. This revision forces any disbursement of the funds designated at “Reserve Funds” to
- 940 be voted on by a super-majority both the Executive Committee and the Board of Directors.

941 **Revision 2** – 2007 Annual Election – Bylaws revision approved by vote of membership.

- 942 • Article VII, section 2. Added alternate director positions for Student, Resident, Young Physician and
- 943 Retired Physician directors.
- 944 • Article X, Extensively revised the entire election process to allow for electronic voting.

945 **Revision 3** – March 2007 – Bylaws revision approved by BOD.

- 946 • In accordance with Article VII, Section 12, because of membership growth, BOD added one (1)
- 947 geographic director, for a total of 13 geographic directors, one (1) alternate at large director for a
- 948 total of seven (7) alternate at large directors, and one at large director for a total of seven (7) at large
- 949 directors.

950 **Revision 4** – August 2007 – Bylaws revision approved by BOD.

- 951 • Article III, section 12.c. Eliminated requirement that probationary members may not be listed in the
- 952 directory.
- 953 • Article VIII, section 9. Added terms and term limits for AMA delegates.

954 **Revision 5** – October 2007 – Bylaws revision approved by BOD.

- 955 • Article VII, Section 9. Clarified that term limits for members of the BOD shall be two (2) consecutive
- 956 full three (3) year terms in *each* of the four categories of directors – geographic, geographic
- 957 alternate, at-large and at-large alternate.
- 958 • Article VIII, Section 3.b. Added Communication Chair as a voting member of the Delegation.
- 959 • Article X, Section 2.c. Changed date for filing of some election petitions to 30 days prior to the first
- 960 Tuesday in May.

961 **Revision 6** – May 2008 – Bylaws revision approved by BOD.

- 962 • Article XII, Section 6. Added the Chair of the Legislative Committee and any District 1 Trustees not
- 963 on the Executive Committee because of another office, as *ex-officio*, non-voting, members of the
- 964 Executive Committee

965 **Revision 7-** May 2016 - Bylaws revision approved by BOD.

- 966 • Article X, section 1. Updated to reflect the CMA definition of Young Physician
- 967 • Article VII, section 1 and 2. Updated to reflect action taken in 2010 to add one Alternate, one At
- 968 Large Alternate and one Geographic Alternate as a result of redistricting.
- 969 • Article III, section 8. Updated the requirement for a dual county member to either live or work in San
- 970 Diego county
- 971 • Article III, section 7. Updated to reflect the CMA definition of Government Employment members
- 972 • Article V, section 3. Updated to reflect the CMA revised membership drop date