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RECORDS OF CHANGES

SDCMS Bylaws

ARTICLE I: PURPOSES
Section 1. Purpose
The San Diego County Medical Society, Incorporated, hereinafter referred to as SDCMS, shall unite with similar societies in the state of California to form the California Medical Association, hereinafter referred to as CMA. SDCMS shall act independently, as well as jointly, with CMA to promote the science and art of medicine, the quality care and wellbeing of patients, the protection of the public health, the betterment of the medical profession, and the adjudication of ethical relations of its members, as well as the provision of education to its members in scientific, social, legal, ethical, and medico-economic aspects of medical practice.

Section 2. Charter From CMA
SDCMS shall operate as a component county society under charter of CMA. All the provisions of the bylaws of CMA in force at the time of the adoption of these bylaws, together with all amendments to those bylaws thereafter adopted, shall, so far as applicable, be an integral part of the bylaws of SDCMS. In the event the bylaws or any provision of the bylaws adopted by SDCMS conflict with the bylaws of CMA, 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, hereinafter 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 that 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 no more than ninety (90) days after the receipt of the request. Such special notice shall state the date of the special meeting that 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, 4th edition or 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, hereinafter 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 the following:
(a) Active.
(b) Resident physician.
(c) Medical student.
(d) Associate.
(e) Government-employed.
(f) Multiple membership.
(g) Retired physician.
(h) Honorary.
(i) International.
(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:
   (i) 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
   (ii) 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 percent (50%) 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, 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 8. Multiple Membership
Any physician holding active membership in any other county medical society chartered by CMA shall be eligible to make application for multiple membership.

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 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.

Section 11. International Membership
(a) The BOD may elect as international member physicians who hold the degree of doctor of medicine, doctor of osteopathy, or their equivalent, and must hold an unrevoked and unsuspended license to practice medicine and surgery issued by the international member’s country of residence.

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

Section 12. Probationary Membership
(a) Any member whose license to practice medicine and surgery is subject to conditions of probation by the Medical Board of California or the Osteopathic Medical Board of California shall automatically become a probationary member of SDCMS.
Such member may apply to the BOD for restoration of said previous membership following termination of the probationary status of his/her license by the Medical Board of California or the Osteopathic Medical Board of California.

(c) Probationary members are not entitled to vote or hold elective office or committee appointments in SDCMS.

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

Section 13. Leave of Absence

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

   (i) Serious illness or incapacitation.
   (ii) Postgraduate study.
   (iii) Active duty with the armed forces of the United States.
   (iv) For other reasons adequate in the judgment of the BOD.

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

Section 14. Election to Membership

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

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

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

(d) No applicant shall be rejected for membership, except after compliance with the procedure for admission set forth in the bylaws of CMA.

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

Section 15. Transfers to or from SDCMS
(a) Upon recommendation of the Membership Committee, a physician whose application is accompanied by a transfer card from another component society of CMA within sixty (60) days of the issuance of said card may be admitted to membership by an affirmative vote of three-fourths (3/4) of the BOD or Executive Committee members present and voting. No annual dues for the current year shall be charged against a transfer applicant, provided the applicant has paid current dues to the component society from which the transfer card was obtained.

(b) A member in good standing of SDCMS, who is free from all indebtedness to SDCMS and against whom no charges are pending, may be granted a transfer card. Such card shall state the date the applicant became affiliated with SDCMS, the date of issuance of the card, the date of expiration of current 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 SDCMS 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 SDCMS, 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.

ARTICLE V: DUES AND ASSESSMENTS

Section 1. Raising of Funds
Funds shall be raised by annual per capita assessment of dues upon the various categories of membership. Within each category of membership, the annual dues shall be equal and uniform. Between categories, the amount of annual dues may vary. The BOD may approve uniform discount policies to annual dues. Funds may also be raised by voluntary contributions, or by special assessment or in any other manner approved by the BOD.

Section 2. Annual Dues
(a) The annual dues for each category of membership shall be fixed by the BOD by August. Dues shall be payable January 1 for the ensuing calendar year.
(b) The annual dues payable to SDCMS by active members shall include the amount fixed by the BOD as the dues to be retained by SDCMS, and the annual dues payable to CMA. Likewise, the annual dues payable to SDCMS by associate members shall include any required dues to CMA.

Section 3. Delinquency
Membership shall terminate automatically if the annual dues of any member of any category are delinquent after April 1. Such delinquent former members who desire reinstatement may be required at the discretion of the BOD to reapply for membership and/or pay a reinstatement fee in addition to the regular dues.

Section 4. Waiver of Dues
The BOD may, for good and sufficient reason, remit or reduce the dues, assessments and/or other 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:

(i) Physician population.
(ii) Geographical area and topographical features.
(iii) 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 the following:

(a) Five (5) officers: president, president-elect, secretary, treasurer, and immediate past president.
(b) Thirteen (13) district directors.
(c) Seven (7) 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) Seven (7) 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 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.

Section 4. Duties

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

Section 5. Chair

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

Section 6. Meetings

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

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

Section 7. Quorum
A majority of the voting members of the BOD, including the presiding officer, shall constitute a quorum for the transaction of business.

Section 8. Vacancies
(a) Vacancies occurring during the unexpired term of any of the directors may be filled either by BOD appointment or by special election, at the discretion of the BOD.
(b) The individual filling the vacancy shall serve out the full portion of the term of office for that position.

Section 9. Limits of Terms
Directors shall be limited to serving two (2) consecutive full three (3) year terms in each of the four categories of directors: geographic, geographic alternate, at-large, and at-large alternate.

Section 10. Elections and Terms
Terms will be adjusted such that one-third (1/3) of district directors, district alternate directors, at-large directors, and at-large alternate directors shall stand for election at each annual election.

Section 11. Removal of BOD Members
(a) Removal for cause: The BOD may declare vacant the office of a director who has been declared of unsound mind by a final order of court, convicted of a felony, or who ceases to be an active member of SDCMS with the right to vote. The BOD, with a two-thirds (2/3) majority of those present and voting, may remove a director from the BOD who has two (2) unexcused absences in twelve (12) months.
(b) Removal without cause: The president, president-elect, secretary, treasurer, immediate past president, at-large directors, or at-large alternates may be removed from the BOD without cause if such removal is approved by the members of SDCMS. District directors or district alternate directors may be removed from the BOD without cause only by the members of that district. The process for removal is stated in Article X, Section 6 of these bylaws.

Section 12. Growth in the BOD When Active Membership Grows
(a) The BOD shall consist of at least twenty-eight (28) voting members but no more than fifty-five (55) voting members, unless changed by amendment of these bylaws. The exact number of voting directors shall be fixed, within those limits, by the BOD pursuant to the rules set forth in these bylaws.
(b) The BOD, with a two-thirds (2/3) majority vote of those present and voting, may add one (1) at-large director and one (1) at-large alternate for every two (2) additional voting members of the Delegation assigned by CMA.
(c) The BOD, with a two-thirds (2/3) majority vote of those present and voting, may add one (1) district director for every two (2) additional voting members of the Delegation assigned by CMA.
(d) The BOD, with a two-thirds (2/3) majority vote of those present and voting, may add one (1) district alternate director for every four (4) additional voting members of the Delegation assigned by CMA.
Section 13. Dual Office Holders
No person may simultaneously serve in two or more voting positions on the BOD.

Section 14. Parliamentary Procedure
(a) The proceedings of BOD shall be governed by The Standard Code of Parliamentary Procedure by Sturgis, 4\textsuperscript{th} edition or most recent revision.
(b) A majority of those present and voting shall decide all questions presented, except as otherwise provided in these bylaws.

ARTICLE VIII: CALIFORNIA MEDICAL ASSOCIATION DELEGATION

Section 1. Purpose
(a) The CMA District I Delegation exists for the purpose of representing the members of the San Diego and Imperial County medical societies to CMA and to attend the annual session of the CMA HOD so as to formulate policy.
(b) The functions of the District I 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 (1) voting delegate and one (1) 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 Communications 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.

Section 6. Delegation Committees
There will be two forms of Delegation committees: standing and policy. Every member of the delegation will be assigned to one of each. Standing committees are:
(a) Executive, consisting of the chair, vice chair, and chairs of the other standing committees.
(b) Bylaws.
(c) Communications.
(d) Development.
(e) Finance.
(f) Resolutions.
Policy committees will be matched to CMA reference committees and will be responsible for reviewing each such committee’s resolutions and making recommendations regarding these resolutions to the Delegation as a whole.

Section 7. Quorum
A majority of the members of the Delegation shall constitute a quorum at the annual meeting of the HOD.

Section 8. CMA Trustees
Trustees to CMA from SDCMS shall be elected and serve as prescribed by the bylaws of CMA.

Section 9. AMA Delegates and Alternate Delegates
(a) Delegates and alternate delegates to AMA from SDCMS shall be elected by the vote of SDCMS members who are also members in good standing of AMA, and shall serve as prescribed by the bylaws of CMA. Terms shall be for three (3) years.
(b) Delegates shall be limited to serving four (4) consecutive full three (3) year terms as AMA delegates. Alternate delegates shall be limited to serving four (4) consecutive full three (3) year terms as AMA alternate delegates.
ARTICLE IX: OFFICERS

Section 1. Officers
The officers of SDCMS shall be a president, president-elect, immediate past-president, secretary, and treasurer.

Section 2. Election of Officers
The president-elect, secretary, and treasurer shall be elected annually at large from SDCMS for a term of one (1) year and shall serve until their successors are installed.

Section 3. The President
The president shall be the leader and official speaker for SDCMS. The president shall be a member and chair of the BOD, a member of the Delegation to CMA, a member and chair of the Executive Committee, and an ex-officio member of all committees. In addition, the president shall fill those positions normally accorded to the president of SDCMS. The president shall preside as chair at all general meetings of SDCMS and shall perform such duties as custom and parliamentary usage require.

Section 4. The President-elect
(a) The president-elect shall be a member of the Delegation to CMA and a member of the Executive Committee. The president-elect shall assist the president in the discharge of the latter’s duties, and in the president’s absence, shall assume the duties of the president.
(b) The president-elect will be installed as the president at the close of the president’s term of office.
(c) In the event the president of SDCMS dies or resigns, or becomes disabled or disqualified in office for any other reason, as determined by the BOD, with a two-thirds (2/3) majority vote of those present and voting, the president-elect shall automatically become acting president and shall continue to fulfill the duties of president-elect for that year.
(d) If the president and president-elect die or resign, or become disabled or disqualified in office for any other reason, as determined by the BOD, with a two-thirds (2/3) majority vote of those present and voting, the secretary shall serve as secretary, acting president, acting president-elect, and acting chair of the BOD until a new president and president-elect have been chosen by special election and installed. The method and terms of this election shall be determined by the BOD.
(e) In the event the president-elect dies or resigns, or becomes disabled or disqualified in office for any other reason, as determined by the BOD, with a two-thirds (2/3) majority vote of those present and voting, the president shall serve in the capacity of president and president-elect until a new president-elect has been chosen by a special election and installed. The method and terms of this election shall be determined by the BOD.

Section 5. The Secretary
The secretary shall be a member of the BOD, a member of the Delegation to CMA, a member of the Executive Committee, and serve as chair of the Membership Committee. The secretary shall attend all business meetings of SDCMS and of the BOD, and shall provide that minutes be kept of their respective proceedings and shall cause to have published a summary of all minutes of the BOD in the official publication of SDCMS.

Section 6. The Treasurer
The treasurer shall be a member of the BOD, a member of the Delegation to CMA, a member of the Executive Committee, and shall serve as chair of the Finance Committee. The treasurer shall be responsible for the accounting of all monies received, and shall deposit same to the credit of SDCMS in a safe depository and shall submit SDCMS accounts to the examination of a certified public accountant annually at the end of each fiscal year. The treasurer shall be bonded at SDCMS expense in an amount to be determined by the BOD.

Section 7. Vacancies
Vacancies for officers will be filled by special election. The method and terms of this election shall be determined by the BOD.

ARTICLE X: ELECTION TO OFFICES

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

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

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

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

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

Section 2. Nomination by Petition
(a) Any qualified member may be nominated for any of the above-mentioned district offices by petition signed by at least four percent (4%) of district members eligible to vote for such office.

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

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

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

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

Section 3. Manner of Election

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

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

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

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

   (i) Voting using electronic voting systems approved by the Executive Committee, or
   
   (ii) Requesting a paper ballot, mailing or delivering the marked ballot to the office of SDCMS by noon of the last official day of receipt of ballots: the first Tuesday of May.

(e) The president, with the approval of the BOD, shall approve an election committee to oversee the election. The committee will review and approve safeguards for electronic voting.
(f) The secretary shall turn over any paper ballots received to the election committee.

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

Section 4. Election

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

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

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

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

Section 5. Restrictions on Voting

Neither cumulative voting nor voting by proxy shall be allowed.

Section 6. Recall Election

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

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

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

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

(e) If less than one-third (1/3) of those eligible to vote participate, the election shall be declared null and void.
Section 7. Assumption of Duties
Assumption of duties for officers and directors will be effective the date of the annual meeting.

ARTICLE XI: SECTIONS

Section 1. Purpose and Formation
Sections may be formed in SDCMS for the presentation, discussion, and study of subjects and the conduct of matters pertaining to the science and art of medicine or for such other purposes as they may determine. Each section shall elect its own officers. The officers of each section shall be responsible for proper keeping of records of the section meetings. Each section shall have the right and power, subject to the approval of the BOD, to levy any dues or compulsory assessments on its members and contributions may be made or received at any time for any purpose not in conflict with the bylaws of SDCMS.

Section 2. Services for Sections
Office, meeting facilities, and administrative services shall be made available to the sections at the discretion of the BOD.

ARTICLE XII: COMMITTEES

Section 1. Appointment of Committees
(a) Except as noted below, the president shall annually appoint, with the advice and consent of a majority of BOD, standing committees and such other committees as are necessary to carry out the business and purposes of SDCMS. The president shall clearly describe the duties and functions of each committee and shall notify the chair and members of the committee of their appointment as soon as possible after installation. The president shall notify the membership, through publication in the earliest possible edition of the official SDCMS publication and by any other practical means, of the membership of each committee.

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

Section 2. Appointment of Special Committees
The president, with the advice and consent of a majority of the BOD, may appoint or authorize the appointment of special committees which may be reappointed from year to year if their work is of a nature to demand attention.

Section 3. Standing Committees
The standing committees shall be:
(a) Membership Committee.
(b) Professional Conduct Committee.
(c) Executive Committee.
Section 4. Membership Committee
(a) The Membership Committee shall consist of three (3) or more members of SDCMS, and the chair shall be the secretary of SDCMS.
(b) The committee will promote strategies to recruit and retain members of SDCMS.
(c) The committee shall faithfully and carefully investigate the personal and professional standing of all applicants for membership and report the same with recommendations to the BOD.
(d) The committee shall carefully evaluate those applying for membership to the end that the membership in SDCMS may be accepted as proof of a physician’s high professional character, ethical conduct, scientific training and ability.
(e) The chair of the committee shall submit the report of the committee to the BOD or the Executive Committee at each of its regular meetings, either in person or by a duly appointed designee.
(f) The committee shall follow procedures contained in the bylaws of CMA.

Section 5. Professional Conduct Committee
(a) The Professional Conduct Committee shall consist of not less than nine (9) active members. It shall be the duty of this committee, upon the request of the BOD or upon its own initiative, to investigate all matters of dispute, controversy, contention, or grievance arising between members, or between members and others, and to hold hearings thereon and to make such recommendations to the BOD as are deemed necessary.
(b) It shall also be the duty of this committee, upon request of a party or parties concerned, or upon the request of the BOD, to arbitrate such disputes, controversies, contentions, or grievances.
(c) It shall be the duty of every member of SDCMS to appear before this committee at any time when called and give the committee all the information known on the case or subject being investigated.
(d) This committee shall have authority to censure any member of SDCMS if, after a hearing with the physician, a majority of the committee members present believe the physician is guilty of charges of such a serious nature as to warrant a censure letter to the physician.
(e) The committee may recommend to the BOD any other action the committee feels is appropriate to the charges.
(f) Hearings before this committee shall be private, and legal counsel shall not be present unless within the sole discretion of the committee it shall be deemed necessary.

Section 6. Executive Committee
(a) The Executive Committee shall consist of the president of SDCMS who shall chair the committee, the immediate past president of SDCMS, the president-elect of SDCMS, the secretary, the treasurer, the Delegation chair (or in the absence of the Delegation chair, the vice chair of the Delegation), and the Communications chair. The BOD shall elect two (2) directors as representatives to the Executive Committee, who shall be full voting members of the Executive Committee. The executive director of SDCMS, the chair of the Legislative Committee, and any CMA trustees representing District I not on the Executive Committee by way of another office will be non-voting ex-officio member of the Executive Committee.

(b) Meetings:
   (i) Regular meetings of the Executive Committee will be held at the principal offices of SDCMS or at any other mutually acceptable location at a time set by the president. Additional notice to its members is unnecessary.
   (ii) Special meetings of the Executive Committee will be held at the principal office of SDCMS unless otherwise designated in the meeting notice. Special meetings may be called by the president or any other three (3) members of the committee by written notice to the other members. Notice of a special meeting shall be mailed at least seven (7) days prior to the meeting unless such notice is waived in writing by all members of the committee.
   (c) Minutes shall be kept of all meetings of the Executive Committee.
   (d) A majority of the voting members of the Executive Committee shall constitute a quorum for the transaction of business.
   (e) The Executive Committee shall be vested with all the power and authority of the BOD, except with respect to the following actions:
      (i) The approval of any action that also requires approval of the members.
      (ii) The filling of any vacancies on the Executive Committee.
      (iii) The fixing of compensation of BOD members for serving on the BOD or on any committee, if compensation is paid.
      (iv) The amendment, repeal, or adoption of new bylaws.
      (v) The amendment or appeal of any resolution of the BOD, which by its express terms is not so amendable or appealable.
      (vi) The appointment of committees of the BOD or the members thereof.
      (vii) The expenditure of SDCMS funds or resources to support a nominee for SDCMS office.
      (viii) The approval of any self-dealing transaction.

Section 7. Finance Committee

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

Section 8. Bylaws Committee
(a) The Bylaws Committee shall consist of at least six (6) active members of SDCMS, with the chair to be designated by the president.

(b) Duties:
   (i) To consider all proposed bylaw changes referred to the committee and, after careful consideration, make recommendation to the BOD regarding such proposals.
   (ii) To review the bylaws and report to the BOD the committee’s recommendation for changes in regard to the intent, clarity, wording, or readability of the bylaws.
   (iii) The committee will annually review policies and procedures, maintain a current policies and procedures manual, and present this to the BOD when requested.

Section 9. Communications Committee
(a) The Communications Committee will coordinate, in cooperation with the BOD and the executive director, both internal communications between and among SDCMS leadership, committees, and members, and external communications with outside stakeholders, including communications media. The Communications Committee is charged with developing rapid responses as needed to news events and other developments to implement SDCMS policy.

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

Section 10. Nominating Committee
The composition and function of the Nominating Committee is addressed in Article X.

Section 11. Medical Review and Advisory Committee
The Medical Review and Advisory Committee shall consist of not less than seven (7) active members of SDCMS representing diverse specialties. It shall be the duty of this committee to implement the provisions of any contract or agreement between SDCMS and any insurance carrier providing for peer review of applications for professional liability insurance and claims alleging malpractice. It shall be the duty of the committee to cooperate with the insurance carrier in promoting and conducting educational programs relating to the causes and prevention of malpractice claims.

ARTICLE XIII: CORPORATE PROPERTY

Section 1. Interest in Corporate Property
No person other than an active or associate member in good standing shall have any interest in the property of SDCMS, and such interest therein shall cease when they cease to be an active or associate member in good standing of SDCMS. If any active or associate member shall resign, be suspended, placed on probation or leave of absence,
expelled, or cease to be an active or associate member of SDCMS, all of the member’s interest in and to all property of SDCMS shall cease, and such cessation of membership shall operate as a release and assignment to SDCMS of all of the rights to title and interest of such member in and to all property of SDCMS.

Section 2. Reserve Funds

The financial assets of SDCMS will be maintained in two separate financial classes: Reserve Funds and Operating Funds. The Executive Committee will formally designate the starting amounts for Reserve Funds. The Executive Committee is encouraged to, and may at its discretion, add to Reserve Funds at any time, but such addition must be formally documented and reported to the BOD. Once formally designated as Reserve Funds, those monies designated as Reserve Funds may only be withdrawn as follows:

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

(b) The Executive Committee of the board of directors (BOD) may propose a withdrawal from Reserve Funds greater than the previous fiscal year’s net increase due to investments only with a two thirds (2/3) majority of the entire voting membership of the Executive Committee.

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

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

ARTICLE XIV: AMENDMENTS

Section 1. Proposing Amendments to Bylaws

Amendments may be proposed in any of the following manners:

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

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

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

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

Section 2. Adoption of Bylaws

(a) A proposed bylaw amendment shall be considered adopted after successfully fulfilling any of the following mechanisms:
(i) Receiving a majority vote of all eligible members voting on the issue on SDCMS ballots, providing a minimum of twenty-five percent (25%) of those eligible to vote have cast ballots.

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

(b) The BOD cannot vote on amendments that:

(i) Change the number of members of the BOD (except as specifically identified in Section 12 of Article VII when membership changes).

(ii) Change the powers, or limitations of powers, of the BOD and officers of SDCMS.

(iii) Adopt, amend, or repeal bylaws that would materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer.

(iv) Increase or decrease the number of members authorized in total or for any category.

(v) Effect an exchange, recategorization, or cancellation of all or part of the membership.

(vi) Authorize a new category of membership.

(vii) Extend the terms of the directors.

(viii) Change the quorum required at a meeting of the members.

(ix) Adopt, amend, or repeal provisions regarding voting by proxy or cumulative voting.

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

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

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

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

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

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

ARTICLE XV: MISCELLANEOUS

Section 1. Ethics

The principals of medical ethics promulgated from time to time by AMA, CMA, and SDCMS shall regulate and govern all members of SDCMS.

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

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

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

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

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

ARTICLE XVI: RECORDS AND REPORTS

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

Section 2. Members’ Inspection Rights
Any active member may at all reasonable times during office hours inspect and copy the records of active members’ names and addresses or obtain from the secretary a list of such members’ names and addresses and inspect the accounting books and records and minutes of the proceedings of members, the BOD and committees of SDCMS (all pursuant to Sections 8330 through 8338 of the California Nonprofit Mutual Benefit Corporations Law).

Section 3. Maintenance and Inspection of Articles and Bylaws
SDCMS shall keep at its principal office the original or a copy of the articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. Upon request, any member may obtain a copy of the bylaws as amended to date.

Section 4. Inspection by Directors
Every director shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of SDCMS (pursuant to Section 8334 of the California Nonprofit Mutual Benefit Corporations Law).

Section 5. Annual Report
The BOD shall cause an annual report to be prepared not later than one hundred twenty (120) days after the close of SDCMS’ fiscal year, shall notify each active member yearly of the right to receive an annual report and shall promptly cause the most recent annual report to be sent to any active member who requests one in writing (as provided by Section 8321 of the California Nonprofit Mutual Benefit Corporations Law).

**ARTICLE XVII**

Any and all previous bylaws of SDCMS are hereby repealed.

**RECORDS OF CHANGE**

**Revision 1. 2006 Annual Election. Bylaws revision approved by vote of membership.**
Added new Section 2 to Article XIII. The principle reason for the bylaws revision is to safeguard and “lock down” the recent proceeds from the sale of the SDCMS office building complex. With the sale of the building and its net proceeds of approximately $5 million, the Executive Committee felt it necessary to add language to the bylaws protecting these assets from casual or unplanned disbursements. This revision forces any disbursement of the funds designated as “Reserve Funds” to be voted on by a super-majority of both the Executive Committee and the board of directors.

**Revision 2. 2007 Annual Election. Bylaws revision approved by vote of membership.**
Article VII, Section 2. Added alternate director positions for student, resident, young physician, and retired physician directors.
Article X. Extensively revised the entire election process to allow for electronic voting.

**Revision 3. March 2007. Approved by BOD.**
In accordance with Article VII, Section 12, because of membership growth, BOD added one (1) geographic director, for a total of thirteen (13) geographic directors, one (1) alternate at-large director for a total of seven (7) alternate at-large directors, and one at-large director for a total of seven (7) at-large directors.

**Revision 4. August 2007. Bylaws revision approved by BOD.**
Article III, Section 12.c. Eliminated requirement that probationary members may not be listed in the directory.
Article VIII, Section 9. Added terms and term limits for AMA delegates.

**Revision 5. October 2007. Bylaws revision approved by BOD.**
Article VII, Section 9. Clarified that term limits for members of the BOD shall be two (2) consecutive full three (3) year terms in each of the four categories of directors: geographic, geographic alternate, at-large, and at-large alternate.
Article VIII, Section 3.b. Added Communications chair as a voting member of the Delegation.
Article X, Section 2.c. Changed date for filing of some election petitions to 30 days prior to the first Tuesday in May.

Article XII, Section 6. Added the chair of the Legislative Committee and any District I trustees not on the Executive Committee because of another office as ex-officio, non-voting members of the Executive Committee.