

BROOME COUNTY MEDICAL SOCIETY, Inc.

122 W. Main St.
Endicott, NY 13760

BYLAWS**ARTICLE I**

Name and Purpose

Section 1. The name and title of this Society shall be the Broome County Medical Society, Inc. It is an integral part of the Sixth District Branch of the Medical Society of the State of New York.

Section 2. Its purpose shall be to maintain a representative organization to consider and act upon matters affecting the practice of medicine or the public health of Broome County, New York, and to cultivate and advance education in the science of medicine and to maintain a high standard of integrity, honor and courtesy in the medical profession.

ARTICLE II

Membership Classes

Section 1. All members of this Society shall be doctors of medicine or osteopathy or medical students of good moral and professional standing, character and reputation.

Section 2. Membership in this Society shall be of 8 classes – Active, Young Physician, Resident or Fellow, Medical Student, Affiliate, Retired, Life, and Honorary.

Section 3. **Active** membership shall be limited to graduates of recognized medical schools or schools of osteopathy that leads to a degree qualifying the individual to practice medicine in the State of New York and who have established their legal residence or principle office in the County of Broome.

Section 4. Active members are eligible to be members of the Young Physician category if they have completed a residency training program and are age 40 or under or those regardless of age who have completed a residency training program within the past eight years. Young physicians shall have all the rights and privileges of Active members.

Section 5. **Resident** membership shall be limited to graduates of recognized schools of medicine or osteopathy who are in residency training or fellowship at an ACGME approved program in the County of Broome. Resident membership shall also be open to those with their legal residence in Broome County and meet any of the following criteria: (1) one year after graduation to medical school graduates who have not immediately entered a residency program; (2) for one year after a resident has resigned from a residency program to look for a new residency position in a different field or hospital; (3) for one year after a resident has resigned from a residency program for a personal or medical leave of absence; and (4) for the duration of a structured educational program taken within or immediately following residency training located in Broome County. Residents shall be eligible for membership whether or not they are duly licensed and registered to practice in New York State. A former student member of MSSNY shall be permitted to convert to resident member status during the first post-graduate year in an ACGME approved

residency training program upon payment of county and state dues. Resident members shall have all the rights and privileges of active membership. Dues and assessments for resident members shall be not more than one-tenth the amount levied on all other active members.

Section 6. **Medical students** shall be those members enrolled in a recognized medical school or greater than six (6) months of their medical school education is located in Broome County who are pursuing a course of study leading to the degree of doctor of medicine. A student member who is suspended from the rights and privileges of his or her medical school shall likewise be suspended for the same period of time from the Broome County Medical Society. Medical student members shall have voting rights, however, are not able to hold any of the officer positions other than Delegate or Alternate Delegate. The Board of Directors shall determine the dues of student members.

Section 7. An **Affiliate Member** is a member of the Broome County Medical Society who has left New York State, who has a license in good standing in another state and wishes to retain County and MSSNY membership for benefits retention or other reasons. The Board of Directors shall determine the annual dues for this category.

Section 8. **Retired** members are those physicians who are fully retired from the active practice of medicine, and have been Active members in good standing in MSSNY for 25 or more consecutive years. Dues are one-half the rate of Active dues and are payable annually until the member reaches the age of eligibility (67) for Life membership. Physicians have the option of being a retired member of county and state, or of MSSNY only.

Section 9. **Life Membership** is a dues exempt category for physicians, conferred by MSSNY and honored by the County, who have been members for a period of ten consecutive years and

- ◆ are fully retired from the active practice of medicine, and have reached the age of 67, **or**
- ◆ have reached the age of 72, regardless of practice status, **or**
- ◆ are permanently disabled.

All active members seeking Life membership must apply in writing. The request shall be forwarded to the Secretary of the Medical Society of the State of New York for presentation to the Council for approval. Life members shall be accorded all rights and privileges of active membership.

Section 10. **Honorary** members. The Broome County Medical Society Board of Directors may, from time to time, at its discretion bestow the category of “Honorary Member” on a physician who in the Board’s estimation deserves this distinction.

The Board may take into consideration any number of criteria, including but not limited to, length of membership in the Broome County Medical Society or any other New York State County Medical Society, distinguished service to humanity in the physician’s medical practice or in some other avenue of medicine, such as research. The member benefit for Honorary Members is communications from the Society, such as the monthly newsletter or meeting notices.

ARTICLE III

Membership Provisions

Section 1. Application for membership in this Society shall be made on a paper or electronic form prescribed by the Medical Society of the State of New York and sent to the Broome County Medical Society office. Staff will verify the application and send it without delay to the Board of Directors for review.

Section 2. Each application must be accompanied by County Society dues and the dues and assessments of the Medical Society of the State of New York for the current year. If the applicant is elected after the first of July, such dues and assessments shall be credited to the next calendar year.

Section 3. A majority of the Board of Directors shall approve the proposed members by voice vote at a Board of Directors meeting or via electronic vote. An applicant elected to membership in this Society (and by virtue thereof, to the Sixth District Branch and the Medical Society of the State of New York) shall be notified of this fact by the staff of the Broome Society. A copy of each application shall be sent to the Secretary of the Medical Society of the State of New York within ten days after a candidate has been elected to membership in this Society, along with payment of current year dues and assessments to the Medical Society of the State of New York.

Section 4. If the Board of Directors does not recommend the election of a candidate for membership, the Broome Society staff shall notify the candidate of this fact.

Section 5. An applicant not elected to membership in this Society shall have returned all moneys that may have been paid to the Society.

Section 6. Each active member of this Society, except as otherwise specifically provided for in these Bylaws, shall be eligible for nomination, election, and/or appointment to any office or official position in this Society, and shall be entitled to cast one vote for the election of officers or upon any other question which may come before the Society. The use of proxy votes is prohibited.

Section 7. Resignations from the Society must be in writing and delivered to the Board of Directors. If, after due consideration, the Board of Directors accepts the resignation, the member thereby severs all connection with the Society, the Sixth District Branch and the Medical Society of the State of New York. No resignation shall be accepted from a member who owes dues or assessments, or is under charges or is under suspension. A member shall be deemed to be under charges when, pursuant to these Bylaws, written charges against such member shall have been presented to the Society, or to the Board of Directors, before the receipt of the member's letter of resignation. No part of any assessment of dues shall be refunded to a member whose resignation has been accepted.

Section 8. Any former member who resigned or was resigned from membership in good standing, wishing to reactivate his or her membership may do so by applying for re-election to membership in the regular manner and by submitting payment of County Society dues and assessments for the year of reinstatement. Dues and assessments for the current year, of a member re-elected or reinstated to membership after July 1st shall be credited to the next year. If a former member is not re-elected or reinstated to membership all moneys paid to the Society for such re-election or reinstatement shall be returned to the applicant.

Section 9. When a member in good standing of this Society has established his or her principal office or legal residency in another county in this State, and upon written request, a certificate of transfer certifying good standing in this Society, signed by the President and Secretary, shall be transmitted to the Medical Society of the County to which the member removes, along with a copy of his or her original membership application. Similarly, an active member in good standing of another county medical society in this State, upon written request and provided he or she has established a principal office or legal residence

in Broome County, shall become a member of this Society upon presentation of a certificate of transfer certifying good standing in the county medical society from which the member is transferring.

Section 10. When a member in good standing, other than a Life member, removes from the State of New York permanently, he or she may apply for Affiliate or Associate membership. If the member does not elect to apply for Affiliate or Associate membership, his or her status shall be deemed that of a resigned member and he or she shall forfeit all rights and title to any share in the privileges and property of this Society, the Sixth District Branch, and the Medical Society of the State of New York.

Section 11. An active member in good standing of this Society may have his or her dues remitted by the Board of Directors for the current year because of illness, financial hardship or temporary service in the Armed Forces or in the United States Public Health Service. Following such action by the Board of Directors, the appropriate remission application shall be forwarded to the Secretary of the Medical Society of the State of New York requesting remission of the member's Medical Society of the State of New York membership dues. Remission of dues due to illness or financial hardship shall be limited to a maximum of five years.

Section 12. Any member who shall be convicted in a Court of Law of a felony or other crime evincing moral turpitude shall have his or her membership either suspended or revoked.

Section 13. No part of any dues or assessments paid to this Society shall be refunded to any member who, for any reason, severs his or her connections with this Society.

Section 14. A member of this Society is in good standing if he or she is not in arrears in the payment of his or her dues and assessments and if he or she is not under suspension.

Section 15. Any member of this Society who is not in good standing shall not be eligible for nomination, election or appointment to any office or official position (including service on any committee) in this Society; nor shall he or she be entitled to vote for any officer nor any matter of Society business whatsoever.

Section 16. Any member of this Society who is not in good standing shall not receive publications, notices of meetings, or any other privileges of membership in this Society.

ARTICLE IV

Officers: Terms of Office, Vacancies

Section 1. The Officers of this Society shall be President, Vice-President, Secretary/Treasurer, currently Broome County appointed Delegates and Alternate Delegates, and the Immediate Past President.

Section 2. Delegates (number determined by the Bylaws of MSSNY) and one Alternate Delegate shall be appointed by the Board of Directors annually in accordance to MSSNY requirements for credentialing delegates, to represent this Society in the House of Delegates of the Medical Society of the State of New York. They shall serve from time of appointment until their successor is appointed. There shall be no limit on re-appointment of members to Delegate and/or Alternate Delegate positions. These appointments shall be announced at a member meeting or in the newsletter, or other communication to the membership.

Section 3. All officers with the exception of Delegates, shall be elected to serve for one year, or until their successors have been elected or appointed and qualified, starting immediately following their election.

Section 4. No member of this Society shall be elected to the office of President for more than two successive terms.

Section 5. All vacancies in elective offices that have been established for any reason shall be filled for the unexpired time by the vote of the Board of Directors, except as otherwise specified in the Bylaws of this Society. In the event a Delegate is unable to complete his term, the Board of Directors shall appoint the Alternate Delegate to complete the unfinished term, and elect a replacement Alternate Delegate as soon as possible.

Section 6. The officers of this Society shall transfer promptly to their successors all funds, books, manuscripts, records, vouchers and all other property of the Society in their possession.

ARTICLE V

Nominations and Election of Officers

Section 1. The Board of Directors shall serve as the nominating committee. The responsibilities of the nominating committee are to ensure good standing of nominations and to forward all nominated members in good standing to the election slate to be distributed as below.

Section 2. The committee shall in mid-winter call for nominations to serve on the Board.

Section 3. The proposed slate shall be presented to the membership via regular mail or electronically and will include nominations for the offices of President, Vice President and Secretary/Treasurer. Additional nominations from the membership may be sent to the Society staff prior to the Annual Meeting or offered from the floor at the Annual Meeting

Section 4. Election of officers shall take place at the Annual Meeting by voice vote or by written ballot. If there is more than one nomination for an office, a list of all nominees will be presented to each voting member of the Society along with an official ballot at the annual meeting. The Board of Directors shall have charge of the election of officers. The Secretary/Treasurer shall furnish them with a roster of all active members in good standing. The election shall be by majority vote of those present at the Annual Meeting. Proxy votes are not permitted. Officers will assume their duties immediately following the Annual Meeting.

ARTICLE VI

President, Duties Of

Section 1. It shall be the duty of the President to preside at all meetings of the Society and of the Board of Directors; prepare programs for the meetings of the Society with the aid of the Board of Directors and Society staff; to appoint all special committees authorized with the aid of the Board of Directors. He or she shall be an ex-officio member of all committees and may take part in all of their discussions but may not be counted to make a quorum; he or she shall have no vote except in the case of a tie.

Section 2. He or she shall call special meetings of the Society at the request of a majority of the Board of Directors, or at the written request of 10% of the members entitled to vote at such meeting.

Section 3. He or she shall sign such paper and correspondence as may require his or her signature or as the Society may direct.

Section 4. The President shall not sign any bill involving the expenditure of any of the Society's funds, unless the Bylaws, the Society itself or the Board of Directors has authorized such bills.

Section 5. He or she shall receive written charges against any member for presentation to the Board of Directors; he or she shall with the aid of the Board of Directors enforce the laws and rules of the Society.

He or she shall perform such other duties as usually pertain to the office and as may be prescribed by the Society in its bylaws, or in any Resolutions it may pass.

Section 6. At the Annual Meeting of the Society he or she shall render a report of his official year.

ARTICLE VII

Vice President, Duties Of

Section 1. The Vice President shall assist the President in the performance of his or her duties as requested or directed, preside in his or her absence or at the request of the President shall perform the duties of that office.

ARTICLE VIII

Secretary/Treasurer, Duties Of

Section 1. The Secretary/Treasurer shall make and preserve minutes of all meetings of the Society and of the Board of Directors; the Secretary shall conduct their correspondence; the Secretary/Treasurer shall issue all notices of meetings, ballots, and other notices and publications as ordered by the Society or the Board of Directors. Documents should be stored digitally and accessible to all members of the Board of Directors. The Secretary/Treasurer shall notify, in writing or electronically, candidates for election of their acceptance or non-acceptance; the Secretary shall notify members of their appointment on committees, of their election to office or as delegates, or of any degree of discipline imposed upon them.

Section 2. The Secretary/Treasurer shall supply applicants for membership with the necessary forms, shall preserve their applications, and shall send copies of applications to the Secretary of the Medical Society of the State of New York within ten (10) days after a candidate is elected to membership.

Section 3. The Secretary/Treasurer shall be the custodian of the seal of the Society and of all books and papers of record of the Society. Documents should be stored digitally and accessible to all members of the Board of Directors.

Section 4. The Secretary/Treasurer shall keep a roster of the members of this Society, in which shall be shown the full names of the members, with their addresses, the medical colleges from which they were graduated, the date of graduation, the date of their license to practice medicine in the State of New York, the date of their admission to this Society and such other information as may be deemed useful. In keeping such a roster, the Secretary/Treasurer shall note changes in the personnel of the Society by death, removal to or from the county, by expulsion from the Society, by revocation of license or other disqualification.

Section 5. The Secretary/Treasurer shall notify the Society of the death of any member and shall send a suitable note or card of sympathy or condolence to the doctor's family. The Secretary/Treasurer shall be responsible for sending a suitable tribute on behalf of the Society.

Section 6. The Secretary/Treasurer shall collect and receive all County Dues, dues and assessments of the Medical Society of the State of New York and all other moneys due the Society. The Secretary/Treasurer shall deposit and disburse such moneys in accordance with the order of the Society, its Bylaws, and the Board of Directors. The Secretary/Treasurer shall be financially accountable and responsible for all moneys received by him or her.

Section 7. The Secretary/Treasurer shall not pay out or disburse money from the Treasury for any purpose except as authorized by these Bylaws or as directed by the Society or by the Board of Directors at a meeting.

Section 8 The Secretary/Treasurer shall keep proper books of account which shall at all times be open for inspection and examination by the Board of Directors or by any member of the Society. Secretary/ Treasurer's accounts and funds shall be reviewed annually when requested by the Society, by the Board of Directors or by him or herself. Any expense associated with this audit shall be paid by the Society.

Section 9 The Secretary/Treasurer shall make a report annually to the Society and at such other time as required by the Bylaws, or when requested by the Society or the Board of Directors. Secretary/ Treasurer may be bonded at the request and at the expense of the Society in such reasonable sum as the Society may determine.

Section 10 The Secretary/Treasurer shall prepare and furnish the Board of Directors at its November meeting with a budget indicating anticipated revenue and expenses for the coming year.

Section 11. The Secretary/Treasurer shall perform such other duties as usually pertain to the offices of Secretary and Treasurer and as the Bylaws and Resolutions of the Society may prescribe.

ARTICLE IX

Delegates and their Duties

Section 1. Delegates (number determined by the Bylaws of MSSNY) and one Alternate Delegate shall represent this Society in the House of Delegates of the Medical Society of the State of New York.

Section 2. Delegates and the Alternate Delegate shall receive any instructions from this Society prior to the Annual Meeting of the House of Delegates of the Medical Society of the State of New York.

Section 3. Delegates shall report to this Society concerning any meeting of the House of Delegates of the Medical Society of the State of New York, including their particular activities, at the first regular meeting following any meeting of the House of Delegates or at a Special Meeting of this Society called to hear their report.

Section 4. Delegates and the Alternate Delegate from this Society shall obey and perform the duties prescribed by the Bylaws, Resolutions and Instructions of the Society, when not contrary to the Law of this State or to the Constitution and Bylaws, Resolutions and Instructions of the Medical Society of the State of New York. Failure to faithfully carry out the same shall subject the Delegate to forfeiture of his or her office.

Section 5. If a Delegate is unable to act, for any reason, the President of the Society shall designate the Alternate Delegate to act in his or her stead.

Section 6. Each delegate and alternate delegate shall keep an itemized account of the necessary expense incurred by attendance at any meeting of the House of Delegates of the Medical Society of the State of New York. The Secretary/Treasurer shall pay this itemized bill following the procedures of the Board of Directors.

ARTICLE X

Board of Directors

Section 1. The Board of Directors shall consist of the President; the immediate Past President; the Vice President; the Secretary/Treasurer; the currently Broome County appointed Delegates; a Resident member, and a medical student member.

Section 2. The Board of Directors shall be the Executive Board of the Society and for all legal purposes its Board of Trustees. It is responsible for all acts of the Society. The President, Vice President, Secretary/Treasurer and Immediate Past President may serve as a “Special Committee” to act in an emergency for immediate response to a current problem. The acts of the “Special Committee” will be subject to review by the Board of Directors at any regularly scheduled meeting.

Section 3. The Board of Directors shall meet at such times as business may require, by order of the President or at the request of four (4) members of the Board of Directors. The Secretary shall keep a record and minutes of all meetings. Special meetings of the Board shall be held upon notice to the Directors.

Section 4. The Board of Directors, with the President, shall make all arrangements for meetings and programs of the Society.

Section 5. The Board of Directors, through the Executive Director, shall furnish any necessary clerical assistance and stationery to the officers, committees, or other entitled thereto.

Section 6. The Board of Directors shall employ a certified public accountant to audit or review the books of the Secretary/Treasurer, in accordance with the provision of these Bylaws.

Section 7. The Board of Directors shall submit a report at each meeting of the Society, for its approval, summarizing the work and actions of the Board of Directors since its last report.

Section 8. The Board of Directors shall direct, under or at the direction of the Society, the expenditure of funds appropriated for any purpose by the Society at any meeting. At other times and under certain conditions, the Board of Directors may itself authorize the expenditures of funds in the furthering of the objectives and purposes of the Society, not specified in these Bylaws.

Section 9. The Board of Directors shall have charge of all publications of the Society and their distribution. It may be allowed to delegate this authority to a Communications Committee.

Section 10. The Board of Directors shall have charge, with the approval of the Society, of the hiring, direction, discharge and compensation of all employees of the Society.

Section 11. The Board of Directors, with the President, shall be responsible for carrying into effect the provisions of the Bylaws and Resolutions of this Society.

Section 12. The Board of Directors shall perform such other duties as may be assigned to it by the Society.

Section 13. A quorum shall consist of not less than fifty percent (50%) rounded down of its members.

Section 14. The Board may hold meetings in-person, telephonically, or electronically allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 15. Any member of the Board of Directors who has been absent from three successive meetings of the Board of Directors without an excuse satisfactory to the Board of Directors may, on recommendation of the Board, be removed from office by vote of the Society.

ARTICLE XI

Member Meetings

Section 1. Regular meetings of the Society shall be considered such if announced at least 30 days ahead of the meeting and held throughout the year.

Section 2. The May or June meeting shall be the Annual Meeting.

Section 3. Special meetings may be called by the Board of Directors or on the written request of 10% of the members entitled to cast votes at such meeting.

Section 4. Five percent (5%) of the active members shall constitute a quorum for the transaction of business at any meeting of this Society. Any meeting may be adjourned from day to day.

Section 5. Notices of the annual and regular meetings shall state the date, time and place of such meetings, and shall be mailed or sent electronically to each member and such notices may be printed in the publication of the Society. Notice of all special meetings shall state the date, time, place and the purpose of said meetings, and shall be mailed or sent electronically to each member in a timely fashion. No other business shall be conducted or introduced at a special meeting except such as stated in the call.

ARTICLE XII

Dues and Assessments

Section 1. Each member of this society (other than Life or Honorary) shall pay annual county dues each year. Dues and assessments shall be established by the Board of Directors. At the same time, members of this society shall also pay the amount of per capita dues of the Medical Society of the State of New York, as fixed by the House of Delegates of the Medical Society of the State of New York. Members of this society shall also pay any special dues or assessments levied by either this society or the Medical Society of the State of New York.

Section 2 All members of this Society who have failed to pay their dues, on or before June 30 of any current year, shall, after having been given reasonable notice, be dropped from the roll of membership and shall forfeit all rights and privileges of such membership in the Society, of the Sixth District Branch and the Medical Society of the State of New York.

Section 3. No part of any dues or assessments paid to this Society shall be refunded to any member, who, for any reason, severs his connection with the Society.

ARTICLE XIII

Expenditure of Funds

Section 1. No Officer, Delegate, Committee, or Member of the Society shall incur any expense or financial obligation chargeable to this Society without proper authorization and approval.

Section 2. No funds of this Society shall be expended for any purpose except as authorized and approved by:

- A. These Bylaws, including routine expenses of the Society to conduct its business; or
- B. The Society itself at a meeting; or
- C. The Board of Directors for something specific, immediate and urgent not larger than \$10,000 to further the objectives and purposes of the Society. All such expenditures, authorized by the Board of Directors, shall be reported to the Society.

ARTICLE XIV

Ethics; Conduct; Discipline

Section 1. Any breach or infraction of any one or more of the terms or provisions of the “Principles of Professional Conduct of the Medical Society of the State of New York” as the same shall be constituted for the time being; or any other rule, regulation or resolution for the Medical Society of the State of New York, respecting the membership of this Society or binding upon such membership, or any one or more of the terms or provisions of the Bylaws of this Society shall be a cause of discipline.

The commission of any act that unfavorably affects the character, dignity or interest of the medical profession or of this Society or any one or more of the members of this Society may also be a cause for discipline.

Section 2. There shall be three degrees of discipline: (1) Censure; (2) Suspension for a limited or for an unlimited time; and (3) Expulsion from the Society.

Section 3. No member of this Society shall be disciplined without the privilege of a hearing before the Board of Directors, and no discipline shall be imposed upon any member of this Society except by a 75% vote of those active members present and voting at a special meeting called for that purpose, except as noted in Section 4 below.

The imposition of any degree of discipline on any member of this Society because of the conviction of a crime shall take place only (1) after investigation and recommendation by the Board of Directors or by a Special Committee appointed for that purpose and (2) after action by the Society at a special meeting called for consideration of the case.

Section 4. The revocation of a member's license to practice medicine shall automatically cause his expulsion from the Society.

Section 5. An appeal from the action of this Society in matters of discipline must be sent to the Board of Directors in Writing.

CHAPTER XV

Rules of Order

Section 1. The deliberations of this Society or any of its component parts shall be governed by the parliamentary usage as contained in “American Institute of Parliamentarians Standard Code of Parliamentary Procedure” when the latter is not in conflict with the Bylaws of this Society or of the Medical Society of the State of New York.

CHAPTER XVI

Amendments

Section 1. Amendments to these Bylaws may be made at any regular meeting by a two-thirds vote of those active members present and voting, provided that a notice of such amendments shall have been presented in writing at any regular meeting preceding; and that a copy of such amendments or additions shall have been sent to each member (active and life) with the notice of the meeting at which they are to be considered. The Council of the Medical Society of the State of New York shall first approve adopted amendments before becoming effective.

Section 2. Amendments made obligatory by the Laws of the State of New York, or the Laws of the United States, or by an enactment of the Medical Society of the State of New York shall be considered as adopted and as a part of these Bylaws.

Section 3. These Bylaws may be temporarily suspended by a two-thirds vote of those active members present and voting, for and at any regular meeting, but shall not be suspended at any special meeting.

CHAPTER XVII

Seal

Adopted by the Broome County Medical Society December 14, 1948.

Approved by the Medical Society of the State of New York, June 16, 1949.

Amended:

June 12, 1951	June 18, 1970
March 10, 1953	April 1, 1973
September 14, 1954	September 24, 1975
October 12, 1954	February 1, 1976
March 8, 1955	September 16, 1981
June 14, 1956	February 23, 1983
April 9, 1957	January 18, 1984
May 10, 1961	January 23, 1985
December 20, 1962	March 28, 1994
March 4, 1964	September 21, 1994
May 20, 1964	November 16, 1994
March 16, 1965	November 20, 1997
December 15, 1965	May 25, 2005
September 20, 1967	March 15, 2023