

**To: VMS Membership**  
**From: VMS Council**  
**Re: Recommended Bylaws Changes**  
**Date: September 20, 2021**

The VMS Council is submitting the following recommended changes to the VMS bylaws for consideration by the VMS membership at the VMS Annual Membership Meeting on November 6, 2021 from 9am - 12 pm. This memo and accompanying bylaws drafts serve as notice to members of the proposed changes. Please contact VMS President Simi Ravven, MD, at [president@vtmd.org](mailto:president@vtmd.org) or VMS Executive Director Jessa Barnard at [jbarnard@vtmd.org](mailto:jbarnard@vtmd.org) with any questions or concerns. There will also be time for discussion at the Annual Meeting.

In November 2019, the Council appointed a Governance & Bylaws Committee to review and recommend updates to the VMS Bylaws and governance structure. The Committee has now completed a final draft of proposed bylaws changes, which were reviewed and supported by the VMS Council at the Council's September 2021 meeting. Below is a summary of the significant changes the Council has supported, with full versions attached - both a clean and red-lined version. The changes propose to streamline and modernize the VMS governance structure, including how frequently resolutions are reviewed, the membership of the Council, and the role of the Council versus the annual meeting. Please review the changes and reasoning behind them closely. Questions can also be directed to members of the VMS Governance Committee: Norman Ward, MD, Wendy Davis, MD, Trey Dobson, MD, Naiim Ali, MD, Catherine Schneider, MD, Sarah Bushweller, PA-C.

### **Chapter I - MEMBERSHIP**

Section 1. Guiding Principles - New to the bylaws, updates VMS' mission.

Section 2. Types of Membership - Largely updating language to match how current membership categories function. Adds ability of Geisel School of Medicine students to join as medical student members. Adds a voting PA, student and resident member of the Board, as described below.

Sections 3-5 - Updated language to match current practice with respect to setting dues, disciplining members; clarifies the Board makes final discipline decisions.

### **Chapter II - MEETINGS OF THE MEMBERSHIP**

Section 2 - Explicitly allows business of annual meeting to be conducted electronically.

Section 3 - Simplifies level of detail in bylaws regarding required elements of the annual meeting; changes Rules of Order followed from Robert's Rules of Order to AIPSC.

Section 4 (removed) - Removes adopting resolutions by the members at the annual meeting and later adds this as a responsibility of the VMS Board on a year-round basis after considering membership feedback. This recommendation has been made after lengthy consideration by the Governance Committee.

The factors leading to this recommendation include:

- The ability to adopt positions on a timely basis versus waiting for one annual membership meeting to adopt resolutions
- Increasing consistency in the policy-adopting process (currently “resolutions” must be presented to the membership at an annual meeting but the Council can also adopt policies)
- Maximizing membership engagement, participation and input by asking for ongoing feedback on pending resolutions and by encouraging all members to provide feedback in more “real time” than requiring attendance at an annual meeting
- Allowing time for more in-depth policy discussions, expert feedback and editing in the resolution development process
- Ensuring policies adopted are consistent with the feedback of the representative, governing body of the organization and avoiding the situation in which a small subset of members who are able to attend an annual meeting set a policy direction for the organization
- Reviewing other state and specialty society resolution-adoption processes

The steps would include:

1. Any member, group of members, committee, section or the Board can submit resolution ideas/drafts at any time
2. Resolution will be put out for comment and non-binding vote to all membership
3. Members will be notified via Rounds newsletter if a resolution is on an upcoming Board meeting agenda and informed of ability to participate in the Board meeting
4. At next Board meeting after gathering member feedback, and with ability for members to attend, Board will review the resolution and feedback of membership and take action at that meeting or defer action pending further member or expert input.

Section 4. Action by Written Ballot - allows membership to vote on annual meeting business by ballot if emergency circumstances prevent holding an annual meeting.

### **Chapter III - OFFICERS**

No significant structural changes; clarifies/modernizes language, explicitly states that any member can put forward their name for consideration by the Executive Committee for an officer position.

### **Chapter IV - BOARD**

Section 1. Changes the name of the Council to the Board. Clearly states that the Board is the governing board of the Society

Section 2. Members and Tenure - proposes updates to the composition of Board to ensure functional governing board size with members who attend and are engaged in VMS business. Largely matches current active attendance. This will also increase importance the executive committee reviewing open seats/candidates to ensure diverse Board membership. Language added to explicitly inform members that they can self-nominate or nominate others for consideration by the Board as Members-at-Large or Geographic Board members. Officers elected by membership; remaining members elected by Board.

Seat Types	Current Bylaws	Currently Filled	New Bylaws Proposal
Officers	7	7	7
Ex-officio - Commissioner VDH - Larner COM	2	2	0 (2 non-voting)
At-Large	5	5	5
Geographic - County & Med staff	38 (11 counties & alts; 16 medical staff)	7	Up to 10
Specialty	19	13	Up to 13
Physician Assistant	0 (attend non-voting)	1(non-voting)	1 voting w alternate
Medical Student	0 (4 non-voting)	2 (non-voting)	1 voting (4 total)
Resident/Fellow	0	0	Up to 1
<b>Totals:</b>	<b>71</b>	<b>34</b>	<b>Up to 38</b>

Section 5. Resolutions - As stated above, this responsibility is moving to the Board. The language would state:

*Resolutions may be submitted by any committee or section of the Society, the Board or individual members of the Society, including student members, and shall be submitted to the Board for its consideration. All resolutions presented to the Board shall require a majority vote of the Board for adoption. The Board may adopt procedures for reviewing and seeking membership feedback on resolutions under consideration.*

*Resolutions are intended to express composite positions of the Society and are to suggest a significant course of action to be taken by the Society. Policy as stated in a resolution shall supersede any contradictory earlier policy.*

Section 6. Committees of the Board - Updates duties of the executive committee; removes standing finance, personnel and nominating committees and adds these duties to the executive committee (per current function of the executive committee); authorizes creating of special committees, as needed, to support the work of the executive committee or Board.

Sections 11-13 (prior numbering) - removes references in bylaws to specific VMS awards - standing awards committee added below to committees.

#### **Chapter V - AMERICAN MEDICAL ASSOCIATION**

Updates description of VMS relationship to AMA; updates description of how students are selected to attend.

#### **Chapter VI - FISCAL REQUIREMENTS**

Adds sections to this Chapter on Books & Records, Fiscal Year, Conflicts of Interest, Audits; updates language on Faulkner Fund and special funds.

#### **Chapter VII - COMMITTEES**

Sections 1-4 - Streamlines language regarding membership and operation of committees.

Section 2 (new numbering) - Updates language for 2 existing standing committees (Judicial & Ethics Board, Investment Committee); clarifies that decisions of the Judicial and Ethics Board are sent to the Board for

final decision; adds Vermont Practitioner Health Program Committee & Awards Committee; Removes Committee on Benevolence and adds their tasks to Executive Committee

Section 3 - authorizes creating of ad hoc committees or task forces

#### **Chapter VIII - SECTIONS**

Removes outdated reference to recognized “specialty sections”; authorizes Board to recognize any membership sections that promote and foster the special interests and needs of its members

**Chapter IX - SEAL** - removed

**Chapter IX - WAIVER OF NOTICE** - no changes

**Chapter X - INDEMNIFICATION** - minor edits

**Chapter XI - AMENDMENTS TO THESE BYLAWS** - minor edits

**Appendix i - AMA Principles of Medical Ethics** - removed as this is cross reference to a document maintained by the AMA, which may become outdated

#### **Appendix ii - ARTICLES OF ASSOCIATION OF THE VERMONT MEDICAL SOCIETY**

Modernizing language to VMS’ purposes & powers; streamlined description of membership by cross reference to bylaws; conforming edits to changes in bylaws