

Vermont Medical Society

AMENDED AND RESTATED BYLAWS

~~As Amended October 27, 2018~~November 2021

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Commented [JB1]: Page numbers to be added once bylaws approved

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**Chapter I
MEMBERSHIP**

Section 1. Requirements for Membership

~~All members shall be or have been members in good standing of the medical profession, and shall comply with any other requirements set forth by the Society or by the provisions of these bylaws.~~

Section 1. Guiding Principles. The mission of the Vermont Medical Society is to optimize the health of all Vermonters and the health care environment in which Vermont physicians and physician assistants practice medicine. Vermont Medical Society members are committed to advancing this mission as well as to upholding the ethical norms of their profession, stated for physicians in the AMA Principles of Medical Ethics and PAs in the Guideline for Ethical Conduct for the PA Profession.

Section 2. Types of Membership

A. Active Member

~~Active membership shall be conferred upon:~~

~~1. Physicians: Individuals who are licensed in good standing as a Doctor of Medicine by the Vermont Board of Medical Practice or a Doctor of Osteopathy by the Vermont Office of Professional Regulation. Active physician members shall be full members of the society who may vote and hold office.~~

~~Active membership in this society shall continue so long as the individual holds the title of Doctor of Medicine, Doctor of Osteopathy, or comparable degree accepted for the practice of medicine in the state of Vermont, has paid the annual membership dues, as provided in Section 3 of this chapter, and is licensed to practice medicine under the laws of the state of Vermont.~~

~~2. Physician Assistants: Individuals who are licensed in good standing as a Physician Assistant by the Vermont Board of Medical Practice. Active physician assistant members may attend any Society membership meeting or committee meeting open to general membership and participate without a vote or holding office, except as described below, and may receive publications of the Society. One (1) Physician Assistant shall serve as a voting member of the Board, and one as an alternate member who may vote in the absence of the primary voting representative, as described further in Chapter IV.~~

B. Affiliate Member

~~Affiliate members are full members of the Society who may vote and hold office. Affiliate membership is available to physicians and PAs licensed to practice medicine who primarily practice medicine in a state other than the state of Vermont and may be licensed to practice medicine in good standing Vermont or in another state.~~

~~B. Life Member Life membership shall be conferred upon:~~

Commented [JB2]: Full dues: \$525 & \$10 regional and student fee

Commented [JB3]: This is currently Dartmouth members; \$200

Commented [JB4]: \$100 dues, optional

~~1. A Society member who has retired from the practice of medicine because of disability or incapacity and who has been a member of the Society for ten (10) years, exclusive of associate membership; or~~

~~2. A Society member who is not less than 70 years of age and has been a member of the Society for ten (10) years, exclusive of associate membership.~~

~~Life members shall be full members of this Society, but they shall not be required to pay dues or fees. Life members may, at their own option, pay the dues assessed for associate members.~~

C. ~~Associate-Retired~~ Member ~~Associate~~

~~Retired members shall be full members of this Society who may vote and hold office. Retired membership shall be available to the following physicians:~~

~~1. Former active members of the Vermont Medical Society who have left the state, but who wish to continue their membership.~~

~~2. Former active members of the Vermont Medical Society who have retired from practice, but still maintain a license to practice medicine under the laws of the state of Vermont.~~

~~3. Physicians and PAs residing in Vermont, whether former active members or not, who are not currently practicing medicine, and are not licensed to practice medicine under the laws of the state of Vermont, due to retirement.~~

~~4. Physicians who meet all the requirements for life membership except that of having been an active member of the Society for ten (10) years.~~

D. Life Member

~~Life members shall be full members of this Society who may vote and hold office. Life members shall not be required to pay dues or fees. Life members may, at their own option, pay the dues assessed for retired members. Life membership shall be conferred upon:~~

~~1. A Society member, including a PA, who has retired from the practice of medicine because of disability or incapacity and who has been a member of the Society for ten (10) years or more; or~~

~~2. A Society member who has retired from the practice of medicine, is not less than 70 years of age, and has been a member of the Society for ten (10) years or more.~~

E. Resident or Fellow Member

~~A physician enrolled in an accredited Residency or Fellowship Program who is licensed to practice in the state of Vermont. Resident/Fellow members shall have the right to vote, but not to hold office. They may serve on Society committees. They will be welcome at all Society meetings and will receive the publications of the Society. There may be up to one (1) designated resident or fellow voting member of the Board. Representatives shall be elected by the Board to serve two (2) year terms, not to exceed three (3) consecutive terms, or until the end of their residency or fellowship program, whichever comes first.~~

Commented [JB5]: \$100 dues, not optional

Commented [JB6]: \$100 dues, optional

Commented [JB7]: No dues; not new text – just reordered

~~D. **Honorary Member** The membership of the Vermont Medical Society may at its annual meeting elect to honorary membership anyone it desires to honor in this fashion. Such members will usually be from the medical or allied scientific professions. Nominations for honorary membership shall be presented to the Council which shall thoroughly investigate all nominees presented to it. Honorary members shall be welcome at the meetings of the Society, receive its publication, but shall not receive other benefits of the Society. Election shall be by majority vote at the annual meeting of the membership.~~

Commented [JB8]: No dues

~~E. **50 Year Club Member** A member who has been graduated from medical school for fifty or more years, who has devoted a major portion of this span of time in practice in the state of Vermont shall be eligible for membership in the Society's 50-year Club.~~

Commented [JB9]: Not actually separate dues category; has not been a meaningful process- can continue to recognize without making a separate membership category

F. **Student Member**
~~Any medical student, duly enrolled in the University of Vermont Larner College of Medicine (UVM) or Geisel School of Medicine at Dartmouth, will may at no cost become a student member of the Vermont Medical Society. Membership will be terminated by resignation, upon graduation from or failure to continue enrollment in the UVM College of Medicine or Geisel School of Medicine, or at the direction of the Medical Student Section.~~

Commented [JB10]: No dues; makes membership available rather than automatic (since we don't get all contact info); expands to include Dartmouth students

~~Student members may attend any Society membership meeting or committee meeting open to general membership and participate without a vote, except as described below, and may receive publications of the Society. Up to four (4) students total selected by the UVM Larner College of Medicine, or Geisel School of Medicine, in a manner determined by the student bodies of each school may serve as the student representatives to participate on the Society Board, subject to the approval by the Board. No more than 3 seats shall be held at one time by either of the schools. The Student Representatives shall be entitled to appoint from among the four Representatives, and subject to the approval of the Board, one (1) voting representative to the Board and two (2) voting representatives to the annual and special meetings of the Society. Student members shall not hold office. The privileges of membership and the operation of the Medical Student Section will be in accordance with the Guidelines & Procedures, UVM Medical Student Membership in the Vermont Medical Society, Appendix iii, as approved by Council.~~

Commented [JB11]: New: adds a voting member to the Board

~~G. **Resident Member** A physician enrolled in an accredited Residency Program who is licensed to practice in the state of Vermont. Resident members shall have the right to vote, but not to hold office. They may serve on Society committees. They will be welcome at all Society meetings and will receive the publications of the Society.~~

Commented [JB12]: No dues

~~G. **Honorary Member**
The membership of the Vermont Medical Society may at its annual meeting elect to honorary membership anyone it desires to honor in this fashion. Nominations for honorary membership shall be presented to the Board which shall thoroughly investigate all nominees presented to it. Honorary members shall be welcome at the meetings of the Society and receive its publications but shall not receive other benefits of the Society and shall not vote. Election shall be by majority vote at the annual meeting of the membership.~~

Commented [JB13]: No dues

~~H. Affiliate Member Physicians residing in Vermont, whether or not licensed to practice medicine in the state of Vermont, who primarily practice medicine in a state contiguously adjoining the state of Vermont.~~

Commented [JB14]: This is currently Dartmouth members; moved to spot (C) above to make categories clearer

~~I. Physician Assistant Member A physician assistant who is licensed to practice in the state of Vermont. Physician assistant members shall not have the right to vote or hold office. They may serve on Society committees. They will be welcome at all Society meetings and will receive the publications of the Society.~~

Section 3. Dues

A. Annual Membership Dues Dues and discounts for all membership categories ~~thereof~~ shall be set by the ~~Council~~Board ~~and approved by a vote annually, of the membership at the annual meeting.~~ The same shall be payable annually, each calendar year, on the first of January of each year or on a quarterly basis.

Commented [JB15]: Confusing that they are "set" by the Board but "approved" by the membership; dues should be set and approved by Board, since Board also approves budget

~~Members or groups unable to pay dues due to temporary circumstances may submit requests for a full or partial hardship waiver to the Society staff. Staff may approve requests for a given member or group for up to one year, after which they must be approved by the Executive Committee.~~

~~For those paying on a quarterly basis, equal payments shall be due on January 1st, April 1st, July 1st and October 1st.~~

B. Member in Arrears Active, associate and affiliate members whose dues are ninety (90) days delinquent are known as members in arrears. ~~All rights, privileges, and obligations shall be suspended thirty (30) days after notice of the delinquency has been mailed to the member's last known address by the secretary.~~

Commented [JB16]: Don't currently do this; suggest removing as provision below about termination for non payment is really when we end membership

~~Any member who has failed to pay their full dues for the prior year, shall be deemed a member in arrears until the prior year's dues are paid in full.~~

~~Section 4. Continuing Medical Education~~

Commented [JB17]: VMS no longer requires CME

~~Maintenance of membership in good standing may be conditioned on satisfactory completion of the requirement of continuing education as prescribed by the Council.~~

Section ~~4~~5. Termination or Suspension of Membership.

A. By Resignation Any member of the Vermont Medical Society may submit a written resignation.

B. For Delinquency of Dues ~~At the request of the Council, the secretary~~The Society shall notify a member, after six months' delinquency of dues; that ~~said the~~ member will be dropped from the rolls of the Society thirty (30) days from the date of notice unless the ~~indebtedness is~~dues are paid, or arrangements made with the Society. Such notice may be sent electronically unless a member has previously requested communications by mail. ~~will~~

~~be sent by certified mail to the member's last known address. When Such a member will be is officially dropped from the membership after the 30-day period without need for additional notice, he/she will be so advised in writing.~~

- C. ~~For Infraction of Articles of Association, Bylaws or Principles of Medical Ethics~~ The ~~Council~~Board shall review ~~shall have the power to decisions by the Judicial and Ethics Board~~ made pursuant to Chapter VII, Section 2 (A) and may take action to discipline, suspend, or expel a member of the Vermont Medical Society ~~on recommendation of the Judicial and Ethics Board~~, and ~~shall may~~ expel a member upon the revocation ~~or suspension~~ of a member's license to practice medicine.

~~Notwithstanding the above provisions of this subsection, the Council may waive expulsion and place an active, associate or life member on probation when the license to practice medicine is temporarily suspended or voluntarily surrendered while the member participates in an approved program of rehabilitation for an impaired ability to practice medicine or rehabilitation protocol, and as long as the member complies with the recommendations of the approved program and any stipulation issued by the State of Vermont, Board of Medical Practice.~~

Section ~~56~~. Appeal and Reinstatement of Terminated or Suspended Member

A physician whose membership has been terminated or suspended for any reason may appeal to the ~~Council~~Board and may be reinstated in accordance with criteria established by the ~~Council~~Board.

Section ~~67~~. Eligibility for Benefit Programs

~~A. — Student, resident and affiliate members will not be eligible for assistance from the Society's benevolence funds, and will not be eligible to participate in the Society's insurance programs.~~

~~B. — All surviving spouses or civil union partners of deceased Vermont Medical Society members physician members will be eligible to continue purchasing purchase health insurance offered by the Society in accordance with applicable state laws and governing insurance benefit plan documents under their existing Vermont Medical Society health insurance coverage.~~

Commented [JB18]: We don't currently do this – ie check for licensure actions & remove members or check for suspensions and monitor compliance with VPHP.

Commented [JB19]: Removed – allow executive committee to review

Chapter II MEETINGS OF THE MEMBERSHIP

Section 1. Meetings

- A. Annual Meeting. There shall be an annual business meeting of the membership at a time and place to be fixed by the ~~Council~~Board. Notice of the date, time and place of the annual meeting shall be sent to the last known address of each member at least 30 days in advance thereof. Notice may be sent by electronic means unless a member requests to receive notice by mail. Non-members may attend the annual meeting by invitation of the president.

B. Special Meetings. The membership shall be called into session by the ~~Council~~Board on written request of twenty members or by a majority vote of the ~~Council~~Board. When a special meeting is thus called, the secretary shall send a notice to the last known address of each member at least ten (10) days before such special session is to be held. The notice shall specify the time and place of meeting and the items of business to be considered. Notice may be sent by electronic means unless a member requests to receive notice by mail. A special meeting may act only upon the items for which it was called.

Section 2. Electronic Meetings

The membership at the annual meeting, a special meeting, the Board, and all boards and committees may conduct all business within the scope of their respective jurisdiction by means of electronic devices, provided that a written record thereof be made and maintained. Meetings may also be held via a hybrid of in-person and electronic participation.

Section 23. Annual Meeting Procedures

~~A. — Order of Business The following shall be the order of business, unless otherwise ordered by the moderator.~~

- ~~1. — Election of moderator~~
- ~~2. — Call to order by the moderator~~
- ~~3. — Reading and adopting of minutes.~~
- ~~3. — Reports of officers.~~
- ~~4. — Reports of the proceedings of the Council.~~
- ~~5. — Election of officers.~~
- ~~6. — Unfinished business.~~
- ~~7. — New business.~~
- ~~8. — Installation of the President.~~
- ~~9. — Adjournment.~~

~~A.B. Rules of Order The annual and/or special meetings shall be governed by the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure (AIPSC) Robert's Rules of Order, when not in conflict with these bylaws.~~

~~C. — Adjournment or Recess Any meeting of the members, officers, Council and any committee may be recessed or adjourned from time to time, provided that the motion for such adjournment or recess shall state the date, time and place when such meeting will reconvene.~~

~~D. — Moderator A moderator shall preside at the annual and/or special meetings of the membership and shall perform such duties as custom and parliamentary procedure require. The moderator may only vote in case of a tie. The moderator shall be nominated by the Council, shall be elected at an annual meeting to serve a term of two (2) years.~~

~~B.E. Quorum 20 members of the Society shall constitute a quorum, provided that at least three members of the executive committee are present/participating. Once a quorum is present, it shall be considered to be in effect until the annual meeting is adjourned.~~

Commented [JB20]: American Institute of Parliamentarians Standard Code of Parliamentary Procedure (AIPSC) (formerly the Sturgis Standard Code of Parliamentary Procedure) is followed by the AMA HOD and feedback from past AMA speakers states it is much easier to follow; feedback gathered includes – states that follow AIPSC include:
NH, Michigan, Oklahoma, Maryland, Oregon, Mass, Washington, California, Ohio, Colorado, Alabama, Indiana, NM, Texas (says it is easier to follow), PA (“we have used AIPSC for years. I find it works well and is fairly clear (as far as parliamentary procedures can be.) Our parliamentarians on our board and speakers for our house like it much better than Robert’s Rules.”)
A resource to compare the two:
<https://jurassicparliament.com/wp-content/uploads/2020/11/Comparing-AIPSC-and-RONR.pdf>

Section ~~43~~. Duties

At the annual meeting, the members present by majority vote shall:

- ~~A.—~~
- ~~B.— Elect a moderator as provided in these bylaws~~
- A. Elect the officers of the Society;
- ~~C.—~~
- ~~D.— Receive and act upon reports of the officers, Council Board, and staff on society activities and financial condition; and~~
- ~~E. Appoint boards and committees;~~
- ~~F.— Receive and act upon resolutions presented to it;~~
- G.B. — Determine the annual dues; and
- H.C. Perform other functions as necessary or requested by the membership.

Section 4. Resolutions

~~Resolutions may be drawn up by committees of the Society, specialty sections of the Society, other sections of the Society, the Council or individual members of the Society, and shall be submitted to the Council for its consideration prior to the last Council meeting before the annual meeting at which they are to be considered.~~

~~Resolutions submitted to the Council shall be presented to the annual meeting with the Council's recommendation. All resolutions presented by the Council shall require a majority vote for adoption. At the discretion of the Council, such resolutions may be decided by a mailed ballot. The ballot may be sent by electronic means unless a member requests to receive their ballot by mail.~~

~~Two thirds majority consent shall be required for the introduction of new resolutions at the annual meeting, except when presented by the Council. All such new resolutions shall require three-fourths affirmative vote for adoption.~~

~~Resolutions are intended to express composite positions of the Society on health matters and are to suggest a significant course of action to be taken by the Society. If adopted by the membership, policy as stated in the resolution shall supersede any contradictory earlier policy.~~

Section 5. Electronic Conferences

~~The membership at a special meeting, the Council, and all boards and committees may conduct business within the scope of their respective jurisdiction by means of electronic devices, provided that a written record thereof be made and maintained.~~

Section 5. Action by Written Ballot

Upon the determination by the Board that extenuating or emergency circumstances prevent the calling of an in-person or electronic annual meeting, including by not limited to a declared public health emergency, business of the annual meeting requiring a vote may be conducted by ballot.

Commented [JB21]: Moved to Board

Commented [JB22]: Moved to general meeting section, above

The ballot may be sent by electronic means unless a member requests to receive their ballot by mail. ~~The ballot shall:~~

- ~~(1) set forth each proposed action;~~
- ~~(2) provide an opportunity to vote for or against each proposed action;~~
- ~~(3) indicate the number of responses needed to meet quorum requirements;~~
- ~~(4) state the percentage of approvals necessary to approve each matter; and~~
- ~~(5) specify the time by which a ballot must be received by the corporation in order to be counted.~~

~~Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.~~

Chapter III OFFICERS

Section 1. Officers

The officers of the Society shall be a president, a president-elect, a vice president, and a secretary-treasurer.

Section 2. Qualifications of Officers

The officers must ~~have been active or life~~ members of the Society and eligible to hold office according to their membership category in Chapter I of these bylaws ~~for at least two years immediately preceding their election.~~

Section 3. Nominations and Elections

- A. ~~Nominations by Executive Committee~~ Executive Committee At the annual meeting, the ~~Nominating Committee~~ Executive Committee shall present a slate of all officers, ~~and when appropriate, meeting moderators, delegates and alternates to the American Medical Association.~~ Any member may put their name forward for consideration by the Executive Committee for a position.
- B. Other Nominations Nominations for open positions ~~as provided in subsection (A)~~ may also be made orally from the floor, but a nominating speech must not exceed two minutes.
- C. President and President-elect The president-elect shall be elected annually and, shall serve as president-elect until the annual meeting of the Society next following that election. ~~The president-elect and~~ shall become president upon installation in the course of that meeting and shall serve as president for a one year term or until a successor assumes the seat and is installed. If the president-elect dies, resigns or, in the judgment of the ~~Committee~~ Board is disqualified from the performance of the duties of office, a new president and a new president-elect shall be elected at the next annual meeting.

Commented [JB23]: Requirements taken from state statute for requirements of boards for voting on meeting items:

Commented [JB24]: Have proposed below that this function go to the executive committee

Commented [JB25]: Want to account for contingency in which we skip an annual meeting due to emergency

D. Other Officers A vice-president shall be elected to serve for one year or until a successor is elected and installed. A secretary-treasurer shall be elected to serve for a period of two years, and may continue to serve consecutive terms until a successor is elected and installed.

E. Method of Election All contested elections shall be by ballot, and a majority of the votes cast shall be necessary to elect. In case no nominee receives a majority of the votes on the first ballot, the nominee receiving the lowest number of votes shall be dropped and a new ballot taken. This procedure shall be continued until one of the nominees receives a majority of all votes cast, when that candidate shall be declared elected. When there is only one nominee for an office, however, a majority vote without ballot shall elect. Should emergency circumstances prevent the occurrence of an annual membership meeting, election of officers may occur via ballot as set out in Chapter II, Section 4.

Commented [JB26]: Allow option for mailed ballot if meeting is not possible.

F. Time of Election The election of officers shall ~~be the order of business of take place during the annual membership meeting following any final report of the Council; provided, however, that the time of election may change by motion which shall be supported by two-thirds of the members present. The officers of the Society shall assume their office at the close of the annual meeting.~~

Section 4. Replacement of Officers

~~Should a vacancy occur, on account of death, or otherwise, among the officers of the Society, the Board may fill such vacancy by appointment until the next annual meeting, unless otherwise provided for in these Articles of Association or Bylaws.~~

Section 4. Installation

~~The officers of the Society, except the president, shall be installed at the close of the annual meeting. The incoming president shall take office at the time of installation during the annual meeting.~~

Section 5. Duties of the Officers

~~A. A. — President~~ The president shall preside at the general meetings of the ~~Council~~Board. ~~During the annual meeting, the incoming president shall present an address on matters of importance to the public and to the medical profession.~~ With the approval of the ~~Council~~Board, the president is authorized to appoint committees as requested by the ~~Council~~Board or in emergencies. The president is the immediate supervisor of the executive ~~vice president~~director.

A.

~~B. B. — President-elect~~ The president-elect shall officiate for the president during the absence of the president.

B.

- C. ~~C. — Vice President~~ The vice-president shall officiate in the absence of the president-elect and the president.
- D. ~~D. — Secretary-Treasurer~~ The secretary-treasurer, in addition to the duties ordinarily devolving on the secretary of a corporation and those designated in other sections of these bylaws, shall give due notice of the time and place of annual and special meetings of the membership and of the ~~Council~~Board and, keep the minutes of the annual meeting and the ~~Council~~Board, ~~notify members of committees of their appointments and of the duties assigned to them, and provide a registration book in which shall be recorded the name of each member in attendance at the annual meeting, prepare for publication the official program for the general meetings of the Society and perform such other duties as may be directed by the membership at an annual or special meeting, or by the Council.~~ Notice may be sent by electronic means unless a member requests to receive notice by mail. ~~The secretary shall be responsible for all aspects of membership—recruitment of new members and maintenance of an accurate roster of members.~~ Any or all of these duties may be delegated to appropriate staff, with the secretary having the final responsibility.

~~As (The treasurer, he/she shall be the custodian of all monies, securities and deeds belonging to the Society and shall hold the same subject to the direction and disposition of the Council)Board. The treasurer shall also review the results of account reviews and audits completed according to Chapter VI of these bylaws. ,the Committee on Medical Benevolence or the Judicial Board. As determined by the President, the account of the treasurer will be audited or reviewed annually by a certified public accountant selected by the Council. Notwithstanding the option for review, the account of the treasurer will be audited at least once every three years. The treasurer's report shall be presented at the annual meeting and shall appear in the annual report of the Society. Any or all of these duties may be delegated to appropriate staff, with the treasurer having final responsibility.~~

Commented [JB27]: Moved to fiscal section of bylaws

~~E. — Officers to Complete Business of Session All business of each annual meeting shall be completed by the officers who have served during the session.~~

Section 6.

F. — Bonding of Officers

~~—Any officer of the Society authorized to sign checks shall be bonded.~~

Chapter IV

COUNCILBOARD

Section 1. Function

~~The Board shall be the governing board of the Society. Except as otherwise specifically provided in these Bylaws, it shall have and may exercise all powers which may be necessary or convenient in order to effectuate the purposes of the Society, including but not limited to: overseeing and managing the strategic direction of the Society; hiring and overseeing an executive director; having charge over its property and financial affairs, including setting an annual budget and annual dues; and the authority to establish or modify Society policy via resolution or otherwise.~~

Commented [JB28]: Updated to reflect that the Board is our governing body and gave examples of duties

~~The Council shall be responsible for the conduct of the affairs of the Society in the intervals between meetings of the membership.~~

Section 2. Members and Tenure

~~The~~ ~~The~~ members of the Council shall be Board ~~shall seek to establish inclusive and diverse representation of members on the Board in areas such as medical specialty, practice type, geography, group membership and individual demographics and such factors shall be considered when filling open seats. Except for *ex officio* members, all members of the Board shall be members of the Vermont Medical Society. The members of the Board shall be as follows,~~

Commented [JB29]: Moved language on factors to consider from at-large seats to all Board seats

A. Officers

~~The four (4) -officers of the Society; the President, President-Elect, Vice President, and Secretary-Treasurer; and -the immediate past president.,~~

B. AMA Delegate & Alternate

~~The delegate and alternate delegate to the American Medical Association.~~

C. Ex Officio Members

~~,the councilors and the councilors-at-large.-The Dean of the University of Vermont College of Medicine, and the Commissioner of Health, or their physician designees, shall be *ex officio* non-voting members of the CouncilBoard.~~

D. Board-Members-at-Large

~~Up to five (5) Board-Members-at-Large will be elected by the Board to serve two (2) year terms, not to exceed three (3) consecutive terms, to assure diverse representation on the Board taking into account the other filled seats. Any member can self-nominate or nominate others for consideration by the Board as Board-Members-at-Large.~~

~~E. Any member of the Council who shall be absent from three meetings of the Council during the year next following the annual meeting of the members of the Society may be removed from the Council and from any office held by her or him and any committee of which she or he is a member based on a vote by a majority of the Council.~~

~~F.~~

G.E. Section 3. Appointment of County Councilors-Geographic Representatives

~~Up to ten (10)A councilBoard Members or and alternate shall be elected by the Board from to represent each Vermont counties, or the medical staff(s) contained therein. (with Orange-Washington, Essex-Orleans and Franklin-Grand Isle counties having combined representation) and they shall be members of the Vermont Medical Society. CouncilBoard Membersors shall be elected by the Board to serve two (2) year terms, not to exceed three (3) consecutive termsbiennially by majority of those members in attendance at the annual meeting, each to serve for two years, or until a successor is elected and installed. Any member can self-nominate or nominate others for consideration by the Board as Geographic Representatives. No~~

~~councilor shall serve for more than three (3) consecutive terms. Councilors shall take office at the next regular meeting of the Council following their election.~~

Section 4. Appointment of Councilors-at-Large

~~Up to five (5) councilors-at-large will be appointed by the Council to serve two (2) year terms, not to exceed three (3) consecutive terms, to assure balanced representation on the Council based on medical specialty, demographics, and practice type.~~

f. Section 5. Appointment F. of Council Representatives of Medical Specialties Sections and Hospital Medical Staffs

~~A. Each Up to 13 members of the Board shall be representatives of unique medical specialties recognized by the American Board of Medical Specialties. Specialty Section, recognized by the Society pursuant to Chapter VIII of these By-Laws, may appoint a Councilor, and shall be encouraged to have at least 50% of their total membership comprised of Society members. Representatives shall be elected by the Board to serve two (2) year terms, not to exceed three (3) consecutive terms, or until a successor is elected and installed. Before consideration by the Board, Specialty Society representatives shall seek nomination from their respective state specialty medical society leadership or board, if any exists in Vermont, and following any applicable procedure established by that specialty society, to represent the Specialty on the Board. Councilors appointed by Specialty Sections must be members of the Society and shall serve two-year terms. No Councilor appointed by a Specialty Section may serve more than three (3) consecutive terms.~~

~~B. Each Hospital Medical Staff may appoint a Councilor, and shall be encouraged to have at least 50% of their total membership comprised of Society members. Councilors appointed by Hospital Medical Staffs must be members of the Society and shall serve two-year terms. No Councilor appointed by a Hospital Medical Staff may serve more than three (3) consecutive terms.~~

G. Physician Assistant Representative

~~One (1) Physician Assistant shall serve as a voting member of the Board, and one as an alternate member who may vote in the absence of the primary voting representative. Representatives shall be elected by the Board to serve two (2) year terms, not to exceed three (3) consecutive terms, or until a successor is elected and installed. Before consideration by the Board, PA representatives shall seek nomination from the PA Academy of Vermont (PAAV) to represent PAs on the Board following any applicable procedure established by the PAAV for such nomination.~~

H. Student Representatives

~~Up to four students selected by the UVM Larner College of Medicine AMA Student Interest Group, or Geisel School of Medicine AMA Student Interest Group, in a manner determined by the Interest Groups, and subject to approval by the Board, may serve as the student representatives to participate on the Society Board, without a vote. The Student~~

Representatives may choose from among the four, one (1) Representative, subject to approval by the Board, to participate on the Society Board with a vote.

I. Resident/Fellow Representative

There may be up to (1) designated resident or fellow member of the Board, and (1) alternate representative, with a total of 1 vote. The representative and alternate shall be elected by the Board to serve one, two (2) year term, not to exceed three (3) consecutive terms, or until the end of their residency or fellowship program, whichever comes first. The alternate may only vote in the absence or designation of the primary representative.

Section 6. Duties

The Council shall:

- ~~A. — Serve as the prime avenue of communication between the Society, Hospital Medical Staffs, Specialties and the counties.~~
- ~~B. — Appoint the executive vice president and define terms of employment.~~
- ~~C. — Approve the annual budget and monitor the ongoing financial status of the Society, whose fiscal year shall correspond with the calendar year.~~
- ~~D. — Approve the actions of the Executive Committee.~~
- ~~E. — Superintend the publications of the Society.~~
- ~~F. — Appoint members of standing committees as designated in Chapter VII.~~
- ~~G. — Designate recipients of awards as described in Sections 10 through 13.~~
- ~~H. — Have full control of all arrangements for the annual and special meetings of the membership and shall provide meeting places for the annual and special meetings. It shall also have control of all exhibits.~~
- ~~I. — Have authority to create special committees as indicated in Section 10. B.~~

Section 73. Meetings

Regular meetings of the ~~Council~~Board shall be held as specified by the ~~Council~~Board. Special meetings of the ~~Council~~Board may be called at any time by the president, or by six members of the ~~Council~~Board. Notice of a special meeting shall be sent to the last known address of each member of the ~~Council~~Board, at least five (5) days before such meeting is to be held. Notice may be sent by electronic means unless a ~~council~~Board member has requested to receive notice by mail. Such notice shall specify the object of the special meeting and no other business shall be transacted thereat. A majority of the ~~Council~~Board shall constitute a quorum. Once a quorum is present, it shall be considered to be in effect until the meeting is adjourned. Members may attend

any meeting of the ~~Council~~Board. Non-members may attend the meetings of the ~~Council~~Board by invitation of the president.

Section 4. Attendance

Any member of the Board who is absent from three meetings of the Board during the year between any two annual meetings of the Society may be removed from the Board and from any office held by her or him and any committee of which she or he is a member based on a vote by a majority of the Board.

Section 5. Resolutions

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 8. ~~Replacement of Officers~~

~~Should a vacancy occur, on account of death, or otherwise, among the officers of the Society, the Council may fill such vacancy until the next annual meeting, unless otherwise provided for in these Articles of Association and bylaws.~~

Section 9. ~~Duties of Councilors~~

~~The Councilors of the Vermont Medical Society shall attend and faithfully represent the members of their specialty societies, medical staff, or county in the Council and shall report the proceedings of that body to their specialty societies, medical staff, or county at the earliest opportunity.~~

Section 10. Committees of the ~~Council~~Board

A. Standing Committees

1. Executive Committee This committee shall function as the continuing agent of the ~~Council~~Board in the interval between meetings, ~~and may considering and take action on~~ ongoing business or problems ~~that which may arise. It will receive the reports of its sub-committees, such as the Finance Committee.~~ The officers and the Immediate Past President of the Society shall comprise the membership of the Executive Committee.

The executive committee shall:

- a. Oversee the fiscal affairs of the Society in the interval between Board meetings; establish such fiscal controls as the Committee, Executive Director or auditor deem necessary;

Commented [JB30]: Moved to officers

Commented [JB31]: This can also be removed – confusing to have this in several sections

Commented [JB32]: This does not happen – suggest removing

- b. ~~Review annual budget recommendations before presentation to the Board;~~
- c. ~~Identify and recommend candidates for open seats on the Board;~~
- d. ~~Identify and prepare a slate of officers, meeting moderators and delegates to the American Medical Association for presentation at the Annual Meeting;~~
- e. ~~Complete an annual performance evaluation of the executive director and set the executive director's annual salary;~~
- f. ~~Oversee development of any necessary personnel policies and procedures.~~

~~2. **Finance Committee** This committee shall consist of the president, president elect, and secretary-treasurer. Its duties shall be:~~

~~a. To oversee the fiscal affairs of the Society and make reports and recommendations to the Executive Committee.~~

~~b. To recommend a budget and make reports as necessary.~~

~~c. To make transfers within the adopted budget, including allowable interfund transfers.~~

~~d. To establish such fiscal controls as the committee, the executive vice president, and the auditor deem necessary.~~

~~e. To oversee the expenditures and operations of the Montpelier property and to act upon the executive vice president's recommendations regarding rentals, improvements, or other matters concerning said property owned by the Society.~~

~~3. **Personnel Committee** This committee shall consist of the president, the president elect and one other member of the Executive Committee, as appointed by the president. Its duties shall be:~~

~~a. To develop personnel policies and procedures for the Society and to recommend their adoption to the Executive Committee.~~

~~b. To formulate position descriptions for the executive vice president and the Society's staff.~~

~~c. To make an annual performance evaluation of the executive vice president and forward a report and salary recommendation to the Executive Committee.~~

~~4. **Nominating Committee** A committee of five (5) members shall be appointed by the president within three months after installation. Members shall include the president elect and the secretary-treasurer, neither of whom may be the chairperson. The president shall designate the chairperson. Its duties shall be to prepare a slate of officers, meeting moderators and delegates to the American Medical Association at the Annual Meeting.~~

Commented [JB33]: We do not currently have/use a Finance Committee –rolled into description of Executive Committee

Commented [JB34]: Rolled into Executive Committee Description

Commented [JB35]: Executive Committee has been holding this role – rolled into Executive Committee description

B. Special Committees The ~~Council~~Board may create special committees as ~~are~~ needed. Appointments to these committees will be by the president, with the approval of the ~~Council~~Board. ~~These committees shall include, but not be limited to the Committee on Awards.~~ Committee terms shall be for two years and members may be reappointed. Committees may include, but are not limited to, an Audit, Personnel or Finance Committee, if such Committees are needed to assist the Executive Committee or Board in carrying out their duties.

Section 11. Distinguished Service Award

~~The Distinguished Service Award represents the highest award the Society can bestow upon one of its members. It shall be awarded on the basis of meritorious service in the science and art of medicine and of outstanding contributions to the medical profession, its organizations, and the welfare of the public.~~

~~Recipients of this award shall be nominated by the Awards Committee and selected by the Council. In the event that no suitable candidate is nominated in a given year, the award need not be given.~~

Section 12. Founders' Award

~~The Vermont Medical Society Founders' Award is presented to an individual who has demonstrated outstanding leadership, vision and achievement in improving the health of Vermonters and all Americans.~~

~~Recipients of this award shall be nominated by the Awards Committee and selected by the Council. In the event that no suitable candidate is nominated in a given year, the award need not be given.~~

Section 13. Other Awards

~~Recipients of other awards shall be nominated by the Awards Committee and selected by the Council.~~

Commented [JB36]: Removed awards from Board section of bylaws – confusing to have it located here. Added standing awards committee to committee section. No longer list specific awards in bylaws – this should be done in policy/other written document.

Chapter V

~~AFFILIATION WITH THE~~ AMERICAN MEDICAL ASSOCIATION

Section 1. General

This Society shall ~~be affiliated~~ participate as a member of the federation of state medical societies that comprise ~~with~~ the American Medical Association House of Delegates, New England regional

~~delegation and Council of New England State Medical Societies and shall enjoy the rights and benefits that come through this membership. It shall elect delegates and transact other necessary business in accordance with the Constitution and Bylaws of the American Medical Association to the extent that such actions are not inconsistent with the Articles of this Society or the laws of the state of Vermont. [The Principles of Medical Ethics of the American Medical Association shall guide the members of the Society].~~

Commented [JB37]: Moved to introductory principles

Section 2. Delegate and Alternate Delegate

~~The Society shall be apportioned American Medical Association delegate and alternate delegate seats in accordance with the Constitution and Bylaws of the American Medical Association. Such delegates and alternate delegates to the American Medical Association shall be elected at an annual meeting for a two-year term. Each shall serve no more than three two-year terms.~~

~~A representative/representatives selected by the Larner College of Medicine AMA Student Interest Group, in a manner determined by the Interest Group and in accordance with the Constitution, Bylaws and credentialing process of the American Medical Association, may serve as the voting member(s) to the meetings of the Medical Student Section of the American Medical Association. Funds permitting, VMS may financially support the attendance of such representative(s) to the Medical Student Section meetings.~~

Chapter VI

FUNDSFISCAL REQUIREMENTS

Section 1. General Books and Records

~~The Society shall keep correct and complete books and records of accounts and shall keep minutes of all the proceedings of meetings of the membership, Board and Committees as required by the Vermont Nonprofit Corporations Act. In addition, the Society shall keep a copy of the Society's Articles of Incorporation and Bylaws as amended to date.~~

Section 2. Fiscal Year

~~The fiscal year of the Society shall be from January 1 to December 31 of each year.~~

Section 3. Conflict of Interest

~~The Board shall adopt and periodically review a conflict of interest policy to protect the Society's interests when it is contemplating any transition or arrangement which may benefit any officer, employee or member of a committee with Society-delegated powers.~~

~~Funds may be raised by annual membership dues set at the annual meeting. Additional funds may be raised by an equal assessment on each of the members when so voted at a properly warned meeting or by the Council. Additional funds may be raised for the Society from the publications of the Society, or in any other manner approved by the Council. Funds may be appropriated by the membership at the annual meeting for any purpose of the Society and by the Council to defray expenditures of the Society.~~

Section 42. Special Funds

- A. Faulkner Fund The Faulkner Fund is to be used in compliance with the will of Marianne Gaillard Faulkner, which states: "To the Vermont State Medical Society, a corporation of the state of Vermont, the sum of One Hundred Thousand Dollars (\$100,000), to be kept as a permanent fund to be known as the Edward Daniels Faulkner and Marianne Gaillard Faulkner Fund, and the income only is to be used (a) for the relief of pecuniary distress of sick or aged members or the parents, the widows, the widowers, or children of deceased members, and (b) for the relief of pecuniary distress of members resulting from catastrophic natural causes." ~~The Committee on Medical Benevolence shall select the beneficiaries of this fund as specified in subsections (a) and (b) above.~~

—In addition, the Vermont Medical Society may expend income from the fund for the purpose of providing certain benefits to impaired physicians and the relief of their spouses and dependents. ~~The Executive Committee shall select the beneficiaries of this fund.~~

- B. Special Purpose Funds.
~~Any other special purpose F~~unds shall be administered as stipulated by the terms of the grant or bequest.

Section 5. Audit of Accounts

~~The Society records of account shall be reviewed annually and audited at least once every three years by a certified public accountant, selected by the Board. The results of the review or audit shall be presented to the Board and, upon request, provided to any member of the society.~~

**Chapter VII
COMMITTEES**

Section 1. Membership of Standing and Ad Hoc Committees and Task Forces

- A. General Any Society member shall be eligible to serve on a committee. ~~Members of committees shall be appointed by the Board unless otherwise provided for. Unless otherwise specified, committees shall consist of at least three (3) members each appointed for a term of two (2) years and who are eligible for reappointment. Vacancies in committees occurring during the interval between Board meetings and annual sessions may be filled by presidential appointment.~~
- B. Designated Members
1. ~~The secretary-treasurer shall be an *ex-officio* member of the Committee on Medical Benevolence and shall be a member of the Committee on Investment.~~
 2. ~~The president shall be an *ex-officio* member of all standing committees. The president may assign this function to the president-elect or to the vice-president.~~
 3. ~~The president of the Society, with the approval of the Council, may appoint extra~~

~~members to a Standing Committee in the interval between Annual Sessions.~~

~~C. Standing Committees Members of standing committees shall be appointed by the Council unless otherwise provided for. Standing committees shall consist of at least three (3) members each appointed for a term of two (2) years and who are eligible for reappointment.~~

~~D. Vacancies. Vacancies in committees occurring during the interval between Council meetings and annual sessions shall be filled by presidential appointment.~~

~~B.~~

~~C. Chair Section 2. Organization~~

~~D.~~

~~E. B. The president of the Society shall appoint the chairperson of the various committees who shall continue to serve until his/her term on the committee has ended or until a president appoints a new chair, as soon as possible after the annual meeting unless otherwise provided in these bylaws.~~

Section 3. Headquarters

~~The headquarters of each board and committee shall be the executive offices of the Society and all transactions shall be recorded there.~~

Section 4. Reports

~~The standing committees shall report to the Council, and shall not take independent action, except as authorized in the bylaws.~~

Section 25. Duties of Boards and Standing Committees

~~A. Judicial and Ethics Committee~~

~~B. Judicial and Ethics Board The Judicial and Ethics Board ~~Committee~~ will be composed of the last five Society presidents with the senior serving as chairperson. All matters pertaining to the ethical or legal conducts of the members of the Society will be referred to it and it shall report its findings to the originator of the referral. ~~The board will address issues of ethical conduct by members, including, but not limited to, such matters as inappropriate advertising and fee splitting.~~ The ~~board~~ Committee will be guided by the current Principles of Medical Ethics of the American Medical Association, the Guidelines for Ethical Conduct for the PA profession, by any relevant polities of this Society, and by its own judgment.~~

~~C.~~

~~A. The Board shall also possess the judicial power of the Society, and its decision shall be final unless overruled by the Council or action by the membership at an annual or special meeting. ~~The Committee shall also consider~~ The judicial power shall extend to and include: (1) all questions involving membership or the obligations, rights, and privileges of membership; (2) all controversies arising under the Society's Articles of Association and these bylaws or under the Principles of Medical Ethics; and (3) legal matters involving the Society.~~

The Committee may recommend to the Board to discipline, suspend, expel or take other action regarding a member of the Vermont Medical Society. Notice of proposed decisions to suspend, expel or terminate membership shall be provided to a member at least 15 days prior to the effective date of action and provide a member an opportunity to be heard orally or in writing no less than five days before the effective date of the action. The decisions of the Committee shall be submitted to the Board for review and final action at their next scheduled meeting or by special meeting held sooner following a decision of the Committee. Members may appeal the final decision of the Board for reconsideration by the Board.

B. Committee on Investment This committee will supervise the management of all the invested funds of the Society, and shall:

1. Establish an investment policy statement for each fund, which may be changed if circumstances indicate.
2. Select an investment advisor and review its performance at least annually.
3. ~~3.~~ Select an investment custodian, which need not be the same as the advisor.
4. ~~4.~~ Meet with the advisor at least ~~four~~ two times annually.
4. ~~4.~~
5. ~~5.~~

~~5. Approve all purchase and sales of securities, except when the advisor feels an emergency situation demands immediate sale. In such case, the advisor shall justify this action to the committee.~~

~~6.5.~~ 6. Shall report at least annually to the ~~Submit~~ minutes of meetings to the ~~Council~~ Board.

The funds of the Society, under the supervision of this committee, may be invested in equities, debt instruments, certificates of deposit, or such other financial instruments as are appropriate to the needs of the Society and its stated investment policy, consistent with the principles of prudent investment. The VMS treasure shall be a member of the Committee.

C. Vermont Practitioner Health Program Committee

The Vermont Practitioner Health Program (VPH) Committee is a peer review committee, as defined in 26 V.S.A. § 1441. The Committee is formed to evaluate and improve the quality of health care rendered by providers of health services and to ensure that services provided are performed in compliance with the standard of care. Members of the Committee assist VPHP participants in their recovery and provide input to the VPHP's operations.

The Committee shall have not less than six and no more than fifteen members, including the VPHP Medical Director. The Committee shall seek to have diverse representation that reflects the professions served by VPHP; specialty; gender; geography; and expertise in the areas of wellness, recovery, substance use, mental health and/or personal experience with

recovery. ~~Committee members shall not have to be members of the Society. The Committee shall forward recommendations for membership to the Board for appointment.~~

~~Meetings of the Committee will be scheduled no less than every other month and minutes of such meetings shall be forwarded to the Board.~~

D. Awards Committee

~~This Committee shall accept nominations and select candidates for VMS Awards, subject to approval by the Board. The Board shall identify and set the criteria for VMS Awards. In the event that no suitable candidate is nominated for an award in a given year, that award need not be given.~~

- ~~C. Committee on Medical Benevolence This committee shall be charged with the supervision of the relief of pecuniary and other distress of sick or aged members or of the parents, widows, widowers, or children of deceased members; and the relief of pecuniary distress of members resulting from catastrophic natural causes. It may also receive subscriptions and donations to be used for the relief of particular members or their dependents as specified above. It shall give consideration to the findings and recommendations from the president, the secretary and the councilors of the distressed member's county. It shall also select recipients of assistance from the Faulkner Fund and determine grants to be made as outlined in Chapter VI, Section 2, paragraph A of these bylaws.~~

Commented [JB38]: Rolled into Executive Committee

Section 3. Ad Hoc Committees and Taskforces

~~The Board may authorize the creation of other ad hoc committees and taskforces as necessary to carry out the work of the Society. Membership on such committees, the duration and charge of the committees shall be determined by the Board.~~

Chapter VIII

~~SPECIALTY SECTIONS AND OTHER SECTIONS~~

Section 1. Specialty Sections

~~Since the Society recognizes that many of its members function in one or more of the various medical specialties, it encourages involvement by its members in those organizations within the state which represent these specialties. In those specialties where there is no such organization, the members are encouraged to support the section representing the specialty in which each member is interested or engaged. The specialty sections currently recognized by the Society are listed in Appendix iv.~~

Section 2. Other Sections

~~The Society may, as provided in Section 3, recognize other special sections comprised of physicians, physician assistants, physicians-in-training (residents) or medical students which are organized to promote and foster the special interests and needs of its members provided the objectives of such organizations are not in direct conflict with the Society. The Board has the~~

~~prerogative of creating, dissolving or otherwise modifying the list of recognized sections and determining any membership criteria.~~

~~Section 3. General~~

- ~~A. — The Council has the prerogative of deleting from, adding to or otherwise modifying the list of recognized specialty sections or other sections.~~
- ~~B. — Membership in specialty sections or other sections shall be determined by their membership irrespective of membership in the Society.~~
- ~~C. — Each specialty section or other section may organize itself as it deems appropriate. The Society, however, is available to assist any section with its organization, operation or both.~~
- ~~D. — Each specialty section or special section may submit a report of its activities to be included in the Society's annual report.~~

~~Chapter IX
SEAL~~

~~The Council shall determine the inscription to be placed upon the "corporate seal" of the Society. The seal shall be kept at the Society's executive office.~~

**Chapter IX
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Vermont Non-Profit Corporation Act or under the provisions of the Articles of Association or the bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Attendance at, or participation in, any meeting for which a member or officer is entitled to notice shall be deemed a waiver of such notice, unless timely objection is made at such meeting.

**Chapter XI
INDEMNIFICATION**

To the full extent permitted by Vermont law, ~~and not in derogation thereof~~, the Society shall indemnify every person made or threatened to be made a party to any action or proceeding by reason of the fact that he is or was a director, officer, agent or employee of the Society; provided that:

1. He/she shall not be finally adjudged in such action or proceeding to be liable for gross negligence or willful misconduct in the performance of his/her duty; and

2. It shall not be determined by a disinterested majority of the CouncilBoard that he/she acted beyond the scope of his/her duty; and
3. The CouncilBoard shall be subrogated to such person's right to control over the conduct or defense of such action or proceeding.

Chapter XII

AMENDMENTS TO THESE BYLAWS

- A. The president will appoint an ad hoc committee to review periodically and make recommendations for revision of the bylaws.
- B. A vote of the membership at any annual or special meeting may amend these bylaws, provided there is a two-thirds vote of those members attending in favor of such amendment; and a

~~Any such amendment shall have been proposed at the immediately preceding annual or special meeting; or~~

~~Any~~ such amendment shall have been submitted in writing to all members of the Society not less than thirty (30) days prior to the annual or special meeting at which such amendment is considered. Such notice may be sent electronically unless a member has previously requested communications by mail.

Appendix i

AMERICAN MEDICAL ASSOCIATION — Principles of Medical Ethics

The medical profession has long subscribed to a body of ethical statements developed primarily for the benefit of the patient. As a member of this profession, a physician must recognize responsibility to patients first and foremost, as well as to society, to other health professionals, and to self. The following Principles adopted by the American Medical Association are not laws, but standards of conduct which define the essentials of honorable behavior for the physician.

- I. A physician shall be dedicated to providing competent medical care, with compassion and respect for human dignity and rights.
- II. A physician shall uphold the standards of professionalism, be honest in all professional interactions, and strive to report physicians deficient in character or competence, or engaging in fraud or deception, to appropriate entities.
- III. A physician shall respect the law and also recognize a responsibility to seek changes in those requirements which are contrary to the best interests of the patient.
- IV. A physician shall respect the rights of patients, colleagues, and other health professionals, and shall safeguard patient confidences and privacy within the constraints of the law.
- V. A physician shall continue to study, apply, and advance scientific knowledge, maintain a commitment to medical education, make relevant information available to patients, colleagues, and the public, obtain consultation, and use the talents of other health professionals when indicated.
- VI. A physician shall, in the provision of appropriate patient care, except in emergencies, be free to choose whom to serve, with whom to associate, and the environment in which to provide medical care.
- VII. A physician shall recognize a responsibility to participate in activities contributing to the improvement of the community and the betterment of public health.
- VIII. A physician shall, while caring for a patient, regard responsibility to the patient as paramount.
- IX. A physician shall support access to medical care for all people.

Appendix ii

AMENDED ARTICLES OF ASSOCIATION OF THE VERMONT MEDICAL SOCIETY

The undersigned, being natural persons of the age of majority, and being the duly elected and qualified President and Secretary of the **VERMONT MEDICAL SOCIETY** hereby certify that the **AMENDED ARTICLES OF ASSOCIATION OF THE VERMONT MEDICAL SOCIETY** set forth herein have been duly approved and adopted by members of the Society entitled to vote thereon at an annual meeting of the Society noticed and held in accordance with the Constitution and Bylaws of the Society and the Vermont Nonprofit Corporation Act (Title 11B of the Vermont Statutes) on **October 27, 2018** **November 6, 2021**.

ARTICLE 1

The name of this corporation shall be the **VERMONT MEDICAL SOCIETY** (referred to herein as the "Society"), being the successor organization to the **FIRST MEDICAL SOCIETY IN VERMONT**, organized on August 19, 1784, and incorporated as a body corporate and politic by Act of the General Assembly adopted October 24, 1784, as subsequently amended by Acts of the General Assembly adopted at Sessions thereof 1794, 1804, 1812, 1813, 1814, and by No. 360 of the Acts of 1913. Desiring to avail itself of the provisions of the Vermont Nonprofit Corporation Act, the Society hereby publishes its Constitution, as amended to the date hereof, as these Amended Articles of Association, and further acknowledges and ratifies its acceptance of all powers, rights, privileges, and prerogatives heretofore granted to it by enactments of the Vermont General Assembly, the provisions of which enactments are incorporated by reference as if fully set forth at length herein.

ARTICLE II

The duration of this Society shall be perpetual.

ARTICLE III

The registered office of the Society shall be its principal office at 134 Main Street in the City of Montpelier, Vermont. The registered agent of the corporation shall be its executive ~~vice president~~director, by whatever title given, duly appointed from time to time in accordance with the Bylaws of the Society, the incumbent being Jessa E. Barnard, whose address is the registered office of the Society.

ARTICLE IV

Included with those purposes set forth in the Society's initial act of incorporation and subsequent amendments thereto, the Society is organized for the following purposes:

- (1) To serve the public by facilitating and enhancing physicians' and physician assistants' individual and collective ~~commitments, capabilities and~~ efforts to improve access to and the quality of health care services, -the health care services and health care access and health outcomes ~~quality of life~~ for the people of Vermont ~~through the provision of accessible and appropriate health services.~~
- (2) To facilitate education, information sharing and ~~encourage and aid the progress and~~ development of the sciences of medicine ~~and surgery and to encourage research to those areas.~~
- (3) To promote the public health.
- (4) To promote health equity and justice within the health care system for Vermont patients and health care professionals.

~~(5) To encourage-facilitate mutual support cooperation among physicians and surgeonsphysician assistants its members, to the end that the and enhance professional wellbeing, and the standard of professional skill, care and judgment may be elevated generally.~~

~~(56) To provide a means for physicians' and physician assistants' leadership-its members to optimize and cooperation with other agencies-entities and professionals concerned with health care.~~

~~(6) —To affiliate with the American Medical Association.~~

~~(67) —To advance the general, moral, social and intellectual welfare of its members.~~

ARTICLE V

Included with those powers heretofore granted the Society by enactments of the General Assembly, including the Vermont Nonprofit Corporation Act, and not in derogation or limitation of said enactment, the Society shall have the following powers:

1. To acquire, hold, manage and deal in both real and personal property for the common welfare of the Society and its members.
2. ~~(2) —~~To levy and collect ~~taxes-fees or dues~~ for any of its purposes.
3. ~~(3) —~~To make contracts and incur liabilities.
4. ~~(4) —~~To acquire and manage funds.
5. ~~(5) —~~To adopt bylaws and regulations for its organization and government, and the administration of its affairs, including the power to fix the dates and places of meetings.
6. ~~(6) —~~To fix the condition of membership, including the election, succession, discipline and expulsion of the same.
7. ~~(7) —~~To provide for such officers ~~and~~, delegates ~~and assistants~~ as may be required in the furtherance of its purposes, and to fix the compensation for services so rendered.
8. ~~(8) —~~To elect honorary members and confer awards of merit upon members and non-members for exemplary service to the Society or in the furtherance of its purposes.
9. ~~(9) —~~To assist its members in all matters relating to ~~professional liability~~the practice of medicine, and otherwise to aid its members to the extent approved by ~~the governing Board of vote of~~ the Society.
10. To do any act not in contravention to the general law of this State, the United States, or to specific enactments relating to the Society.

ARTICLE VI

Membership in the Society shall be limited to those members in good standing of the medical profession, as defined in the bylaws of the Society, ~~upon whom have been conferred the academic degree of Doctor of Medicine, Doctor of Osteopathy or comparable degree accepted for the practice of medicine or surgery, and who are licensed to practice medicine under the laws of this State or a physician assistant who is licensed to practice in the state of Vermont; subject, however, to the provisions of the Society's bylaws regarding membership.~~

ARTICLE VII

The ultimate authority for the Society's governance shall be vested in its Board and members as described in the Society's bylaws approved and adopted on November 6, 2021~~October 27, 2018~~, as may be amended hereafter.

ARTICLE VIII

The officers of the Society shall be a president, president-elect, vice president, and secretary-treasurer. The manner of election and duties of these officers shall be set forth in the Society's bylaws.

ARTICLE IX

The ~~executive governing~~ body of the Society shall be a Council~~Board~~ consisting of the officers named in Article VIII, the immediate past President of the Society, the Society's delegate and alternate delegate to the American Medical Association, those members elected ~~or appointed~~ as council~~Board Members~~ ~~ors and councilors-at-large~~ consistent with the Society's bylaws. The Council~~Board~~ shall perform such duties as in general devolve upon corporate directors, and shall conduct the business of the Society ~~during intervals between annual and/or special meetings of the membership~~, as described in the Society bylaws.

ARTICLE X

The Society shall have the power to indemnify its officers, employees, agents and members to the extent as may be provided in its bylaws.

ARTICLE XI

These Articles may be amended by a vote of the membership at any annual or special meeting thereof, provided:

- (1) Two-thirds thereof vote in favor of such amendment; and
- (2) Any such amendment shall have been proposed at the immediately preceding annual or special meeting of the membership; or

- (3) Any such amendment shall have been submitted in writing to all members of the society not less than thirty days prior to the annual or special meeting of the membership at which such amendment is considered. Such notice may be sent electronically unless a member has previously requested communications by mail.

ARTICLE XII

This Society is not formed, organized or operated for pecuniary profit. No part of the net income of the Society shall pass to any member thereof. In the event of its dissolution, the assets of the Society shall be transferred to such scientific or health care organizations as shall be designated by two-thirds vote of the members of the Society entitled to vote thereon. Any dissolution of the Society shall be effected only under the supervision and direction of such Vermont Superior Court having jurisdiction in the premises.

IN WITNESS WHEREOF, we hereunto subscribe as the duly authorized officers of the VERMONT MEDICAL SOCIETY, this 27th-6th day of OctoberNovember, 202118.

President, Vermont Medical Society

Secretary, Vermont Medical Society

Appendix iii

~~UVM MEDICAL STUDENT MEMBERSHIP IN VERMONT MEDICAL SOCIETY~~

Commented [JB39]: Incorporated into body of bylaws

Guidelines & Procedures

~~I. MEMBERSHIP~~

~~A medical student, duly enrolled in the University of Vermont College of Medicine (UVM), will become a student member of the Vermont Medical Society (VMS). Membership will be terminated by resignation, upon graduation from or failure to continue enrollment in the UVM College of Medicine.~~

~~II. REPRESENTATION~~

~~A student elected from each of the four (4) classes of the UVM College of Medicine, in a manner determined by the Student Membership, will serve as the respective class representative in all matters pertaining to the Society. Each shall be eligible to participate in meetings of the VMS Council without a vote.~~

~~The Student Membership shall be entitled to appoint from the class representatives two (2) voting representatives to annual and special meetings of the Society.~~

~~III. AMA STUDENT DELEGATE~~

~~The third year class representative will serve as the voting member to the Business Meetings of Medical Student Members of the American Medical Association (AMA). An alternate will be selected from the remaining class representatives. In order to serve as a voting delegate, the class representative must be a Medical Student Member of the AMA and be properly certified to the Governing Council of the AMA Medical Student Section. This delegate will be sponsored by the VMS, funds permitting.~~

~~IV. PRIVILEGES OF MEMBERSHIP~~

~~Student members will be welcome at all general meetings of the Society and of its sections where they may engage in, and are encouraged to participate in discussion. They may serve on any committee to which the general membership of the Society may be appointed. Student members are welcome at meetings of the Chittenden County Medical Society and encouraged to participate in the activities of this component society of VMS.~~

~~Student members will receive all informational publications of the Society including, but not limited to the VMS newsletter, and Legislative Bulletin. They also will receive announcements concerning the Society's annual meeting or any special meetings.~~

~~The Medical Student Section may submit to the VMS Council for consideration resolutions to be acted upon by the membership at the annual meeting of the Society. It also may submit a report of its activities to be included in the Society's annual report.~~

V. OTHER

~~The Medical Student Section may organize itself as it deems appropriate in matters not covered by these guidelines and procedures, or the Bylaws of the Society. The Society, however, is available to assist with its organization, operation or both.~~

Approved - VSMS ~~Council~~Board, March 17, 1990

Amended - VMS ~~Council~~Board, January 27, 1996

Amended – VMS Annual Meeting, November 6, 2010

Amended - VMS Annual Meeting, October 19, 2013

Amended – VMS Annual Meeting, November 6, 2021

Appendix iv
SPECIALTY SECTIONS

The specialty sections currently recognized by the Society are:

Anesthesiology
Dermatology
Emergency Medicine
Family Practice
Internal Medicine
Medical Education
Neurology—Neurosurgery
Obstetrics & Gynecology
Oncology
Ophthalmology
Orthopedics
Otolaryngology
Pathology
Pediatrics
Psychiatry
Radiology
Surgery
Thoracic Surgery
Urology