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Bylaws of the Medical Society of the County of Queens, Inc.

*Amended and
Restated
2020*

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**ARTICLE I
NAME**

The name of the Society shall be the Medical Society of the County of Queens, Inc. (hereinafter also called "the Society").

**ARTICLE II
MISSION**

This Society shall be the Queens County component of the Medical Society of the State of New York (hereinafter called the "State Society"). The mission of the Society shall be:

- (a) to establish and maintain the highest possible standards for the practice of medicine in the County of Queens;
- (b) to contribute to the professional and personal development of member physicians by representing the profession as a whole and to advocate health-related rights, responsibilities and issues in order to promote a favorable environment for the practice of medicine and improvement of the health of Queens County;
- (c) to serve as a resource for its members and assist them in addressing the many issues and needs which they face in providing health care to their patients;
- (d) to enhance the delivery and ensure public access to the highest quality medical care in the most judicious manner, and to act to promote and maintain high standards in medical education and in the practice of medicine in an effort to ensure that quality medical care is available to the public; and
- (e) to seek to educate the public regarding important health care issues.

**ARTICLE III
MEMBERSHIP**

3.01. Listing of Classes.

The membership of this Society shall consist of the following classes:

- (a) Active;
- (b) Residents and Fellows;
- (c) Students;
- (d) Post-Medical Graduates;
- (e) Life;
- (f) Retired;
- (g) Associate or Affiliate; and
- (h) Honorary.

3.02. Active Membership.

Active - Members shall be Doctors of Medicine or Doctors of Osteopathy licensed to practice in the State of New York. They shall be of good and moral character and reside or practice in the County of Queens. By virtue of their membership in the Society, they shall be members of the State Society. The licensure requirement may be waived in the case of physicians who are in training or who engage in research, teaching, hospital/medical administration or government service.

3.03. Resident and Fellow Membership.

Resident/Fellow - Membership shall be limited to graduates of recognized medical or osteopathic schools who are training in recognized post-graduate programs. Resident and Fellow Members shall have voice and vote. They shall be subject to dues as established by the Society, which shall not be more than one-tenth the amount levied on Active Members.

3.04. Student Membership.

Student - Members shall be those members enrolled in a recognized school of medicine or osteopathy in the State of New York who, by residence or preference, choose to be affiliated with the Medical Society of the County of Queens, Inc. Student Members shall have voice and vote. They shall be subject to dues as established by the Society.

When a Student Member ceases to be enrolled in a recognized school of medicine or school of osteopathy, other than by reason of graduation, the member shall be considered to have resigned from Student Membership in the Medical Society of the County of Queens, Inc. A Student Member who is suspended from the rights and privileges of his/her medical or osteopathic school shall likewise be suspended for the same period from the Medical Society of the County of Queens, Inc.

3.05. Post-Medical Graduate Membership.

Post-Medical Graduate - Member shall be an individual who resides in Queens County and holds a medical school diploma from a school in the United States or Canada, or holds a medical diploma and certification by the Educational Commission for Foreign Medical Graduates but has not yet entered residency training or been employed as a physician. Post-Medical Graduate Members shall have voice and vote. They shall be subject to dues established by the Society. No individual may be a member in the post-medical graduate category for more than three years. If an individual enters residency training in the year in which the individual has already paid dues in the post-medical graduate category, his/her membership shall automatically be converted into a Resident/Fellow Membership.

3.06. Retired Membership.

Retired Membership - A Retired Member shall include an individual who has fully retired from the practice of medicine, irrespective of age, providing s/he abides by all requirements of membership, including the requirements of the State Society Bylaws for Retired Membership.

3.07. Life Membership.

Life - An Active Member in good standing, who has completely withdrawn from the active practice of medicine and who has been a member in good standing for the ten consecutive years prior to the attainment of the age of sixty-seven years, or an Active Member in good standing who continues the active practice of medicine and has been a member in good standing for the ten consecutive years prior to the attainment of the age of seventy-two years, is eligible for Life Membership. An Active Member in good standing for ten consecutive years or more who is permanently disabled may be recommended for a Life Membership by the Visiting Committee.

Applications for Life Membership shall be signed by the President and Secretary of the Society and shall be submitted to Comitia Minora for approval. If approved by Comitia Minora, the names shall be sent to the Secretary of the State Society for appropriate action. Life Members shall not be subject to dues or assessments but shall be accorded all the rights and privileges of Active Membership. Applications for Life Membership shall be made in writing to the Secretary of the Society.

3.08. Associate or Affiliate Membership.

Associate - Members formerly in good standing who no longer practice or reside in Queens County but who practice or reside in another county in New York State may be elected to Associate Membership. In order to qualify for Associate Membership, the individual must be a member of another country medical society in the State of New York and meet the requirements as may be required by the Society and State Society. Associate Members shall receive publications of the Society, notice of Society activities, and are eligible for Society membership benefits. They shall pay adjusted dues to be fixed by the Society. They may attend meetings of the Society but are not eligible to vote or hold office.

Affiliate - Members shall be those physicians other than Life or Honorary Members who were previously members in good standing of the Society and the State Society who no longer reside or practice medicine in New York State, yet wish to be affiliated with the Society and the State Society, providing s/he abides by all other membership requirements of the Society and the State Society.

In the event that an Affiliate Member resumes the status as an Active Member of the Society and the State Society following the reestablishment of residence and/or the practice of medicine in the State of New York, the duration of time in which the individual held the status as an Affiliate Member in good standing shall not be considered as an interruption in Active Membership for the purpose of determining eligibility for Life Membership.

3.09. Honorary Membership.

Honorary - Physicians of distinguished reputation or persons not members of the medical profession who have rendered noteworthy service to medicine may on recommendation to, and approval by, Comitia Minora be elected Honorary Members.

3.10. Membership Status Required To Vote, Run For or Hold Office.

Only Active, Resident and Fellow, Student, Post-Medical Graduates and Life Members in good standing shall have the right to vote, run for or hold office.

3.11. Application for Membership.

- (a) Application shall be made for all classes of membership except Honorary on a universal one-page form approved by the Medical Society of the State of New York and signed by the applicant. The State and Society dues must accompany all applications. The membership becomes official once the applicant's name is approved at the next Comitia Minora meeting.
- (b) *Approved Residency Training Program* - A former Student Member shall be permitted to convert to Resident Member status during the first post-graduate year in an ACME approved residency training program upon payment of State and County dues and provision of an updated information form.
- (c) *Loyalty Declaration* - Each applicant shall sign the following statement at the time s/he makes his/her application: "If elected to membership, I agree to abide by the Bylaws of the Medical Society of the County of Queens, Inc."
- (d) *Certificate of Membership* - A Certificate of Membership signed by the Secretary and the President shall be issued to each newly-elected member.
- (e) *Transfer of Membership* - When an Active or Life Member in good standing, and not under charges, has moved to another county in this State, the Secretary shall, upon his/her application for transfer, issue a certificate of his/her good standing to the Secretary of the Medical Society of the County to which s/he has moved.
- (f) *Resignation* - Resignation from membership shall be submitted in writing to the Secretary, who shall report to Comitia Minora at its next meeting.
- (g) *Reinstatement* - Application for reinstatement of membership shall be made and treated in the manner previously described for new members except:
- (h) That if the applicant has been dropped for non-payment of dues, payment accompanying the application shall comprise annual dues of the Society and the State Society, for the current year.

3.12. Fees.

- (a) An application for Active Membership must be accompanied by the regular annual State and County dues for the current year.
- (b) Determination of Fees.
 - (i) The amount of annual dues and assessments shall be determined by the Board of Trustees and approved by Comitia Minora subject to approval by the membership at an Annual Meeting.
 - (ii) After proper approval, dues and assessments are binding on all Active Members.
- (c) Failure to Pay.
 - (i) County and State dues are payable by each Active member on January 1st.
 - (ii) Any member, except a member who is eligible for and has applied for Life Membership, whose component of Medical Society of the County of Queens, Inc. and State Society dues are unpaid by February 1st of any current year or whose assessments are unpaid by the specified time is not in good standing and shall be deemed to be in arrears.
 - (iii) A member whose dues are unpaid after March 1st whose assessments are unpaid may be dropped from the rolls of membership.
 - (iv) Members shall be considered not in good standing if they are in arrears or under suspension. They shall not be entitled to the privilege of the floor, to run for or hold office, to be a Delegate, to vote or to receive the publications or notices of meetings of the Society.

ARTICLE IV COMITIA MINORA, BOARD OF TRUSTEES AND HOUSE OF DELEGATES

4.01. Comitia Minora.

- (a) Comitia Minora shall consist of the Elected Officers, Members of the Board of Trustees, Delegates to the Medical Society of the State of New York House of Delegates, including the Councilor to the Medical Society of the State of New York, the Chairpersons of all Standing Committees and Elected Officers and Trustees of the State Society who are Active or Life Members of the Medical Society of the County of Queens, Inc.

- (b) The President of the Society shall be Chairperson of Comitia Minora.
- (c) Comitia Minora shall have charge of the activities of the Society and it shall be the executive body of the Society, except as otherwise herein provided. It shall meet not later than the tenth day of each month (except July and August), or as otherwise determined by Comitia Minora. It shall hold special meetings at the call of the President or upon the written request of a quorum of its members. Nine members shall constitute a quorum.
- (d) The minutes and an attendance record of its meetings shall be recorded by the Secretary.
- (e) Any Society member in good standing may attend and have the privilege of the floor at Comitia Minora meetings.
- (f) Activities of Standing and Special Committees shall be subject to direction by Comitia Minora.
- (g) All Committee reports, including items for action, should be sent to the President for approval at the next Comitia Minora.
 - (i) County and State Public statements emanating from any committee shall be issued by the President in the name of the Society upon approval of a majority of the committee concerned and of Comitia Minora or the Executive Committee.
 - (ii) Consent of Comitia Minora shall be required for the proposed selection by the Board of Trustees of an Executive Director.

4.02. Board of Trustees.

- (a) The Board of Trustees shall consist of:
 - (i) nine voting members, three of whom shall be elected each year; and
 - (ii) the President, ex officio with voice but no vote.
- (b) The term of office of each Trustee, with the exception of the President, shall be from the close of the Annual Meeting at which s/he is elected until the close of the third subsequent Annual Meeting, unless the election was to fill a vacancy, in which case the term shall be until the close of that vacancy period.
- (c) The President-Elect, the Treasurer, the Executive Director and legal counsel will attend meetings as consultants to the Board of Trustees.
- (d) To be eligible for election as a Trustee, a member shall have served as President or shall have been an officer of the Society or Comitia Minora for at least five years.
- (e) The Board of Trustees shall manage, operate and control all real and personal property of the Society and supervise the investment of all Society trust funds, except where otherwise herein provided or limited. It shall authorize no project involving the expenditure of an amount in excess of \$25,000.00 without obtaining specific approval of Comitia Minora as herein provided.
- (f) No member or committee shall incur any expense or financial obligation chargeable against the Society without authorization of the Board of Trustees, except as otherwise herein provided.
- (g) The Chairperson of the Board of Trustees shall render an annual report to the Society and shall propose for consideration and adoption a budget after reviewing the report of the Budget and Finance Committee and shall promulgate such other reports during the year, as the Board may deem necessary.
- (h) The Board of Trustees shall take office at the close of the Annual Meeting. At the first meeting, following the Annual Meeting, the newly constituted Board of Trustees shall elect a Chairperson and a Secretary from among its own members, other than the President.
- (i) The Board of Trustees shall meet preceding each regular meeting of Comitia Minora, or as otherwise determined by the Board of Trustees. Five members of the Board of Trustees shall constitute a quorum. Absence from three consecutive meetings of the Board, without satisfactory explanation to the Board, shall constitute the resignation of a Trustee and shall be reported to Comitia Minora.
- (j) Special meetings of the Board of Trustees shall be called by the Chairperson at his/her discretion or at the written request of a quorum of its members.

4.03. House of Delegates.

- (a) The President, President-Elect, Immediate Past-President and Secretary shall be Delegates to the House of Delegates of the State Society.
- (b) The term of office of each additional Delegate to whom this Society is entitled shall be one year.
- (c) Alternate Delegates shall be elected as provided in Article VII of the Bylaws. The term of office of an Alternate Delegate shall be one year.
- (d) Delegates shall attend all sessions of the House of Delegates of the State Society. They shall participate at all official activities of the Society's Delegation.
- (e) In the absence of one or more of the Society's Delegates from meetings of the House of Delegates, the Chairperson of the Delegates shall designate duly constituted alternates or, when they are not available, other Society members in good standing, to act as Delegates so as to secure the full representation to which the Society is entitled.
- (f) Expenses, approved by the Board of Trustees, incident on attendance as Delegates during the meeting of the House of Delegates will be assumed by the Society.
- (g) Delegates shall meet prior to the Annual Meeting of the House of Delegates to elect a Chairperson and transact such other business as they deem necessary.
- (h) Alternate Delegates shall attend all meetings of the Delegates, held prior to the Annual Meeting of the House of Delegates, to familiarize themselves with the business at hand, with voice but no vote. They shall, at the designation of the Chairperson, act as Delegates in the absence of one or more of the latter from sessions of the House of Delegates.
- (i) The Chairperson of the Delegates shall call meetings of the Delegates and Alternate Delegates, as required. S/he shall keep a record of, and inform Delegates of, instructions to them by the Society. S/he shall render to Comitia Minora a report of the proceedings of the House of Delegates.

ARTICLE V OFFICERS

5.01. Officers.

- (a) The Officers of this Society shall be the President, the President-Elect, the Secretary, the Assistant Secretary, the Treasurer, the Assistant Treasurer, the Directing Librarian, and the Historian, each of whom shall serve until termination of the Annual Meeting following that at which s/he is elected.
- (b) Only Active Members in good standing and Life Members who have served at least three years on Comitia Minora and who have served as a member of a Standing Committee shall be eligible to be nominated to hold the office of President-Elect. Only Active Members in good standing and Life Members who have served at least two years on Comitia Minora and who have served as a member of a Standing Committee shall be eligible to be nominated to hold the offices of Secretary and Treasurer.

5.02. President.

- (a) S/he shall preside at all meetings of the Executive Committee and Comitia Minora and shall be responsible for enforcement of the mandates of the Society.
- (b) S/he shall, with the approval of Comitia Minora, appoint all standing and special committees and designate the Chairperson thereof, except as otherwise herein provided.
- (c) S/he shall be a member of the Board of Trustees, ex officio with voice but no vote. S/he shall be a consulting member of the standing and special committees. S/he shall be a Delegate to the Medical Society of the State of New York House of Delegates and shall be a representative to the Executive Committee of the First District Branch of the Medical Society of the State of New York during his/her term of office and for the year following.
- (d) S/he shall call special meetings of the Society at the written request of the members of Comitia Minora, or of 30 qualified voting members of the Society in good standing.
- (e) S/he shall issue a call for the organizational meetings of the newly constituted Board of Trustees before the first meeting of Comitia Minora following the Annual Meeting. At these meetings, s/he shall act as temporary Chairperson.
- (f) S/he shall appoint tellers of election adequate in number for their purpose, and shall designate their Chairperson.

- (g) S/he shall call for, and preside as temporary Chairperson of, a meeting of the Delegates and Alternates prior to the Annual Meeting of the Medical Society of the State of New York House of Delegates or any special meeting of that body.
- (h) S/he shall sign such documents as his/her office requires, but shall sign no warrant upon the treasury unless authorized by the Board of Trustees.
- (i) S/he shall be bonded in an amount fixed by the Board of Trustees.
- (j) S/he shall perform such other duties as usually pertain to his/her office.
- (k) S/he shall be the official spokesperson of the Society on policies of the Society as adopted by Comitia Minora. S/he may designate a member in good standing to speak on his/her behalf on a particular topic in which the member has expertise.

5.03. President-Elect.

- (a) S/he shall assume the office of President at the adjournment of the Annual Meeting following the one at which s/he was elected, or when the office of President has been vacated.
- (b) S/he shall act as President in the absence of the elected President.
- (c) S/he shall be Chairperson of the Nominating Committee.
- (d) S/he shall be a consulting member of each Board, Standing and Special Committee, and shall be a Delegate to the Medical Society of the State of New York House of Delegates. S/he shall be a representative to the Executive Committee of the First District Branch of the Medical Society of the State of New York during his/her term office.

5.04. Secretary.

- (a) S/he shall be responsible for preserving minutes of meetings of Comitia Minora and of the Society.
- (b) S/he shall report at the Comitia Minora meeting any new members. All new members shall receive an electronic copy of the Bylaws and a Certificate of Membership signed by the Secretary and the President.
- (c) S/he shall notify members of their election to office and appointment to committees.
- (d) S/he shall review the roster of the members of the Society, which shall contain the full name, and address of each member, the name of the medical or osteopathic college from which s/he graduated, the date of graduation, and such other pertinent data, as may be required by the Bylaws of the State Society or as s/he may deem useful. S/he shall ensure that changes in membership are reported and that names of new members are forwarded within ten days after their election to membership.
- (e) In the absence of the President and President-Elect, s/he shall preside at meetings of the Society or Comitia Minora and, when necessary for the proper conduct of the Society's business, temporarily assume the other duties of the office of President.
- (f) S/he shall be Chairperson of the Publications Committee and Editor of the Bulletin.
- (g) S/he shall review the Ballots for elections.
- (h) S/he shall perform such other duties as usually pertain to this office.

5.05. Assistant Secretary.

The Assistant Secretary shall assist the Secretary in the discharge of his/her duties, shall act for the Secretary in his/her absence or incapacity and succeed to the office of Secretary if it is vacated during his/her tenure of office.

5.06. Treasurer.

- (a) The Treasurer shall perform the duties that usually pertain to his/her office and as required by the Bylaws of the State Society. S/he shall be an ex officio member of the Board of Trustees with voice but no vote.
- (b) S/he shall examine the accounts for the funds in his/her charge and shall have them reviewed quarterly by an outside accountant. The books shall be open for examination by Society members.
- (c) S/he shall present a financial report developed and prepared by the Executive Director in conjunction with the Finance Committee and the Board of Trustees.
- (d) S/he shall render such financial report at each meeting of the Board of Trustees. An annual report should be given to the Society at its Annual Meeting. At the December meeting of the Board of Trustees, s/he shall present the budget for the ensuing year.

- (e) All disbursements shall be by checks bearing two signatures, that of the Executive Director and the Treasurer. In the absence of the Treasurer, the signature of either the President, or the Chairperson of the Board of Trustees will be required.
- (f) S/he shall be bonded in an amount fixed by the Board of Trustees.

5.07. Assistant Treasurer.

The Assistant Treasurer shall assist the Treasurer in the discharge of his/ her duties, shall act for him/her in his/her absence or incapacity and succeed to the office of Treasurer if it is vacated during his/her tenure of office.

5.08. Historian.

The Historian shall keep a permanent record of historical events affecting the Society, record and make known to the Society the death of any member and write obituaries for publication in the Bulletin or such other publication as Comitia Minora may direct.

**ARTICLE VI
ELECTIONS**

6.01. General Principles.

Officers, Board Members, Delegates and Alternate Delegates shall be elected by private ballot. Ballots shall be sent out at least one month prior to the Annual Meeting and the results of the balloting shall be announced at the Annual Meeting. Members elected shall assume office at the close of the Annual Meeting.

(a) Oath of Office.

At the Annual Meeting, all members who have been elected will swear or affirm in person, or at the first subsequent Comitia Minora meeting that:

- (i) I will faithfully perform the duties of the office to which I have been elected.
- (ii) I will recuse myself from speaking to or voting on any issue of actual or potential conflict of interest.
- (iii) I will not engage in any activity which will or may harm this Society financially, defame or publicly denigrate this Society or conduct myself in a manner that interferes with or disrupts the proper mission, meetings or other gatherings of this Society.
- (iv) I accept that by taking this oath if I violate any of the provisions herein stated, I may be subject to disciplinary action, which may include reprimand, removal from office, or expulsion from the Society.

6.02. Eligibility.

- (a) Only Active, Residents and Fellows, Students, Post-Medical Graduates and Life Members in good standing are eligible to vote and hold office.
- (b) No one shall hold two elective offices simultaneously, unless one of them be that of Delegate or Alternate Delegate.

6.03. Nominating Committee.

- (a) The Nominating Committee shall consist of the President-Elect who will chair the meeting, and six members of Comitia Minora. At the January Comitia Minora meeting, the President-Elect will appoint the six members with the approval of Comitia Minora.
- (b) The Nominating Committee shall meet prior to the February meeting of the Comitia Minora for the purpose of nominating a slate of candidates for offices to be filled by election at the Annual Meeting. The recommendations will be presented to the Comitia Minora for approval at the February meeting.
- (c) The report of the Nominating Committee shall be made part of the minutes of Comitia Minora and the designated names contained in it shall be placed on the Ballot.
- (d) The Nominating Committee shall have a special meeting to nominate Queens Representatives to MSSNY, the First District Branch of MSSNY, or any other medical organization as needed. The recommendations will be presented to the Comitia Minora at the next meeting.

6.04. Election of Delegates.

Delegates to which this Society is entitled, in accordance with the Bylaws of the Medical Society of the State of New York shall be nominated and elected in the following manner:

- (a) The number of Delegates to which the Society is entitled, less four as designated in Section 4.03 (a), shall be nominated.
- (b) At least three candidates for Delegate shall be nominated in excess of the number to be elected in paragraph (a).
- (c) Delegates shall be declared elected in the order of the highest number of votes received until the allotted number shall have been chosen. The next highest shall be declared Alternates.

6.05. Ballots.

- (a) A member's name may be placed on the Ballot for an office to be filled upon receipt of a petition by the Secretary no later than March 31st, containing no less than twenty-five (25) signatures of voting members of the Society. All signatures must bear the printed name and legible address of the voting member. The petition should indicate the printed name of the candidate and the office for which s/he is being nominated and the signed acceptance of the nomination by the nominee. Each office shall be listed on separate petitions.
- (b) Voting at annual elections is to be online. Ballots are to be sent electronically to each Active, Resident and Fellow, Student, Post-Medical Graduate and Life Member in good standing. The election shall commence no later than May 1st of each year. Votes must be submitted prior to the close of business of the Friday preceding the Annual meeting of the Society in order to be valid. Members who are unable or unwilling to vote online shall have the option to vote in person at the Annual Meeting.
- (c) The Ballots, approved by the Secretary, shall contain the names of the offices to be filled and the candidates' names. Delegate's names shall be listed by lot. Typing and spacing of candidates' names shall be uniform.
- (d) Provision shall be made for write-in votes.
- (e) The tellers shall tally all valid Ballots received by the Society prior to the Annual Meeting and report the results to the President. Members who are unable or unwilling to vote online shall have the option to vote in person at the Annual Meeting, until such time as the Chairperson of the meeting shall declare the polls closed. Ballots received after this time shall not be valid. The tally of valid Ballots received at the Annual Meeting shall be added to that of the valid electronic Ballots to comprise the final official vote.
- (f) Any Ballots with more or less than the correct number of candidates for any office thereon shall be declared invalid.

6.06. Votes and Proxies.

- (a) A majority of the votes cast for a given office shall elect. A plurality of the votes cast for the position of Delegate shall elect.
- (b) In the event of a tie vote, Comitia Minora shall break the tie by secret Ballot at its next regular meeting.
- (c) Proxy
 - (i) A request for Proxies shall be made annually to all voting members to address the difficulty in attending some of the Society meetings, and the need to legally accomplish the business of the Society for the good of the membership.
 - (ii) The member voting by means of Proxy will appoint the current Chairperson of the Board of Trustees; or the President; or the President-Elect, or any other member of his/her choice to be their true and lawful attorney and agent for him/her to vote as their Proxy at any Special or Annual Meeting of the Medical Society of the County of Queens, Inc. or at any adjournment thereof, for the transaction of any business which may legally come before the said meetings, to act as fully as I could if personally present.
 - (iii) Proxies shall remain in full force and effect from May 1st of the current year through April 30th of the following year.

6.07. Vacancy of Offices.

- (a) In the event of a vacancy for any elective office of the Society, except that of President-Elect, such vacancy shall be filled by majority secret Ballot of Comitia Minora, no later than the second succeeding meeting of that body, except as otherwise herein provided. However, if the vacancy shall have been for the office of Trustee, Delegate or Alternate Delegate, any unexpired term beyond the next Annual Meeting shall be filled by election by the Society at the Annual Meeting in the manner herein before prescribed for Annual Elections. Comitia Minora shall designate from among those elected who shall serve the full and who the short term according to votes.
- (b) In the event that a vacancy occurs for the office of President-Elect, a new Nominating Committee shall be convened. This Nominating Committee shall designate, within thirty days, a candidate to fill that office. Election of the President-Elect shall be accomplished by a special election conducted in the same manner as the Annual Election.

6.08. Event of Contingency.

In the event of a contingency with respect to elections, not specifically provided for herein, Comitia Minora shall make rules to govern the occasion.

**ARTICLE VII
MEETINGS**

7.01. Annual Meeting.

The Annual Meeting of the Society shall be held during the month of May after the election; the Board of Trustees shall set the date and place.

7.02. Order of Business at Annual Meetings.

The order of business at Annual Meetings shall be as follows, but may be altered by a two-thirds vote at the time of the meeting:

- (a) Call for Additional Ballots
- (b) Declare Polls Closed
- (c) Tellers Report
- (d) Minutes of the Preceding Annual Meeting
- (e) Unfinished Business
- (f) New Business
- (g) Presentation of Awards
- (h) Farewell Remarks of Outgoing President
- (i) Introduction of New President and Officers
- (j) Oath of Office
- (k) President Inaugural Remarks
- (l) Adjournment

7.03. Special Meetings.

Special Meetings of the Society shall be called if deemed necessary by the Executive Committee, Comitia Minora or on written request of 30 members in good standing. No business other than that stated in the notice of the meeting shall be transacted at a Special Meeting. Notice of meetings shall be given via a suitable medium at least five business days in advance and shall state the hour, date and location.

7.04. Telephone Conference Meetings.

- (a) Meetings by means of a telephone conference shall only be utilized in the event of an emergency. In order for the Comitia Minora to meet by means of a telephone conference, the President of the Medical Society of the County of Queens, Inc. shall call such meeting. In order for a Board or Committee to meet by telephone conference, the Chairperson of that respective Board or Committee shall call such meeting.
- (b) Any one or more members of the Comitia Minora, the Board of Trustees or any duly constituted Society Committee or Board may participate in a meeting by means of telephone conference or similar communications equipment allowing all persons participating in the meeting to communicate with each other at the same time. Participation by such means shall constitute presence in person at the meeting.
- (c) The quorum required for a meeting by means of a telephone conference shall be the same as required for a regular meeting. Any action taken by telephone conference must be reported to the Comitia Minora at its next regularly scheduled meeting.

7.05. Quorum.

A quorum shall be one-tenth of the total members who are qualified to vote, or their proxies. Proxies shall be used only for the transaction of business, other than elections, at Annual or Special Meetings.

7.06. Rules of Order.

Meetings of the Society shall be governed by *American Institute of Parliamentarians Standard Code of Parliamentary Procedure*, except when these are in conflict with these Bylaws. Under these circumstances, the latter shall take precedence.

**ARTICLE VIII
COMMITTEES**

8.01. Executive Committee.

The President, President-Elect, Immediate Past President, Secretary and Treasurer shall constitute the Executive Committee which shall have the authority to take emergency action between meetings of Comitia Minora. The Executive Committee shall have all the powers and duties of Comitia Minora and shall perform such duties as are referred to it by Comitia Minora. Any action taken by the Executive Committee shall be reported in full to Comitia Minora at its next meeting.

8.02. Standing Committees.

(a) The Standing Committees of the Society shall be:

- (i) Budget and Finance Committee;
- (ii) Bylaws Committee;
- (iii) Fundraising Committee;
- (iv) Legislative Committee;
- (v) Medical Care Reimbursement Committee;
- (vi) Membership Committee;
- (vii) Public Affairs Committee;
- (viii) Public Health Committee;
- (ix) Publications Committee;
- (x) Social Committee;
- (xi) Visiting Committee; and
- (xii) Workers' Compensation Committee.

8.03. Standing Committee Chairs.

- (i) Except as otherwise herein provided, the President shall present for approval the names of prospective Standing Committee Chairs by the second Comitia Minora meeting following the Annual Meeting.
- (ii) Standing Committees shall each consist of a Chairperson and at least four other members in good standing chosen by the Chair, except as otherwise herein provided. Three members of a Standing Committee, including the Chairperson, shall constitute a quorum, except as otherwise herein provided.
- (iii) No one shall Chair more than two Standing Committees concurrently.
- (iv) The term of all Standing Committee members shall expire on the convening of the second Comitia Minora meeting following the Annual Meeting.

8.04. Duties of Standing Committees.

(a) *Budget and Finance Committee.*

- (i) The Budget and Finance Committee shall be responsible for drawing up an annual budget to be presented to the Board of Trustees at its December meeting and, following approval by the Board, shall be presented to Comitia Minora and shall become effective as of the following January 1st. The Board of Trustees shall have the authority to amend the budget when it considers such changes necessary.
- (ii) The Budget and Finance Committee shall also be responsible for calling to order meetings concerning current investments and/or new investments being considered by the Committee.

- (iii) The Budget and Finance Committee shall consist of the Executive Director, the Treasurer of the Society and three Trustees designated by the Board. Chairperson shall be a Trustee designated by the Chairperson of the Board.
- (b) *Bylaws Committee.* The Bylaws Committee shall review proposed Amendments to the Bylaws which have been forwarded to the Committee by the President. The Committee shall consider the proposed Amendment and make a recommendation to the Comitia Minora, in accordance with Article XI of the Bylaws.
- (c) *Fundraising Committee.* The Fundraising Committee shall be responsible for raising funds for the society via methods such as grants, sponsorships, and events. The Treasurer shall serve on the Fundraising Committee.
- (d) *Legislative Committee.* The Legislative Committee shall keep the Society informed concerning proposed legislation which may affect the practice of medicine, the public health, or other proper interests of the medical profession.
- (e) *Medical Care Reimbursement Committee.* The Medical Care Reimbursement Committee shall consider matters related to the Medicare and Medicaid programs, as well as other economic aspects of medical practice. It shall report these matters to the Comitia Minora.
- (f) *Membership Committee.* The Membership Committee shall take such measures, as it deems proper to encourage all eligible doctors of medicine and osteopathy to become members of the Society. The Committee shall recommend to Comitia Minora and implement strategies to recruit new members.
- (g) *Public Affairs Committee.* The Public Affairs Committee shall maintain a Speakers Bureau and perform other duties as shall be designated by Comitia Minora to transmit information of interest to physicians and the public.
- (h) *Public Health Committee.* The Public Health Committee shall acquaint itself with activities of agencies relating to public health. It shall keep informed on matters relating to the public health of the community and make such recommendations to Comitia Minora, as it deems necessary.
- (i) *Publications Committee.* The Publications Committee shall edit and publish the Bulletin, which shall be the official publication of the Medical Society of the County of Queens, Inc. The Secretary shall be Chairperson of the Publications Committee and Editor of the Bulletin.
- (j) *Social Committee.* The Social Committee shall organize events for members of the Society to network.
- (k) *Visiting Committee.* The Visiting Committee shall report on members who are physically or mentally disabled, or in financial need, and recommend appropriate action to Comitia Minora. Members must apply for hardship status directly to the Visiting Committee.
- (l) *Workers' Compensation Committee.* The Workers' Compensation Committee, using criteria established by the Workers' Compensation Board, shall investigate an applicant's qualifications for listing on the Workers' Compensation Panel and shall make recommendations thereon to the Workers' Compensation Board.

ARTICLE IX EXECUTIVE DIRECTOR

9.01. Executive Director.

- (a) S/he shall be the general administrative officer of the Society, appointed by the Board of Trustees with the advice and consent of Comitia Minora.
- (b) S/he shall be subject to direction by the Chairperson, and the Board of Trustees.
- (c) S/he shall supervise and coordinate the activities of the Society in accordance with his/her job description.
- (d) The Executive Director shall recruit and select the necessary staff to assist him/her.
- (e) S/he shall be a consulting member of each Board, Standing and Special Committees, with voice but no vote.
- (f) S/he will be bonded in an amount fixed by the Board of Trustees.
- (g) In the absence of the Executive Director, the Board of Trustees shall appoint an Acting Executive Director.

**ARTICLE X
PRINCIPLES OF (MEDICAL) ETHICS**

The Principles of Medical Ethics of the American Medical Association and the Principles of Professional Conduct of the State Society shall be binding upon all members of the Society.

**ARTICLE XI
AMENDMENTS TO BYLAWS**

A proposed Amendment to the Bylaws, for action at the next Annual Meeting, shall be presented to the President no later than the February meeting of the Comitia Minora. The President shall then refer the proposed Amendment to the Bylaws Committee for consideration and recommendation to Comitia Minora. The proposer will be invited to attend both the Bylaws Committee meeting and the meeting of the Comitia Minora. The Comitia Minora may either recommend or not recommend approval of the proposed amendment.

The Secretary shall send via electronic mail, a copy of the proposed Amendment including Comitia Minora's recommendation pertaining thereto at the time of the Annual Elections. The Secretary's affidavit of mailing shall be considered sufficient proof of his/her having complied with this provision. A notice will be added to the Ballots; a two-thirds majority of the valid Ballots cast is required to amend the Bylaws. Amendments made obligatory by law shall become part of these Bylaws.

Furthermore, any formal or informal notifications to the membership, shall be acceptable the use of and not limited to, US Mail, electronic mail, or by posting to the website, or all of the above.

**ARTICLE XII
SEAL OF THE MEDICAL SOCIETY OF THE COUNTY OF QUEENS, INC.**

The seal of the Medical Society of the County of Queens, Inc. shall be as follows:



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