

CONSTITUTION



Constitution of the Academy of Medicine of Queens County, Inc.

*Amended and
Restated
2020*

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**ARTICLE I
NAME AND OBJECT**

- Section 1.** The name of this organization shall be the Academy of Medicine of Queens County. It may hereinafter be referred as "the Academy."
- Section 2.** The Academy is a corporation organized under the provisions of the Education Law of the State of New York by virtue of a provisional charter granted by the Board of Regents of the University of the State of New York under date of April 24th, 1970.
- Section 3.** The purpose and object of this Academy are:
To establish, conduct, operate and maintain an Academy of Medicine to provide educational opportunities and training at the post-graduate level for members of the medical profession in Queens County, State of New York.
To establish and maintain a medical library.
To diffuse knowledge of the achievement of scientific medicine.
To furnish educational information on medical topics to the general population of Queens County.
- Section 4.** All meetings of the Academy, unless otherwise specified by the Board of Trustees, shall be held at the Academy of Medicine of Queens County at 112-25 Queens Boulevard, Forest Hills, New York 11375.

**ARTICLE II
MEMBERSHIP**

- Section 1.** Membership in the Academy shall consist of the following classes:
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|-----------------------------|---------------------------------|
| (a) Active; | (e) Life; |
| (b) Residents and Fellows; | (f) Retired; |
| (c) Students; | (g) Associate or Affiliate; and |
| (d) Post-Medical Graduates; | (h) Honorary. |
- A member of the Medical Society of the County of Queens, Inc. shall, by reason thereof, also be a member of this Academy in the same category as s/he holds in the Medical Society. No person shall be qualified for membership in the Academy unless s/he is a member of the Medical Society of the County of Queens, Inc. and in good standing. Termination of membership in the Medical Society of the County of Queens, Inc. shall likewise constitute termination of membership in the Academy. Any suspension of membership privileges in the Medical Society of the County of Queens, Inc. shall likewise constitute a suspension of privilege of membership in the Academy.

**ARTICLE III
TRUSTEES AND OFFICERS:
ELECTION, PROXY AND TERMS OF OFFICE**

- Section 1.** The Officers of the Academy shall be a President, a President-Elect, a Secretary, an Assistant Secretary, a Treasurer, an Assistant Treasurer, a Directing Librarian, and a Historian, each of whom shall serve for one year.
- Section 2.** The Board of Trustees shall consist of:
- (a) Nine voting members, three of whom shall be elected each year
 - (b) The term of each Trustee shall be three years
 - (c) The President (ex officio with voice but no vote)
 - (d) The Treasurer (ex officio with voice but no vote)
- Section 3.** These Officers and Trustees, together with the Chairperson of each standing committee of the Academy, shall constitute a Council for the transactions of the general executive business of the Academy.

Section 4. Officers, Trustees and Members of the Council shall be elected by secret online voting and announced at the Annual Meeting. They shall take office immediately. Officers elected to fill vacancies shall assume office immediately upon election. No one shall hold two elective offices in the Academy simultaneously.

Section 5. Proxy

- (a) A request of Proxies shall be made annually to all voting members to address the difficulty in attending some of the Academy meetings, and the need to legally accomplish the business of the Academy for the good of the membership. Such Proxy form shall be included with the annual Ballot and shall be returned to the Academy.
- (b) 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 Academy of Medicine of Queens County 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.
- (c) Proxies shall remain in full force and effect from May 1st, of the current year through April 30th, of the following year.

ARTICLE IV DUTIES OF OFFICERS

Section 1. President

The President shall preside over all meetings of the Academy and the Council. S/he is an ex officio member of all committees with voice but no vote.

S/he shall, with approval of the Council, appoint all Standing and Special Committees and designate the Chairpersons thereof.

S/he shall call Special Meetings of the Council at his/her discretion or at the written request of a quorum of Council Members.

S/he shall issue a call for the organization meetings of the newly-constituted Board of Trustees before the regular June meeting of the Council. At these meetings, s/he shall act as temporary Chairperson.

S/he shall appoint tellers of election adequate in number for their purpose and shall designate their Chairperson.

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.

S/he shall be bonded for an amount fixed by the Council.

S/he shall be the official spokesperson for the Academy and shall perform such other duties as usually pertain to his/her office.

Section 2. President-Elect

The President-Elect shall assist the President in the discharge of his/her duties and shall perform the duties of the President in case of his/her absence or disability. S/he shall be Chairperson of the Nominating Committee.

Section 3. Secretary

The Secretary shall be responsible for preserving minutes of the proceedings of all meetings of the Academy and of the Council. S/he shall review the roster of the members of the Academy which shall contain the full name and address of each member, the name of the medical college from which s/he was graduated, the date of his/her graduation, the date on which s/he was licensed to practice medicine in this state, and such other data as may be required by the Bylaws of the State Society or as s/he may deem useful. S/he shall report any changes in membership to the Academy. In the absence of the President, President-Elect and Chairperson of the Board of Trustees, s/he shall preside at meetings of the Academy or the Council and when necessary, for the proper conduct of the Academy's business, temporarily assume the other duties of the office of President.

Section 4. 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.

Section 5. Treasurer

- (a) The Treasurer shall perform the duties that usually pertain to his/her office. 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.
- (g) S/he shall perform duties as may be required by the Bylaws of the State Society.

Section 6. 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.

Section 7. Directing Librarian

The Directing Librarian shall have responsibility for the maintenance of the Library.

Section 8. Historian

The Historian shall keep a permanent record of historical events affecting the Academy, record and make known to the Academy, the death of any member, and write obituaries for publication as the Council may direct.

Section 9. 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 the Council.
- (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 Academy 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 V
BOARD OF TRUSTEES**

Section 1. There shall be a Board of Trustees composed of nine elected voting members. Each Trustee shall be elected for a period of three years. The Nominating Committee shall make nominations annually; elections shall be by the Academy members. Members of the Board of Trustees shall elect one of its members as Chairperson and may elect another member Vice-Chairperson and/or a Secretary at the Board's first meeting.

- Section 2.** The Board of Trustees shall have charge of all of the finances, invested funds, the personal property and the real estate of the Academy. It shall be the duty of the Trustees to supervise and direct the Executive Director in conjunction with the Finance Committee concerning the custody and investment of funds and property of the Academy. They shall have all financial activities audited annually by a Certified Public Accountant. The auditor's report shall be submitted to the Trustees, kept on file and available for review by the members of the Academy.
- Section 3.** No disbursements shall be made except in accordance with a budget voted by the Board of Trustees. All checks and all orders withdrawing deposits from any bank or for the payment of funds shall have two signatures. One signature must be that of the Executive Director; the second must be one of the following: Treasurer, and/or Chairperson. At the first Annual Meeting of the newly elected Board, a financial limit for an urgent expense will be established.
- Section 4.** The Trustees shall meet once each month, except during the months of July and August, immediately preceding the meeting of the Council. A majority of the Board of Trustees (five) shall constitute a quorum.
- Any one or more members of the Board of Trustees may participate in a meeting by means of telephone conference or similar communication method 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.
- The quorum required for a meeting by means of 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.
- Section 5.** The management, investment and expenditure of the funds of the Academy shall be under the control of the Board of Trustees. The Board of Trustees has full authority in the investment and reinvestment of the Academy's funds in such manner and in such securities as it may deem wise, and in accordance with the law.
- Section 6.** The general funds and the income therefrom shall be used for the maintenance of the Academy's activities. Restricted funds and the net income therefrom shall be used only for the purpose for which the funds were created.
- Section 7.** Any real property occupied or owned by the Academy may be sold or mortgaged in accordance with the laws of the State of New York only on recommendation of the Board of Trustees and the Council and on affirmative vote of two-thirds of the members of the Academy present and voting at a Special or Stated Meeting, notice of which recommendation and meeting shall have been sent to each member of the Academy.

ARTICLE VI MEETINGS

- Section 1.** Meetings of the Academy shall be of two types: Regular and Special. Regular Meetings are defined as either a Stated or Annual Meeting.
- Section 2.** A Stated Meeting shall be held on the first Tuesday of each month, with the exception of July and August, at such place and hour as may be designated by the Council. The date of a Stated Meeting may be altered at the discretion of the Council.
- Section 3.** 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.
- Section 4.** Notice of a meeting shall be given via suitable medium at least five business days in advance and shall state the date, place and hour thereof, and such other items as are elsewhere herein prescribed.
- Section 5.** The following shall be the order of business for Stated Meetings and Annual Meetings of the Academy:
- (a) Scientific Session
 - (b) Reading of the Minutes
 - (c) Communications from Council and Trustees

- (d) Report on Nominations or Elections
- (e) Reports of Committees
- (f) Unfinished Business
- (g) New Business
- (h) Adjournment

Section 6. 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.

ARTICLE VII DISCIPLINE

Section 1. The Council shall, on its own motion or on receipt of a written statement signed by a complainant, take note of any unprofessional conduct on the part of a member of the Academy. The President shall appoint a Judicial Council composed of three former Presidents to evaluate and define/ recommend a further course of action.

- (a) **Disciplinary Action**
If an elected officer is accused of violating his/her oath of office, the President shall convene a Special Committee consisting of three members chosen from among past Presidents or Trustees of the Society. This Committee shall review the accusation and hear both accuser and accused. It then will issue a finding and recommendations to the President, who shall call a Special Meeting of the voting members of Comitia Minora in executive session to approve, disapprove or modify the findings and recommendations of the Special Committee.

ARTICLE VIII THE COUNCIL

Section 1. The Council shall transact the general executive business of the organization. It shall determine the policies of the Academy and maintain general supervision over its activities.

Section 2. The Council shall receive and consider nominations for membership. If the Council approves the election of the nominees, it shall announce in the regular Academy notice, the name, address, title and position of the nominee.

Section 3. The Council shall receive and consider all reports of committees of the Academy, and shall have the power to approve or disapprove them. No report shall be made public or published without authorization of the Council.

Section 4. The Council shall appoint all Delegates to other organizations.

Section 5. The Council shall, by a two-thirds vote, fill all vacancies in elective offices until the next Annual Election except in the office of President, which shall be filled by the President-Elect until the next Annual Election.

Section 6. A report of the important business transacted during the year shall be presented by the President to the Academy at the Annual Meeting.

Section 7. At meetings of the Council, a majority of the membership of the Council shall constitute a quorum.

Section 8. The President may call special meetings of the Council. A Special Meeting shall be called by the President on the written request of five members of the Council.

Section 9. The following shall be the order of business at meetings of the Council:

- (a) Reading of Minutes
- (b) Report of the Treasurer
- (c) Report of the Executive Director
- (d) Reports of Committees
- (e) Unfinished Business
- (f) New Business
- (g) Adjournment

ARTICLE IX COMMITTEES

Section 1. There shall be five standing committees, namely:

- (a) Committee on Library
- (b) Committee on Public Health
- (c) Committee on Medicine in Society
- (d) Committee on Medical Education
- (e) Committee on Finance and Maintenance

Section 2. The President with the approval of the Council shall appoint the Chairperson of each Standing Committee, except that the Directing Librarian shall be Chairperson of the Library Committee.

Section 3. Each Standing Committee may form subcommittees within its organization, as required, to accomplish the objectives as defined from time-to-time by the Council or by the Board of Trustees.

Section 4. Special Committees may be appointed by the President for a specific purpose not included within one of the provinces of a standard committee. Such a Special Committee shall be discharged upon the completion of its specific assignment, and in no event shall continue to exist beyond the next election.

ARTICLE X COMMITTEE ON LIBRARY

Section 1. The Committee on Library shall have general supervision of the Library of the Academy and under the direction and supervision of the Directing Librarian.

ARTICLE XI COMMITTEE ON PUBLIC HEALTH

Section 1. The Committee on Public Health shall take cognizance of all matters relating to public health and to public and private provision for the care of the sick and policies connected therewith.

Section 2. The Committee on Public Health shall keep itself informed on national, state, and local legislation that may affect public health, the provision for the sick and the practice of medicine.

Section 3. The Committee shall cooperate with public health activities, make studies, and prepare statements upon matters pertaining to public health and hospital.

ARTICLE XII COMMITTEE ON MEDICINE IN SOCIETY

Section 1. The Committee on Medicine in Society shall be concerned with social aspects of medicine and with the discussion of such problems by way of conferences, seminars and other media. Questions of public policy referred from outside sources are the province of the Committee on Medicine in Society.

ARTICLE XIII COMMITTEE ON MEDICAL EDUCATION

Section 1. The Committee on Medical Education shall be concerned with all matters relating to medical education; it shall organize meetings and symposia and conduct other activities in this field.

Section 2. If not otherwise specified in the conditions under which a supporting grant or endowment is given to and accepted by the Academy, all Academy awards, educational and research fellowships and named lectureships shall be administered by the Committee. It may delegate responsibility for the selection of recipients to appropriate subcommittees or sections.

Section 3. There may be a variable number of subcommittees of the Committee on Medical Education, but at all times there shall be a Subcommittee on Sections. The Chairperson of the Subcommittee on Sections shall be appointed by the Chairperson of the Committee on Medical Education from among the latter Committee's membership. In addition to its Chairperson, the Subcommittee on Sections shall consist of the Chairperson and Secretary of the various Sections. It shall take cognizance of all matters relating to the scientific and educational work of the Sections and consider ways and means for advancing their effectiveness.

ARTICLE XIV SECTIONS

Section 1. The membership of the Academy shall be organized into Scientific Sections. Each Section is to be concerned with a specific field of medicine. Upon written request to the Council by twenty or more members and upon approval by the Council, additional Scientific Sections corresponding to special fields of interest shall be organized for the purpose of holding meetings.

Section 2. The purposes of the Scientific Sections shall be the study and advancement of knowledge in their respective fields. There shall be Regular Meetings at which scientific papers will be presented, and such other activities as the Sections shall determine.

Section 3. Every newly elected member shall be assigned to the Section of his/her choice.

Section 4. The schedule of meetings for each Section shall be determined by that Section's officers and Advisory Committee, and collaboration with the Secretary of the Committee on Medical Education.

ARTICLE XV RULES OF ORDER

The deliberations of the Academy shall be governed by parliamentary usage, as contained in *American Institute of Parliamentarians Standard Code of Parliamentary Procedure*, when not in conflict with the Constitution of this Academy or the Education Laws of the State of New York.

ARTICLE XVI AMENDMENTS

A proposed Amendment to the Constitution, for action at the next Annual Meeting, shall be presented by the Bylaws Committee to the President no later than the February 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 Constitution. Amendments made obligatory by law shall become part of this Constitution.

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

ARTICLE XVII SEAL OF THE ACADEMY OF MEDICINE OF QUEENS COUNTY

The seal of the Academy of Medicine of Queens County, Inc. shall be as follows:

