

Proposed Amendment and Restatement of Bylaws and Constitution 2020

The Bylaws Committee met via teleconference on February 12, 2020. The Committee discussed the following proposed amendments to the Bylaws of the Medical Society of the County of Queens, and the Constitution of the Academy of Medicine of Queens County.

Your Bylaws Committee considered the following items:

Item 1: Allowing All Officers to Attend the Board of Trustees Meeting

It was suggested to the Bylaws Committee that all the Senior Officers of the Society be allowed to attend the Board of Trustees meetings. Testimony was heard that allowing the Immediate Past President and Secretary to attend the board meetings would help make sure that the Senior Officers of the Society had a clear picture of the finances and increase transparency.

RECOMMENDATION:

Bylaws Article IV section 4.02 (c) be amended by insertion.

(c) The President-Elect, the Immediate Past President, the Secretary, the Treasurer, the Executive Director, and Legal Counsel, will attend meetings as consultants to the Board of Trustees with voice but no vote.

Item 2: Codifying the Members of the Queens Delegation to MSSNY

Your Bylaws Committee was asked to codify the membership of the Queens Delegation to MSSNY. Testimony was heard that there is concern that the current Bylaws are inconsistent with current practice of our delegation. Therefore, your committee recommends updating the Bylaws to codify that all members of MSCQ who are delegates should be included in the Queens Delegation to MSSNY.

RECOMMENDATION:

Bylaws Article IV, Section 4.03 (a) be amended by insertion and deletion

(a) The Queens Delegation to the Medical Society of the State of New York shall consist of the President, President-Elect, Immediate Past-President, and Secretary, shall be Delegates to the House of Delegates of the State Society, and the other members elected to fill the seats Queens is entitled to as per Article VI. Additionally, members in good standing of the Medical Society of the County of Queens who are members of the House of Delegates by virtue of being a MSSNY Trustee, MSSNY Officer, MSSNY Councilor, MSSNY Past President, MSSNY Past Speaker, MSSNY Section Delegate, District Branch Delegate, Medical School Delegate, Specialty Society Delegate, Commissioner of Health of NY State, or AMA Trustee/Officer shall be part of the Queens Delegation to MSSNY.

Item 3: Adding the Position of Vice Chair of the Queens Delegation to MSSNY

Testimony was offered by multiple individuals that the current practice of having a Vice-Chairperson of the Queens Delegation to MSSNY be codified. As there was unanimous testimony in favor of adding a Vice Chair, your Committee recommends adding the position of Vice Chair to the Bylaws and codifying the line of succession if the Chair and/or Vice Chair are absent.

RECOMMENDATIONS:

A: Bylaws Article VI, Section 4.03 (g) be amended by insertion

(g) Delegates shall meet prior to the Annual Meeting of the House of Delegates to elect a Chairperson and Vice-Chairperson and transact such other business as they deem necessary.

B: Bylaws Article VI, Section 4.03 be amended by addition of sub paragraph (j)

(j) In the absence of the Chairperson, the Vice-Chairperson shall assume the duties of the Chairperson. In the absence of the Chairperson and Vice-Chairperson, the President shall act as temporary Chairperson.

Item 4: Clarifying Procedures for Electronic Elections

It was noted by the Task Force on Electronic Elections that their proposed procedure for conducting electronic elections could come into conflict with parts of Article VI. There is still one reference to mail ballots in Article 6.01 and Article 6.05 c, which appear to have been inadvertently not changed. Also, since there will not be any physical ballots to count, it was recommended that the reference to tellers counting ballots be changed to tellers reviewing the computer generated report for accuracy and that reference to impounding physical ballots be removed. Finally, Article 6.06 directs that proxies be included with a paper ballot, and given that there will no longer be paper ballots, this should also be removed. Your bylaws committee recommends accepting the proposed changes.

RECOMMENDATIONS:

A: Bylaws Article VI, Section 6.01 be amended by insertion and deletion.

6.01. General Principles.

Officers, Board Members, Delegates and Alternate Delegates shall be elected by private ~~secret mail~~ 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.

B: Bylaws Article VI, Section 6.05 be amended by insertion and deletion.

6.05. Ballots.

- (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.
- (e) The tellers shall review the tally of 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. ~~may present their Ballots, if not previously forwarded, during 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 mail electronic Ballots to comprise the final official vote. ~~All Ballots received shall be impounded by the Secretary for at least 90 days following the election.~~

C: Bylaws Article VI, Section 6.06 be amended by deletion

(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. ~~Such Proxy form shall be included with the annual Ballot and shall be returned to the Society.~~

Item 5: Creating New Standing Committees for Fundraising and Social Events

It was suggested that the Bylaws be amended to include Standing Committees on Fundraising and Social Events. Testimony was heard that there is currently no group nor individual who is responsible for generating revenue for the Society. There was also testimony that there would be an increase in active membership, if there were more social events for members to network with one another. Your committee recommends adding a Fundraising Committee and a Social Committee to the bylaws.

RECOMMENDATION:

Bylaws Article VIII, section 8.02, be amended by insertion.

8.02. Standing Committees.

- (a) The Standing Committees of the Society shall be:
- (i) Budget and Finance Committee;
 - (ii) Bylaws Committee;
 - (iii) Fundraising Committee;
 - ~~(iii)~~ (iv) Legislative Committee;
 - ~~(iv)~~ (v) Medical Care Reimbursement Committee;
 - ~~(v)~~ (vi) Membership Committee;
 - ~~(vi)~~ (vii) Public Affairs;
 - ~~(vii)~~ (viii) Public Health Committee;
 - ~~(viii)~~ (ix) Publications Committee;
 - (x) Social Committee;
 - ~~(ix)~~ (xi) Visiting Committee; and
 - ~~(x)~~ (xii) Workers' Compensation Committee.

Bylaws Article VIII, Section 8.04 be amended by addition of subparagraphs (c) and (i)

8.04. Duties of Standing Committees.

- (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.
- (j) Social Committee. The Social Committee shall organize events for members of the Society to network.
