

**CONSTITUTION AND BY-LAWS  
OF THE MEDICAL SOCIETY OF THE COUNTY OF ST. LAWRENCE, INC.**

**ARTICLE I - NAME AND PURPOSE**

The official name of this Society shall be the Medical Society of the County of St. Lawrence (hereinafter referred to as the Society). It shall be the St. Lawrence County component of the Medical Society of the State of New York (hereinafter referred to as the State Society).

Its purpose shall be to maintain a compact, representative and centralized organization to consider and act upon matters affecting the practice of medicine or the public health of St. Lawrence County and to cultivate and advance education and courtesy in the medical profession.

**ARTICLE II - MEMBERSHIP**

**Section 1:** The membership of the Medical Society of the County of St. Lawrence shall be divided into two classes: (a) active, (b) life,

Active membership shall be limited to licensed graduates of recognized medical or osteopathic schools in the United States of America or Canada registered as maintaining at the time a standard satisfactory to the medical licensing authorities of the State of New York, or of medical or osteopathic school in a foreign country maintaining a standard not lower than that prescribed for medical or osteopathic schools in this State.

~~After ten consecutive years of membership an active member in good standing who has reached the age of sixty-seven and who has withdrawn from the practice of medicine is eligible for life membership. After ten consecutive years of membership an active member in good standing who has reached the age of seventy-two and continues to practice medicine is eligible for life membership. After ten consecutive years of membership an active member in good standing who becomes permanently disabled may apply for life membership.~~

An active or retired member in good standing who has completely withdrawn from the active practice of medicine and who has been a member in good standing for the ten consecutive years prior to the attainment of the age of sixty-seven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 in 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 seventy-two years, or an active or retired member in good standing for ten consecutive years or more who is permanently disabled, may apply for life membership.

Additionally, an active member seeking a waiver of the requirements because of extenuating personal circumstances may apply for life membership through the Executive Board and specify existing extenuating circumstances that would justify the request for life membership. If the Executive Board of the Society determines that extenuating circumstances exist to waive the requirements, the Society shall request the House of Delegates or the Council of the State Society to waive the requirements. Life members shall be awarded all the rights and privileges of active membership.

**Section 2:** Application for membership shall be made online at [www.mssny.org](http://www.mssny.org) or via paper forms as may be authorized at the time by the State Society.

**Section 3:** The application must be accompanied by the dues and assessments of this Society and for the State Society for the current year.

**Section 4:** If application for membership is made after the first day of October, but prior to the first day of January ensuing, the dues shall be applied to the following calendar year.

**Section 5:** The State Society will refer applications to the Executive Board for investigation and report.

**Section 6:** An applicant not accepted shall have returned to him all monies which accompanied his application. An applicant for membership in this Society who has been denied membership or whose application for membership has not been acted upon within six months of the date

**Commented [E51]:** MSSNY's Bylaws require membership in good standing for the ten consecutive years prior to applying for Life Membership. I volunteered to provide MSSNY's Bylaws language in case that would be helpful in modifying yours to be in compliance.

of receipt of his application shall have the right to appeal to the State Society from the action of this Society.

**Section 7:** Members of this Society shall become members of the State Society and the Fifth District Branch.

**Section 8:** A member who has resigned or who was dropped for non-payment of dues may apply for membership utilizing the same procedure as that governing the election of new members, but shall not be entitled to reduced dues programs as may be established for new practitioners or new members.

**Section 9:** When a member in good standing removes either his legal residence or principal office to another county in the State, his name, upon request, shall be transferred to the roster of the component county medical society in which he then resides or has his principal office.

**Section 10:** A member in good standing in another county medical society in this state, who meets the qualifications for membership in this Society, may become a member upon presentation of his request in writing and the certification of transfer from the Secretary of the other county society. No member shall be an active member of more than one county medical society.

**Section 11:** A member who removes both his legal residence and principal office from the State of New York or who is dropped from the roll of this Society for non-payment of dues or other cause, shall thereby cease to be a member of this Society and thereby forfeits all right, title and interest in the property of this Society and of the State Society.

### **ARTICLE III - CONDUCT OF MEMBERS**

**Section 1:** Members shall conduct themselves in accordance with the Principles of Conduct of the State Society as they are now or may hereafter be constituted.

**Section 2:** The Bylaws and resolutions of this Society and those of the State Society, which have reference to county societies, shall be binding on members of this Society.

### **ARTICLE IV - OFFICERS**

The officers of this Society shall be a President, a Vice-President, a Secretary and a Treasurer. The annual meeting of the Medical Society of the County of St. Lawrence shall be held in May of each year at a time which it shall determine. All officers shall begin their office duties at the time of their election and shall serve a term of one year or until their successor shall have been duly elected and qualified. The President and Vice-President may succeed themselves for one additional term. There is no limit on successive terms for the Treasurer and Secretary and Executive Vice-President.

### **ARTICLE V - DUTIES OF OFFICERS**

**Section 1:** President

- (a) Presides at all meetings of this Society and of the Executive Board.
- (b) Appoints all committee members.
- (c) Calls special meetings of the Executive Board as necessary.
- (d) Signs documents and other papers as the Society may direct.
- (e) Enforces the Society's bylaws.
- (f) Delivers an address before the Society at the last meeting of his official year,
- (g) Performs such other duties as usually pertain to the office.

**Commented [ES2]:** The county society might want to consider participating with MSSNY in some initiatives designed to encourage former members to return. Generally offers of reduced dues in these cases are available only to those who have been out of membership for at least two years. Another consideration has to do with young physicians. If members drop out before progressing through the three years of graduating dues levels for YPs, we bring them back at the next YP dues level

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**Section 2:** Vice-President

- (a) Performs the duties of the President in the absence of the President and other duties as may be requested by the President.
- (b) Succeeds the President for the balance of that term of office in event of the President's death, resignation, removal, incapacity, or refusal to serve.
- (c) Serves on Executive Board.

**Section 3:** Secretary

- (a) Generates and keeps on file Society minutes, including those of the Executive Board.
- (b) Receives membership applications and forwards to the Executive Board.
- (c) Maintains member roster and data.
- (d) Issues meeting notices, notifications of election to membership, committee appointments and election to office.
- (e) Certifies credentials of delegates and alternates to MSSNY House of Delegates, and forwards to MSSNY.
- (f) Takes charge of all Society papers, archives and property, except funds.
- (g) Serves on Executive Board.

**Section 4:** The Treasurer

- (a) Maintains bookkeeping and accounting procedures, and makes financial records available for examination by Executive Board and Society members.
- (b) Pays out monies on order of the Executive Board.
- (c) Ensures that Society finances are audited annually by a Certified Public Accountant, selected by the Executive board, and presented at the Annual Meeting.
- (d) Serves on Executive Board.

**ARTICLE V - EXECUTIVE BOARD**

**Section 1:** There shall be an Executive Board to consist of the President, Vice-President, Secretary, Treasurer, the immediate past President, and up to three "at large" members. The Executive Board shall be the Executive and Administrative body of the Society. Its resolutions and actions shall be considered final, except that all resolutions and actions of the Executive Board are subject to review, reconsideration and action by the membership at any Regular Meeting of the Society attended by a quorum.

The "at large" members will be appointed for two years at every other year's annual meeting by a majority of a quorum in attendance.

**Section 2:** The Executive Board shall meet as business may require.

**Section 3:** Duties of Executive Board

(a) The Executive Board shall receive reports from all standing and Ad Hoc committees, and the Delegates to the State Society, from whom it shall require reports as often as it may deem necessary.

(b) It shall control and direct the expenditures of the general funds of the Society and designate the public depositories of the Society funds. It shall provide, in its discretion, for the investment of all or any part of the surplus funds of the Society.

(c) It shall have the power to employ, discharge, assign the duties and fix the compensation of any person or persons whom it may find necessary to employ for the conduct of the activities and affairs of the Society.

(d) It shall at its May meeting consider and approve the members of standing committees on nomination by the president.

(e) It shall fill the vacancies in any elective office at its first meeting after the vacancy occurs, except vacancies in the office of President, President-elect and of Delegates to the State Society.

(f) It shall submit to the Society for its approval at each regular meeting a report of the work done since the preceding regular meeting of the Society.

(g) It shall act as a reference committee for the Society. All motions or resolutions introduced from the floor of the Society which will affect, initiate or alter the professional or civic policy of the Society, except as properly introduced at a special meeting, shall be referred to the Executive Board for study and recommendation before being acted upon by the Society. The presiding officer of the meeting shall be the sole judge as to whether such resolutions or motions affect Society policy, and his decision shall not be subject to appeal from the floor. The Executive Board shall render a report upon such motion or resolution at the next Regular Meeting of the Society, or at a special meeting called for that purpose.

(h) It shall have the duty of investigating and passing on the eligibility of applicants for membership and to make recommendations thereon to the membership.

(i) It shall perform such other duties as may be assigned to it by the Society or by other provisions of these By-laws.

(j) A majority of its members shall constitute a quorum.

#### **ARTICLE VI - STANDING COMMITTEES**

**Section 1: The Standing Committees shall be:**

- (a) **Public Health**
- (b) **Workers' Compensation**
- (c) **Nominating**

**Section 2: General provisions relating to Standing Committees:**

(a) **All members of Standing Committees shall be appointed by the Executive Board on nomination by the Chairman of each committee, who shall submit his nominations to the Executive Board for consideration at its meeting in the month of May.**

(b) **The conclusions and recommendations of any Standing Committee shall be communicated through its Chairperson in the form of a report to the Executive Board. After approval by the Executive Board and the Society such reports and recommendations shall become official policy of the Society.**

(c) **With the approval of the Executive Board, any Standing Committee may report directly to the Society.**

(d) **No committee shall incur any expense or financial obligation chargeable against the Society without first securing the approval of the Executive Board.**

(e) Each Standing Committee shall make a report of its acts and proceedings to the Executive Board at each meeting thereof.

(f) A majority of each committee shall constitute a quorum

#### **ARTICLE VII- DUTIES OF STANDING COMMITTEES**

##### **Section 1:** Public Health Committee.

(a) The Committee on Public Health, one of which is designated as chairperson, will be appointed by the Executive Board.

(b) The Committee shall inform itself, keep the Society informed, and take appropriate action on matters relating to the public health of St. Lawrence County and the provision of public and private medical care in the county.

##### **Section 2:** Workers Compensation Committee

(a) The Workers' Compensation Committee, one of which is designated as chairperson, will be appointed by the Executive Board,.

(b) It shall be the duty of the Committee to perform such duties as are or hereafter may be prescribed by the laws of the State of New York and the rules and regulations of the New York State Workers' Compensation Board. The Committee shall cooperate with the corresponding committee of the State Society.

##### **Section 3:** Nominating Committee

(a) There shall be a Nominating Committee, one of which is designated as chairperson, will be appointed by the Executive Board for a two year term.

(b) The Nominating Committee shall present Nominations for elective office at the regular meeting immediately preceding the annual meeting. This shall not preclude nominations from the floor.

#### **ARTICLE VIII - DELEGATES**

**Section 1:** The Society shall designate Delegates and Alternate Delegates in accordance with the methods specified in the Bylaws of the State Society.

All vacancies in the position of Delegate and Alternate Delegate shall be filled by election at the annual meeting.

**Section 2:** Delegates shall attend all meetings of the House of Delegates of the State Society. They shall take action at meetings of the House of Delegates as the Society shall have directed in specific instructions to them.

**Section 3:** The Delegates shall be those elected at the annual meeting, for a term of two years.

**Section 4:** The Delegate shall report any actions taken at the meeting of the House of Delegates to the Society, at the regular meeting immediately following the annual meeting of the State Society. The report shall contain the names of the Delegates who attended and such other matters as may be necessary or shall have been ordered by the State Society or the Societies.

**Section 5:** An elected Alternate Delegate shall be designated by the President to assume the duties of any delegate who is unable or unwilling to serve.

**Section 6:** Delegates shall assume office at the first annual meeting of the House of

Delegates subsequent to their election.

#### **ARTICLE IX - ELECTIONS**

**Section 1:** All Officers, Delegates, Alternate Delegates, members of Standing Committees and members of the Nominating Committee, shall be elected at the annual meeting. Vote will be by consensus if only one slate of nominations is presented, or by written ballot if there is competition for offices.

**Section 2:** A majority of the votes cast for a given office shall be necessary for election.

**Commented [ES3]:** Would you want to include something allowing for voting by proxy?

#### **ARTICLE X - MEETINGS**

**Section 1:** Regular meetings of the Society shall be held at least five times in each administrative year. The Executive Board shall designate the date, time and place of each meeting except as provided in Section 2 of this article.

**Section 2:** The Annual Meeting of the Society shall be held in May, unless the Executive Board shall designate a different date. In any event, the Annual Meeting shall be held between January 1 and July.

**Section 3:** Notices of the Annual and regular meetings shall state the date, place and hour, and shall be mailed, faxed emailed and/or texted to each member not less than ten nor more than fifty days before said meeting.

**Section 4:** Special meetings of the Society shall be called at the request of a majority of the Executive Board. Notice of all special meetings shall be mailed, faxed, emailed and/or texted to every member not less than ten nor more than fifty days before said meeting and shall state the date, place, hour and purpose of the meeting. No other business at any special meeting shall be conducted except such as stated in the notice.

**Section 5:** One-fifth of the active membership or eight members of the Society, whichever is less, shall constitute a quorum for the transaction of business.

**Section 6:** The order of business at the Annual and regular meetings shall be:

- (1) Reading of the minutes of the last regular meeting and of Special Meetings held since the last regular meeting;
- (2) Reports of the Executive Board;
- (3) Reports of officers and committees;
- (4) Communications;
- (5) Unfinished business;
- (6) New business;
- (7) Scientific communications;
- (8) Adjournment.

**Section 7:** The Society shall not act on any resolution intended for introduction as a Society resolution in the House of Delegates of the State Society unless the resolution has first been submitted to the Executive Board and the Executive Board has reported and made a recommendation thereon.

#### **ARTICLE X+ XI- DUES**

**Section 1:** Each active member shall pay annual dues, which shall be due on the first day of January. The dues of this Society shall be established by majority vote at the preceding annual meeting. At the same time he shall pay the amount of the State Society per capita dues and assessments fixed by the House of Delegates for the current year.

**Section 2:** The dues of this Society may be remitted for the current year by the action of the

Executive Board upon a showing by the member of illness, financial hardship, or temporary active service in the armed forces of the United States or in the United State Public Health Service. A member requesting remission of State Society dues shall request such remission through the Executive Board of this Society. Such a request shall be accompanied by a brief summary of the reasons therefor. Remission of dues shall be reviewed annually.

**Section 3:** A member in good standing who is fully retired from medical practice, ~~is under the age of 67~~ and has been a member for at least twenty-five years is eligible for ~~retired membership status~~ **reduced dues**. Dues are assessed at 50% of the full member dues rate.

**Section 4:** A member in good standing who is working less than twenty hours a week is eligible for part time membership status. There is no length of membership required. Dues are assessed at 50% of the full member dues rate.

**Section 5:** Physicians who are in their first five years of practice are eligible for ~~young physician membership status~~ **reduced dues**. They must be under the age of forty OR in their first five years of private practice. Dues are assessed at \$200 for the first year, 50% of full dues the second year and 75% of full dues the third year. The next year dues are assessed at the full membership rate.

**Section 4.6:** Dues and assessments for the members in continuous residency training shall be no more than one-tenth the amount levied on all other active members.

**Section 3.7:** Good Standing

(a) Any member, except a member who is eligible for and has applied for life membership, or who has been granted a remission for current year in accordance with these bylaws, whose Society and State Society dues are unpaid after ~~April~~ **February** 1 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.

(b) A member whose dues are unpaid after ~~May~~ **March** 1 of any current year or whose assessments are unpaid one month after the specified dates ~~shall~~ **may** be dropped from the membership rolls of the Society and the State Society upon reasonable notice to such member and without further action on the part of the Society or the State Society.

## ARTICLE XII - RULES OF ORDER

The deliberations of the Society shall be governed by the parliamentary usage, as contained in ~~Sturgis Standard Code of Parliamentary Procedure~~ so long as they are not in conflict with the Bylaws of the Society or the Bylaws of the State Society.

## ARTICLE XIII - SEAL

The seal of the Society shall be as follows: Medical Society of the County of St. Lawrence New York, organized in 1806, incorporated in 1956.

## ARTICLE XIV - AMENDMENTS

**Section 1:** Amendments or additions to these Bylaws may be made by a two-thirds vote of the members present and eligible to vote at a regular meeting, provided that notice of such amendments or additions shall have been presented in writing at any regular meeting preceding, and that a copy of such amendments or additions shall have been sent to each member with the notice of the meeting at which they are to be considered.

**Section 2:** **In accordance with the Bylaws of the State Society, all amendments to these Bylaws shall be submitted to the Council of the State Society for its approval before becoming valid.**

**Commented [ES4]:** There is no mention of age in MSSNY's bylaws regarding retired membership – the 25 year prior membership is deemed sufficient. It need not be consecutive years in this case, and someone over the age of 67 could meet this requirement if they did not qualify for Life Membership because of a break in their consecutive years in good standing prior to retirement or reaching the age of 72.

**Commented [ES5]:** General Counsel suggests new wording because Article II, Section 1 does not list any membership classes other than Active and Life.

**Commented [ES6]:** Same as comment [ES4] above.

**Commented [ES7]:** We understand that limiting this to physicians in private practice is intentional and it is within your authority, but it doesn't match MSSNY's policy and young physicians who are employed and who apply for membership through MSSNY will receive incorrect dues information, citing reduced rates rather than full dues.

**Commented [ES8]:** Delinquency date must conform to the date in the MSSNY bylaws.

**Commented [ES9]:** Drop date must conform to the date in the MSSNY bylaws.

**Commented [ES10]:** MSSNY bylaws say "may" be dropped, and in practice, we do not drop unpaid members until the summer.

**Commented [ES11]:** MSSNY recently changed to American Institute of Parliamentarians Standard Code of Parliamentary Procedure, if you would find it helpful to follow the same procedural rules. (But not required.)

**Section 3:** Any provision of these Bylaws found by the State Society to be in conflict with the Bylaws of the State Society shall be invalid.

**Section 4:** The Bylaws, which refer to the order of business, may be temporarily suspended by a 2/3 vote at any regular or Annual meeting.

**Section 5:** Amendments made to conform with the laws of the United States or the State of New York or to conform with enactments of the State Society, shall be considered and adopted upon 2/3 vote at any regular or annual meeting.

**Section 6:** These Bylaws shall become effective on the first of the month following their passage, immediately following their date of adoption and all other Bylaws of the Society heretofore adopted shall be and are hereby repealed.