

MEDICAL SOCIETY, COUNTY OF ERIE – BYLAWS
Effective: December 1, 2020

ARTICLE I
Name

The name and title of this organization shall be “Medical Society of the County of Erie, Inc.” (Hereinafter referred to as “the Society”).

ARTICLE II
Mission

The Society is the Erie County component of the Medical Society of the State of New York (hereinafter “MSSNY”) and is a professional association of physicians of Erie County created to promote and preserve the science and art of medicine in our community through advocacy for patients and physicians. As a component part of the MSSNY, the Society shall also be governed by all relevant MSSNY Bylaws, as well as relevant provisions of New York State and Federal law.

PURPOSE

The purpose of the Medical Society of the County of Erie shall be:

To contribute to the professional and personal development of member physicians by representing the profession as a whole and advocating health-related rights, responsibilities and issues. These actions are designed to promote a favorable environment for medicine and improvement of the health of the residents of Erie County;

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;

To enhance the delivery of medical care of high quality to all people in the most economical 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;

To educate the public regarding important healthcare issues, including identification and discussion of their implications for patients and physicians in the current medical practice environment;

CORE VALUES:

Professionalism: Evidenced by decisions that are honest, ethical, and compassionate and actions that are patient-centric and protect the physician patient relationship

Effectiveness: Evidenced by efficient advocacy, programs and services that enhance the ability of the physician to be successful

Leadership: Evidenced by forward thinking, policy and strategy that is physician-directed and accountable to both members and the public interest

Scientific: Evidenced by realistic and rational discussion among an inclusive professional community that values accurate information, diversity of opinion and political non-partisanship

ARTICLE III Membership

Section 1 Eligibility/Classification

The membership of the Medical Society of the County of Erie shall be divided into eight classes:

- (a) active
- (b) student
- (c) resident and fellow
- (d) post medical graduate: (Young Physician 1 YP1), (Young Physician 2 YP2), and (Young Physician 3 YP3)
- (e) retired
- (f) life
- (g) honorary and
- (h) affiliate

(a) Active membership - which shall be limited to graduates of US or foreign medical or osteopathic schools as recognized by the MSSNY; licensed by the State of New York; and who either reside, have their principal office in, or whose residency/fellowship training is in the County of Erie.

(b) Student membership: which shall be limited to those individuals who are enrolled in a recognized medical or osteopathic school and who reside in the County of Erie.

(c) Resident and Fellow

Resident/Fellow Membership shall be limited to graduates of recognized medical schools who are in residency training or fellowship and who are residents of Erie County. Resident membership with full rights and privileges

(d) Post Medical Graduate

Post-Medical Graduate members shall be individuals who reside in New York State and hold a medical school diploma from a school in the United States or Canada or hold a medical diploma and certification by the Educational Commission for Foreign Medical Graduates but have not yet entered residency training or been employed as a physician in New York State. No individual may be a member in the post-medical graduate category for more than three years.

(e) Retired members shall be those individuals who have fully retired from medicine, irrespective of age. In order to qualify for retired membership, the physician must have been an active dues-paying member in good standing of a component county medical society and the Medical Society of the State of New York for at least twenty-five years.

(f) Life membership - which shall be limited to those active members in good standing who:

(i) have completely withdrawn from the active practice of medicine and have been a member of the Society for 10 or more consecutive years prior to age 67; or

(ii) continues in the active practice of medicine and have been a member of the Society in good standing or 10 or more consecutive years prior to the age of 72; or

(iii) are permanently disabled and have been a member of the Society for 10 or more consecutive years.

(g) Honorary membership - shall be limited to those distinguished physicians:

(i) do not maintain an office or residence in the County of Erie; or

- (ii) previously were an active member who has attained an appointed or governmental position; or
- (iii) have attained national or international prominence in the science or art of medicine; and
- (iv) are elected by the Executive Board.

(h) Affiliate members -

Affiliate members shall be those physicians other than life or honorary members who were previously members in good standing of the Medical Society of the County of Erie who no longer reside or work in medicine in New York State, yet wish to be affiliated with the Medical Society of the State of New York.

In order to qualify for affiliate membership, the physician must have been a member in good standing of the Medical Society of Erie County at the time the physician terminated the residence and/or working in medicine in New York State. An affiliate member who re-establishes either residence or work in medicine in New York State shall no longer qualify for affiliate membership but must apply for an appropriate class of membership. Any dues paid for affiliate membership in the year of reapplication shall be credited towards the dues required for the applicable class of membership.

Section 2 Rights Privileges and Duties

The following members may vote and hold office in the Medical Society of Erie County: active, resident and fellow, retired and life members.

Student members shall be entitled to the rights and privileges otherwise accorded in these Bylaws to students.

Honorary members shall be entitled to the privilege of attending the meetings of the Medical Society of Erie County.

Affiliate members shall not vote nor hold office but shall be entitled to receive publications of the Medical Society of Erie County.

The duties of membership are to follow the Code of Ethics of the AMA, adhere to the policies and Core Values of the Medical Society of the State of New York, and be current in dues

Section 3 Application for Membership

A candidate for membership other than Honorary shall make the application in writing upon forms provided or approved by the Society. Such application shall be sent to the executive offices of the Society and will be presented to the Ethics Committee for investigation and report. Applications shall be reviewed pursuant to Society policies establishing the qualifications for membership. In case of rejection, the reasons for rejection shall be set forth in writing and provided to the applicant.

Section 4 Application by Transfer

A physician applying for membership as a transferee from any other component of New York county medical society shall have that county forward a transfer application and complete an updated Society application and shall comply with all requirements provided for transfer under Article II, Section 2 of the MSSNY Bylaws.

Section 5 Election to Membership

Applicants for membership shall have their applications acted upon by the Executive Board within 60 days of the receipt of a completed application. Applicants shall be informed in writing of the decision of the Executive Board. Applicants not recommended for membership may appeal that decision in accordance with Article III, Section 6 of these Bylaws. Election to membership constitutes membership in the MSSNY and the 8th District Branch of the MSSNY.

Section 6 Appeals

Any physician who has been refused membership in the Society, or who has duly filed an application for membership which has neither been accepted nor rejected within 60 days after filing, shall have the right of appeal at the Society's next scheduled Executive Board meeting, and shall have the additional right to appeal to the MSSNY, as provided for in Article VII, Section 2 of the MSSNY Bylaws.

Section 7 Transfer Letters

A member in good standing wishing to withdraw from Society membership and to be admitted to another component county medical society shall be granted a transfer card or letter.

Section 8 Suspension of Membership

Upon notification from the New York State Department of Health or the Board of Regents that a member's license to practice medicine has been suspended, without a stay of that suspension, membership in the Society shall likewise be suspended without the necessity of further proceedings. A physician whose license has been suspended may, upon termination of the suspension, reapply for membership by letter to the President or Executive Director of the Society requesting reinstatement.

Section 9 Termination of Membership

(i) Upon notification from the New York State Department of Health or Board of Regents that a member's license to practice medicine has been revoked, the member's membership in the Society shall be likewise revoked without the necessity of further proceedings. Upon restoration of the physician's license, the physician may reapply for membership by the same procedure as that governing the election of new members.

(ii) A member whose dues remain unpaid at the date specified by the MSSNY shall be dropped from the rolls of membership.

Upon termination of membership, such withdrawn members shall no longer be entitled to benefits afforded to Society members.

Section 10 Re-Election/Reinstatement to Membership

Upon reinstatement to membership, the period of time in which membership had been dropped shall be considered a lapse in consecutive years of membership for the purpose of determining eligibility for membership unless the reinstated member in addition pays the dues and assessments that accrued during the period in which membership had been dropped, in which case it shall be deemed that there was no lapse in consecutive years of membership for the purpose of determining eligibility for membership.

ARTICLE IV Dues

Section 1 Payment and Rate

Annual dues are due and payable on the first day of January of each year. Each member shall pay annually the appropriate dues as set by the Executive Board at the last meeting of the previous administrative year. At the same time the member shall pay the amount of the MSSNY per capita dues and assessments fixed by the House of Delegates for the current year.

Section 2 Good Standing

A member is considered to be in good standing when all dues and assessments have been paid. A member whose dues and assessments are unpaid after February 1st of the current year is not in good standing and shall be deemed to be in arrears.

ARTICLE V Conduct of Members

Members shall conduct themselves in accordance with the Principles of Professional Conduct of the MSSNY as they now are or as they may hereafter be constituted. Any intentional violation thereof shall be cause for discipline. The Bylaws and Resolutions of the Society and the Constitution, Bylaws, Rules and Regulations of the MSSNY which have reference to the county Societies shall be binding on members of the Society. Any intentional violation or disregard of the same shall be cause for discipline. A finding by the New York State Department of Health or Board of Regents, that a member has been found guilty of professional misconduct, as defined in Section 6509, 6509(a) or 6530 of the Education Law of the State of New York, shall also be cause for discipline.

ARTICLE VI Discipline

The Society may censure, suspend or expel a member by a three-fourths affirmative vote of the members present and eligible to vote at a regular or special meeting called for that purpose, in accordance with the procedure herein provided. The Ethics Committee shall be charged with the duty of enforcing Article V of these Bylaws, except in the case of its own members, in which case the matter will be referred to the Executive Board.

Disciplinary proceedings against a member shall be initiated on a signed written complaint from any source. The President shall refer the complaint to the Ethics Committee, which shall meet and examine the charges of misconduct and all available and relevant evidence within 10 business days of the receipt of the referral. If the Ethics Committee agrees that there is substantial evidence supporting the charges, a hearing will be scheduled and the chair of the Ethics Committee shall notify the member by registered mail. The notice will include a copy of the signed complaint, a directive to appear in person before the Committee, and a copy of the Society's Bylaws. A minimum of 10 business days shall elapse from the date of service of the complaint to the date of the hearing to which the member has been summoned.

At that hearing, the member shall respond to the charges made in the complaint and may be represented by Counsel. The member may also produce witnesses on his/her behalf. The Ethics Committee may also call as a witness any member of the Society with not less than 5 business days' notice. A complete stenographic record of such hearing shall be taken and preserved. Within 10 business days of the conclusion of testimony, the Ethics Committee must inform the Executive Board in writing of its decision regarding whether the charges of misconduct are substantiated and the discipline, if any, to be imposed upon the member. Within 2 business days of the Ethics Committee's decision having been confirmed received by the Executive Board, the member and complainant will be notified of the decision. If the Ethics Committee determines that disciplinary action is not appropriate, no further report will be made to the Society.

Any member who wishes to file an appeal will be counseled to contact the Judicial Council of MSSNY by filing a notice of appeal with the Secretary of MSSNY and the Society's Secretary/Treasurer within 3 months after service of the notice of the final decision. A member wishing to file an appeal is directed to Article VII, Section 2, of the MSSNY Bylaws for information regarding the appeal procedure.

ARTICLE VII

Officers

The Officers of the Society shall consist of a President, a President-Elect, a Vice President, Secretary, Treasurer, and the Immediate Past President. They shall be elected to serve one year or until their successor shall have been elected or appointed as hereinafter provided.

Section 1

Responsibilities

The Officers are to act in the name of and on behalf of the members of the Society, at the direction of the Executive Board on all matters pertaining to the administration of the Society or when deemed necessary to properly conduct its business. The Officers shall be responsible for the budget, finances and long-range planning of the Society. They shall have the responsibility to implement, promote, and advance programs designed to

attract new members, retain current members, encourage active participation and leadership in the affairs of the Society, and to investigate and recommend programs designed to offer enhanced benefits to members.

The Officers may accept on behalf of the Society any contributions, gifts, bequest or device for the nonprofit purposes of this corporation. Such corporation is organized for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (6) of the Internal Revenue Code, or the corresponding action of any future federal tax code. Upon dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section (c) (3) or Section (c) (6) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 2 Duties

(a) **President-** It shall be the duty of the President to preside at all meetings of the Executive Board. The President shall call special meetings of the Board whenever necessary or at the written request of four members of the Board. The President shall appoint an inspector and teller and chairperson thereof to serve when elections are held. The President shall sign Delegate Certificates and such other papers as the Society may direct, but shall not sign any warrant upon the Treasury, except by vote of the Executive Board. The President shall enforce the Constitution, Bylaws and policies of the Society and perform other such duties as pertain to the office. The President shall be an automatic delegate to MSSNY.

The president shall set the dates and place of regular meetings of the Board of Directors and Executive Committee and shall preside at the meetings of the Medical Society of Erie County and the Executive Committee. The president shall appoint all other committees not otherwise provided, including Ad Hoc Committees and Standing Committees.

(b) **President-Elect** - The President-Elect shall succeed to the presidency at the end of the President's term. In the temporary absence of the President, or at the President's request, the President-Elect shall perform the duties of the President. In the event of the death of the President, or the President's removal from office or failure to act, the President-Elect shall succeed the President for the remainder of the term of office, after which the President-Elect shall serve a further term of one year as President. The President-Elect shall be an automatic delegate to MSSNY.

(c) **Vice President** - In the temporary absence of the President and President-Elect, or at their request, the Vice President shall perform the duties of the President. The Vice President shall further serve as the Society's program chair and shall perform other such duties as requested by the President. The Vice President shall be a delegate to MSSNY.

(d) **Secretary**- The Secretary shall make and keep on file correct minutes of the meetings of the Society and its Executive Board; shall issue notices of meetings; shall notify applicants for membership of their election; and shall notify those members whose County and State dues remain unpaid that they will be dropped from membership in accordance with the State's deadline date. The Secretary shall forward membership applications to all prospective members. The Secretary shall keep a roster of members, officers, and the list of delegates to the MSSNY. The Secretary shall certify and affix the official seal of the Society to the credentials of the delegates and to such documents as the Executive Board may direct.

(e) **Treasurer** - The Treasurer shall certify that the Society accounts and funds are audited annually by a certified public accountant selected by the Executive Board. The Treasurer shall be bonded at the expense of the Society in such reasonable sum as the Executive Board shall determine.

(f) **Immediate Past President** – The Past President shall advise the Officers, and shall have other such duties as the President shall assign. The Immediate Past President shall be an automatic delegate to MSSNY.

ARTICLE VIII

Executive Board

Section 1 Composition

There shall be an Executive Board consisting of the Officers of the Society, the chairpersons of all standing committees, and the chairperson and chair-elect of the delegates to the MSSNY. No employee of the Society may serve as a board chair or hold any other title with similar responsibilities. The Executive Board shall be the administrative arm of the Society. Its resolutions and actions shall be decisive and 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. The Board shall also consist of two non-voting positions, one Medical Student and one Resident.

Section 2 Meetings

Meetings will be held regularly and at such other times as business may require. Special meetings of the Executive Board shall be called whenever the President deems it necessary or at the written request of four of its members.

Section 3 Quorum

A majority of its voting members shall constitute a quorum.

Section 4 Duties

The Executive Board shall have general supervision and management of the affairs and business of the Society and shall act for the Society in the intervals between meetings of the membership. It shall have charge of the property and financial affairs of the Society. The Executive Board shall also perform such other duties as are prescribed by relevant provisions of the Society's Constitution, Bylaws and policies as well as relevant New York State or Federal law or regulations or as may be expressly delegated to it by

the membership. It may have such committees as it deems necessary to conduct its business. It shall exercise general supervision over the conduct of all committees, councils, or commissions and over all appointed officers, agents and employees.

Section 5 Conflict of Interest

Whenever a member of the Executive Board has a financial or personal interest in any matter coming before the Board, said member shall fully disclose the nature of the interest and withdraw from discussion, lobbying, and voting on the matter. In addition, prior to each member's initial election to the Executive Board, as well as annually thereafter, all members of the Executive Board shall complete, sign and submit to the Secretary, a conflict-of-interest statement. The Secretary shall subsequently submit all such written statements to the Board Chair.

In connection with any actual or possible conflict of interest, all members of the Executive Board must disclose the existence of any such interest and be given the opportunity to disclose all material facts at the Executive Board meeting. In the event such a presentation occurs, thereafter, the interested member shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement regarding the potential conflict of interest, and is prohibited from attempting to improperly influence the deliberation or voting on the matter giving rise to the conflict of interest. Any transaction or arrangement involving a potential conflict of interest shall be approved only when a majority of disinterested members determine that it is in the best interest of the Society to do so. The minutes of the Executive Board meetings at which such disclosures are made shall record the existence and resolution of the conflict.

If, because of conflicts identified, or for any other reason, the number of members of the Executive Board falls below the number required for a quorum, the issue will be tabled until the next regularly scheduled meeting of the Executive Board.

Section 6 Compensation

Any person whose compensation is being determined by the Board may not be present at or otherwise participate in any board or committee deliberation or vote concerning such person's compensation.

ARTICLE IX Standing Committees

The standing committees of the Society shall be:

Ethics, Health Law, Legislation and Physician Advocacy, Medical Services, New Physician Practice, Practice Management, Public Health, Medical Education, Women Physicians, Equity and Inclusion and Bylaws.

All committees shall submit meeting minutes immediately after each meeting and an annual written report to the membership. No committee shall incur any expense or financial obligation without the prior approval of the Executive Board.

Section 1 Composition

All members of standing committees must be dues paying members. The chairperson of each committee will select each participant and ask for confirmation of appointment at the Executive Board meeting immediately following the Annual Meeting. Additional members may be added at the discretion of the committee chair with Executive Board approval.

Section 2 Ethics Committee

The Ethics Committee shall consist of a chair, elected by the Society and those members approved by the Executive Board and nine members

elected by the Society, three elected each year for a term of three years. It shall be the duty of this committee:

- i. To review and make recommendations to the Executive Board on all membership applications and to enforce Article V of these Bylaws.
- ii. To meet, discuss and report on all matters related to medical ethics issues.
- iii. To receive, investigate and resolve all complaints against members, and to assist in maintaining high levels of professional department.

Section 3 Health Law Committee

The Health Law Committee shall consist of a chair, elected by the Society and those members approved by the Executive Board. Physician members will be approved by the Executive Board. This Committee liaises with members of the Health Law committee of the Erie County Bar Association and those societies or groups, as designated by the Executive Board, to address:

- i. Address medical practice issues with significant legal and/or ethical implications.
- ii. Address issues as referred from the Executive Board.
- iii. Educate members and others about new developments and trends.

Section 4 Legislation and Advocacy

The Legislation and Advocacy Committee shall consist of a chair elected by the Society and those members approved by the Executive Board. It shall be the duty of this committee to:

- i. Study and report on proposed legislation affecting the practice of medicine.
- ii. Advise the Executive Board on strategies to best advocate for issues affecting members.
- iii. Organize and attend meetings with legislators on topics likely to affect the Society.

iv. Recommend and organize Society sponsored Legislation and Advocacy education programs for physicians.

V. Advise and work in cooperation with the corresponding committee of the MSSNY.

Section 5 Medical Services Committee

The Medical Services Committee shall consist of a chair elected by the Society and those members approved by the Executive Board. It shall be the duty of this committee to:

- i. Act as a liaison with the State University of NY at Buffalo School of Medicine.
- ii. Act as a liaison with all accredited residency programs operated within Erie County.
- iii. Develop society response and recommendations to the educational needs of medical students and residents.
- iv. Recommend and organize Society sponsored medical education programs for physicians and staff.

Section 6 New Physician Practice Committee

The New Physician Practice Committee shall consist of a chair elected by the Society and those members approved by the Executive Board. It shall be the duty of the committee to:

- i. Report on educational or practice management issues relevant to physicians in practice who are less than 5 years post residency or less than 45 years of age.
- ii. Provide opportunities for young physicians to serve as future leaders in the Society or the community.
- iii. Liaise with the UB Medical School faculty and administrators to assist in the recruitment and retention of physicians.
- iv. Recommend topics for Society sponsored education programs that may interest residents, fellows and those new physicians in practice.

Section 7
Practice Management Committee

The Practice Management Committee shall consist of a chair elected by the Society and those members approved by the Executive Board. It shall be the duty of the committee to:

- i. Study and report on the economic aspects of medical practice.
- ii. Administer the provisions set forth by both the federal and state Workers' Compensation laws.
- iii. Review and certify the qualifications of physicians seeking workers compensation ratings.
- iv. Recommend topics for Society sponsored education programs.

Section 8
Public Health and Education Committee

The Public Health Committee shall consist of a chair elected by the Society and those members approved by the Executive Board. It shall be the duty of this committee to:

- i. Monitor and act on matters affecting the public health of the WNY Community.
- ii. Suggest topics of interest for presentation to the lay population of WNY.
- iii. Recommend topics for Society sponsored education programs.

Section 9
Women Physicians Committee

The Women Physicians Committee shall consist of a chair elected by the Society and those members approved by the Executive Board. It shall be the duty of this committee to:

Addresses women physician's issues and concerns, including pay disparities, sexual harassment, representation in leadership roles, women's health issues, work/life balance, and family-friendly employment policies.

Section 10 Committee on Equity and Inclusion

The Committee on Equity and inclusion shall consist of a chair elected by the Society and those members approved by the Executive Board. It shall be the duty of this committee to:
Address issues in healthcare disparities, obtain evidence on racial and ethnic health care disparities, **access to care issues relating to sexual orientation**, identifying causes, and propose effective strategies. Provide physician awareness and education on mentoring and education programs on the vital role of minority physicians.

Section 11 Committee on Bylaws

The Committee on Bylaws shall consist of a chair elected by the Society and those members approved by the Executive Board. It shall be the duty of this committee to:
Evaluate and update bylaws on a yearly basis or when the need arises for bylaws change.

ARTICLE X Delegates to MSSNY

Section 1 Composition

The number of delegates and alternate delegates to be elected during the annual elections to represent the Society in the MSSNY shall be based on Article III, Section 1, Item (a) or Item (b) of the MSSNY Bylaws. The President and Vice President of the Society shall be delegates by virtue of their office. The remaining delegates shall be elected based upon the number of votes received and the number of vacancies. Those candidates who are not elected as delegates shall serve as alternate delegates for the same term. **The chair shall be that senior delegate who received the highest number of votes when elected.** In case of a tie vote, the chair shall

be decided by a vote of the delegates and alternate delegates elected for that same term.

Section 2 Duties & Responsibilities

The function of the delegates/alternate delegates is to represent the views of the Society in the MSSNY House of Delegates and to serve as liaisons between the MSSNY and the 8th District Branch Advisory Council.

Section 3 Term of Office

Delegates and alternate delegates shall be elected for a 2-year term. Delegates shall assume office at the first annual meeting of the MSSNY House of Delegates held subsequent to their election.

Section 4 Vacancies

An elected alternate delegate shall be designated by the President to assume the duties of any delegate who is unable or unwilling to serve.

ARTICLE XI Nominating Committee

Section 1 Composition/Term of Office

The Nominating Committee will be elected by the membership and composed of 12 members. The term of office will be three years, with four members elected during each annual election. **(how will this be done?)** No member of the Nominating Committee shall be eligible to succeed him or herself on this committee until one year has elapsed after the expiration of the term for which he/she was elected. The President-Elect and the immediate past President shall be consulting members of the committee with voice but no vote.

Section 2 Duties and Responsibilities

It shall be the responsibility of this committee to review the credentials of candidates for office as to their ability to assume the leadership of the Society and increase its credibility and visibility. It shall be the responsibility of this committee to prepare a paper printed or electronic ballot, which will be sent to each Society member no later than 30 days prior to the Annual Meeting.

Section 3 Nominations

Nominations of candidate names shall be made from the floor at the regular meeting immediately preceding the annual meeting. No member currently holding an elective office in the Society shall be eligible to serve on the committee.

Section 4 Nominations for Elective Office

Nominations for elective office shall be presented by the Chair of the Nominating Committee at the regular meeting immediately preceding the annual meeting. This shall not preclude nominations from the floor. In the event of a death or the withdrawal of all of the nominees for any office or a number sufficient to bring the list of nominations for delegates, or any elected committee other than the Nominating Committee, below the required number to be elected, the Nominating Committee shall reconvene to make further necessary nominations.

ARTICLE XII Elections

Section 1

All officers, delegates, alternate delegates, members of the Nominating Committee, and chairpersons of standing committees shall be elected by ballot.

Section 2

A plurality of the votes cast for a given office shall be necessary for election.

Section 3

All delegates, alternate delegates, and members of the Committees shall be declared elected in the order of the number of votes received, beginning at the highest, until the proper number shall have been chosen. In the case of a tie vote, the choice shall be decided by a majority of the Executive Board.

ARTICLE XIII

Voting

Section 1

Eligibility

All members who are in good standing, shall be eligible to vote and hold elective office.

Section 2

Process

Upon receipt of either a printed or electronic ballot from the Nominating Committee, each member in good standing except those who notified the Society that they no longer wish to receive a ballot, shall be provided with the appropriate paper or electronic documents so that they may cast their ballot.

Ballots shall be returned to the Society postmarked or electronically received, no later than 10 business days after the date of mailing of the ballots by the Society. After the 10th day, each ballot will be reviewed to verify voter eligibility. Ballots will then be placed unopened and counted, in a secured location. Ballots postmarked more than 10 days after the mailing of the ballots by the Society will not be counted.

The report of tabulation of ballots will then be reported to the President, who will announce the results at the annual meeting.

**ARTICLE XIV
Meetings**

**Section 1
Notification**

Notices of the annual and all general membership meetings shall state the date, place and hour and shall be electronically mailed, when possible to each member not less than 10 days, nor more than 30 days before said meeting. Members not able to receive electronic notification, will receive notification by first class mail. A return receipt of electronic or first-class mailing shall be deemed sufficient proof of the service of such notice to each and every member for any and all such purpose.

**Section 2
Annual Meeting**

The annual meeting of the Society shall be held in the month of September each year. The annual meeting may be held either in person or electronically.

**Section 3
Other Meetings**

The Executive Board shall call other meetings at such times as they may be needed. The notice of such meetings will clearly state the purpose of the meeting. Such meetings may be held in person or electronically.

**Section 4
Called Meetings**

The Executive Board shall call a meeting upon a written request of 10% of the members entitled to vote at such meeting.

Section 5 Electronic Conferences

Attendance and participation at any Society meeting via any electronic device is allowed and encouraged when an in-person meeting is impossible. Any action taken must be reported to the Executive Board at the next meeting.

Section 6 Quorum

A quorum at the annual meeting shall consist of either: (i) 100 members entitled to cast a vote, or (ii) a number greater than or equaling 10% of the total number of members entitled to cast a vote, whichever is less.

Section 7 Proxy

Every member entitled to vote at any meeting of the members may authorize the Executive Board or another person entitled to vote to act for him/her by proxy via electronic mail or facsimile. Each proxy shall be in writing and dated and signed and valid for that meeting only and is revocable at the pleasure of the member executing it. Proxy voting shall not be permitted at the annual meeting.

ARTICLE XV Executive Director

Section 1 Appointment

The Executive Board shall employ a salaried chief executive who shall have the title of Executive Director. The terms and conditions of employment of the Executive Director shall be specified by the Executive Board. The Officers are delegated the authority to determine the ongoing compensation and other financial arrangements of the Executive Director, subject to approval by the Executive Board.

Section 2
Authority and Responsibility

The Executive Director shall manage and direct all activities of the Society subject to the policies of the Executive Board and through the office of the President. Subject the approval of the Officers, the Executive Director may terminate the employment of members of the staff as necessary to carry out the work of the Society and fix their compensation within the approved budget. The Executive Director shall also define the duties of the staff, supervise their performance, establish their titles, and delegate those responsibilities of management which are in the best interests of the Society. The Executive Director shall serve as an ex-officio Officer and member of the Executive Board, with voice and vote.

ARTICLE XVI
Rules of Order

The deliberations of the Society shall be governed by the parliamentary usage contained in “Sturgis Standard Code of Parliamentary Procedure” when such Code is not in conflict with the Constitution and Bylaws of the MSSNY and the Bylaws of this Society.

ARTICLE XVII
Seal

The seal of the Society shall be as follows:
Medical Society of the County of Erie, New York, Organized 1821.

ARTICLE XVIII
Amendments
Section 1

Amendments to these Bylaws may be made by a two-thirds vote of the members present and eligible to vote at a regular meeting or a special meeting called by the President with the approval of the Executive

Committee, provided that (i) notice of such amendments shall have been presented at any regular meeting preceding; and (ii) a copy of such amendments shall have been electronically 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 MSSNY, all amendments to these Bylaws shall be submitted to the Council of the State Society for its approval before becoming valid.

Section 3

The Bylaws which refer to the Order of Business may be temporarily suspended by a two-thirds vote at any regular or annual meeting.

Section 4

Amendments made obligatory by the laws of the State and/or by enactment of the MSSNY shall be considered as adopted and as part of these Bylaws.

Section 5

These Bylaws shall become effective immediately following the date of their adoption and all other Bylaws of the Society heretofore adopted shall be and are hereby repealed.