



NASSAU COUNTY MEDICAL SOCIETY BYLAWS

Revised May 2021

CHAPTER I - NAME AND PURPOSE

ARTICLE I – NAME

The name of this Society shall be "Nassau County Medical Society, Inc."

ARTICLE II – PURPOSE

The purpose of this Society shall be the advancement of the science, the art, and the practice of medicine; to elevate the standards of medical education; to maintain and enhance the high professional standards of physicians; to assist in the preservation of the public health; and to enlighten public opinion in regard to the problems of medicine and health for the best interests of the people of Nassau County.

To these ends, the Society strives to preserve the doctor-patient relationship, to assure access to quality medical care for all and to voice the ethical perspective of physicians in their provision of medical care.

CHAPTER II - MEMBERSHIP

ARTICLE I – CLASSES

The membership of this Society shall be divided into eight classes, as follows 1) Active, 2) Life, 3) Retired 4) Corresponding, 5) Honorary, 6) Resident and Fellowship 7) Medical Student, 8) Provisional Membership.

Section 1 - Active Membership

Active membership may be obtained by graduates of medicine or osteopathy in good repute, residing or having their principal office in Nassau County, who are duly licensed to practice medicine in the State of New York. Active membership in this Society shall be limited to graduates of recognized medical or osteopathic schools who have completed not less than four satisfactory years of at least eight months each or its equivalent in a medical or osteopathic school, a standard satisfactory to the medical licensing authorities of the State of New York, or in



a medical or osteopathic school in a foreign country maintaining a standard not lower than that prescribed for medical schools in this State.

Active membership carries with it membership in the District Branch and the Medical Society of the State of New York.

Section 2 - Life Membership

Life membership in the Society may be obtained by a member who is retired pursuant to Section 3 of this Article or by an Active member who has been in good standing for at least ten consecutive years, and which member has either:

1. attained the age of 72, or
2. become permanently disabled, or
3. attained the age of 67 and have completely withdrawn from any and all activities requiring a medical or osteopathic license.

Eligible members may apply to the Executive Committee for election to Life Membership in the Society. Once conferred, Life Membership will be continued whether or not the member resides in New York State. As of the effective date of the adoption of this amended provision of the bylaws (May 26, 1992) all members of the Society who were previously designated as Retired Members shall henceforth be deemed Life Members of the Society and shall be entitled to all the rights and privileges of a Life Member, and nothing contained in these bylaws shall be construed to rescind the Life or Retired Membership of any member who has been granted said membership as of the effective date of the adoption of this amendment to the bylaws (May 26, 1992). The Executive Committee may waive the age and duration of membership requirement of any applicant for Life Membership who may, on the effective date of the adoption of these bylaws (May 26, 1992), have been eligible for Life or Retired Membership pursuant to the bylaws before they were amended hereby.

Section 3 - Retired Membership

Retired membership may be obtained by those individuals who have fully retired from the practice of medicine, irrespective of age. Retired membership may be obtained by an Active member who has been an active member in good standing of MSSNY and any component NYS county medical society for at least twenty-five consecutive years and being completely withdrawn from any and all activities requiring a medical or osteopathic license.



Section 4 - Corresponding Membership

Corresponding Membership may be obtained by a physician who is in good standing in another component county society in New York State and maintains an office or resides in Nassau County.

Section 5 - Honorary Membership

Physicians and others of wide reputation, and former members of the Society who have become non-residents of Nassau County, may be elected to Honorary Membership.

Section 6 - Resident and Fellowship Membership

Resident and Fellowship Membership may be obtained by a graduate in medicine or osteopathy serving a residency or fellowship in a hospital situated in Nassau County or residing in Nassau County. A physician shall be eligible for this class of membership as long as he/she is serving a bonafide residency or fellowship primarily for postgraduate education. Other full time staff employees of hospitals shall not be eligible for this class of membership.

Section 7 – Medical Student Membership

Medical Student Membership may be obtained by students who are pursuing a course of study leading to the degree of Doctor of Medicine or Doctor of Osteopathy and who are (a) enrolled in a medical or osteopathic school in Nassau County recognized by the New York State Education Department, or (b) residents of the Nassau County and are enrolled in a medical or osteopathic school either in Nassau County or elsewhere which is recognized by the New York State Education Department.

When a student member, other than by reason of graduation (a) ceases to be enrolled in a school of medicine or school of osteopathy either in Nassau County or elsewhere which is recognized by the New York State Education Department; or (b) is enrolled in a school of medicine or osteopathy outside of Nassau County which is recognized by the New York State Education Department, but ceases to reside in Nassau County he/she shall be considered to have resigned from membership in the Nassau County Medical Society. A student member who is suspended from the rights and privileges of a medical or osteopathic school shall likewise be suspended for the same period from the Nassau County Medical Society.



Section 8 – Provisional Membership

Provisional membership may be attained by applicants for membership and transfers who are approved for membership to the Nassau County Medical Society by the Executive Committee but have not been elected to membership by the General Membership.

ARTICLE II - RIGHTS OF MEMBERS

Section 1 - Corresponding, Honorary, Resident, Fellowship, Medical Student and Provisional Members

Corresponding, Honorary, Resident, Fellowship, Medical Student and Provisional Members shall be entitled to all rights and privileges of the Society except the right to vote and to hold office, nor shall they have any right or title to any property of the Nassau County Medical Society. All rules and regulation of this Society shall be equally applicable to all classes of membership.

Section 2 - Resignations

A membership resignation shall be in writing or by electronic submission and shall be sent to Secretary and be referred to the Society at its first meeting after the receipt of the request. If accepted, the member thereby severs all connection with the Society, the District Branch, and the Medical Society of the State of New York, relinquishes all right, and title to any share in their property. No resignation shall be accepted from a member owing dues or assessments or under charges.

Section 3 - Removal within State

When an active member in good standing removes his/her residence or principal office to another county within New York State, his/her name upon written request, shall be recommended to the roll of members in the new county.

Section 4 - Removal from State

When a member removes from the State of New York permanently, he/she shall cease to be an active member of the Society and shall forfeit all right and title to any share in the privileges and property of the Society, the District Branch, and the Medical Society of the State of New York. He/she shall be considered to have resigned upon the 31st day of December following his/her removal from the State. Upon his/her written request an appropriate recommendation will be forwarded to the Medical Society serving the new location.



Section 5 - Reinstatement

When a former member applies for reinstatement, he/she shall apply in the same manner, as does a new member and be subject to the same criteria. Any dues for the current year or remainder thereof as defined for new members shall be paid with the application for membership. If not re-elected, any money paid for reinstatement shall be returned to him/her and reapplication may be made in the same manner as defined for new members.

Section 6 - Members Practicing Medicine Subject to Probation

Any member of the Society whose license to practice medicine in the State of New York is continued subject to a period of probation by final action of the Board of Regents, shall continue to be a member of the Society during said period of probation and shall have the rights and privileges of the Society, except the right to have his/her name continued on the list of physicians who are referred to the public when inquiries are made for the names and addresses of physicians who are in good standing and are qualified to practice medicine. The name of the physician will be returned to the referral list upon the completion of the probation period, provided that the physician's right to practice has been fully reinstated free of any limitations by the said Board of Regents of the State of New York.

ARTICLE III - NEW MEMBERS AND TRANSFERS

Section 1 – Application for Membership

- a) Application for membership in the Society shall be made upon a form provided for that purpose and be accompanied by the Nassau County Medical Society and the Medical Society of the State of New York dues and any appropriate assessments for the current year. Said applications shall be sent to the Secretary who will present them, without delay, to the Board of Censors for review and report to the Executive Committee.
- b) The Board of Censors shall meet as needed to review applications received for membership. Meetings of the Board of Censors may be conducted via telephone or video conference, if needed.
- c) Applications of candidates will be available to the Executive Committee for consideration at its next regular meeting.
- d) Applications will then be considered by the Executive Committee based on the Board of Censors recommendation. If approved, the applicant will receive “Provisional Member” status. The applicant will be notified that he/she has been granted Provisional Member



status, contingent upon formal election at the next regular stated membership meeting. MSSNY will be promptly notified of these elections to provisional membership. Provisional Members will be listed in the Meeting Notice as “Provisional Members” and will be elected to regular membership according to the current bylaw requirements to said election.

- e) Applications from physicians that are received for membership from a hospital medical staff participating in the MSSNY/County Medical Society hospital medical staff membership program shall not be required to be reviewed by the Board of Censors provided that the applicants are in good standing with their hospital and otherwise meet the membership requirements as referred to in Chapter II, Article I, Section I of these bylaws. A list of such candidates approved by MSSNY and the County Medical Society shall be given to the Executive Committee for its collective consideration at its next regular meeting. If approved, those who are on the list shall receive “Provisional Member” status and shall be notified that they have been granted Provisional Member status contingent upon formal election at the next regular stated membership meeting.

Section 2 - Transfers

Applications for membership by physicians who are members of a component society of this, or another state shall be subject to the same provisions established by these Bylaws for the election of new members.

Section 3 Acceptance of Bylaws

Candidates duly elected to any class of membership including provisional membership other than life, retired or honorary shall agree to abide by the Bylaws of the Society, the District Branch, and the Medical Society of the State of New York. He/she shall be required to agree to the principles of medical ethnics as currently defined by the Medical Society of the State of New York at the time of election and shall agree to subscribe to any additions to these principles, which shall be approved subsequently by the Nassau County Medical Society. The Board of Censors may further require any candidate to appear before the Board for a personal interview prior to the submission of his/her application to the Executive Committee.

Section 4 - Appeal

If the Board of Censors decides not to recommend the candidate to the Executive Committee for election to provisional status, or if the application has not been acted upon within six months, the applicant shall have a right to appeal to the Executive Committee.



Section 5 - Election

Upon approval by the Executive Committee of a candidate's election to provisional membership, the Executive Committee shall recommend that the applicant for regular membership at the next regularly stated membership meeting provided all members of the Society are notified at least ten days before that such an election is to be held. Each candidate to be approved must receive 75 percent approval of members present and voting. Any candidate receiving less than 75 percent approval at the general election as above defined, may subsequently appeal to the Board of Censors for reconsideration. The Board of Censors shall wait one year before again considering the rejected application for Society consideration. If a candidate's election to active membership is denied at the membership meeting his/her status as a provisional member shall immediately terminate. MSSNY shall be notified of the election results.

Section 6 - Tellers

The President or Acting Chairman shall appoint appropriate Tellers and Inspectors at each election.

Section 7 - Right of Appeal to State Society

Any applicant who has twice been rejected by a vote of the membership shall have the right of appeal to the Medical Society of the State of New York.

Section 8 - Advance Dues and Assessments

Applications shall be accompanied by the County Society dues, and the State Society assessments when applicable for the current year, as provided in Chapter III of these Bylaws.

Section 9 – Applications, Dues and Assessments

Applications shall be accompanied by the County Society dues and the State Society dues and assessments when applicable for the current year provided in Chapter III of these Bylaws. Any candidate elected to membership after October 1st shall have the money paid for their County and State dues credited in full for the following year. Any candidate whose application for membership has been rejected by either the Board of Censors, the Executive Committee, or the membership of the Society shall have any dues paid with the application refunded to said candidate.



CHAPTER III - DUES AND ASSESSMENTS

ARTICLE I - ACTIVE MEMBERS

Annual County Society dues for Active members shall include the current State Medical Society assessments when applicable. Notice of intent to change dues shall be sent to each member with the notice of the meeting. There shall be a 50 percent reduction in County Medical Society dues for physicians entering their first and second years of practice. The reduction in dues shall apply to any physician first leaving a residency program to establish his/her practice. This shall be a one-time reduction.

ARTICLE II - CORRESPONDING MEMBERS

Corresponding members are subject to the current State Medical Society assessments through their parent County Society, but otherwise are subject to dues and assessments as defined by the Executive Committee.

ARTICLE III - RESIDENT AND FELLOWSHIP MEMBERS

Resident and Fellowship members are subject to the current State Medical Society assessments, and no more than 10 percent of the amount levied on Active members of the County Medical Society.

ARTICLE IV RETIRED MEMBERS

The dues and assessments of retired members shall be one-half of the amount paid by active members.

ARTICLE V - LIFE AND HONORARY MEMBERS

Life and Honorary members are not subject to regular dues and assessments, except on a voluntary basis.

ARTICLE VI - STUDENT MEMBERS

Student members are subject to the current State Medical Society assessments, and County Society dues and assessments as defined by the Executive Committee.



ARTICLE VII - FISCAL YEAR

The fiscal year of this Society shall be from January 1st to December 31st inclusive.

ARTICLE VIII - PAYMENT OF DUES

At the option of the member, dues may be paid in two installments the first being due and payable on the first day of January, and the second, on the first day of June. With the first installment the member shall pay the amount of the per capita assessments of the State Medical Society and one-half the annual County Society dues.

ARTICLE X – DELINQUENCIES

Any member, except a member who is eligible and has applied for life membership, whose County Society and Medical Society of the State of New York dues are unpaid after 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.

A member whose dues are unpaid after March 1 of any current year or whose assessments are unpaid one month after the specified date may be dropped from the roles of membership in the County Society and the Medical Society of the State of New York upon reasonable notice to such member by the County Society or the Medical Society of the State of New York. In the case of nonpayment of dues, the reasonable notice to be provided shall commence on February 1, or as soon as possible thereafter, upon the determination that such member is in arrears.

ARTICLE XI - ADJUSTMENT OF DUES

The Executive Committee of the Society is hereby authorized to make adjustment in the amount of annual County Society dues and assessments by remission or adjustment if it is brought to its attention that the payment of the full amount of such dues would work an unjust hardship upon an individual member. Such adjustment shall be a confidential and secret arrangement.

ARTICLE XII - REMISSION OF DUES

The annual dues and assessments of any member may be remitted for the current year on account of illness, financial hardship, or temporary active service in the armed forces of the United States, when a request is made in writing to the Executive Committee, which body may further request from the State Society similar remission. Remission of dues for illness or financial hardship shall be reviewed annually.



CHAPTER IV - OFFICERS

ARTICLE I - NUMBER

The officers of this Society shall be the President, the President-Elect, the Vice-President, the Secretary, and the Treasurer.

Section I - President

It shall be the duty of THE PRESIDENT to preside at all meetings of the Society and of the Executive Committee; prepare a program for the meetings of the Society with the aid of the Executive Committee; appoint all standing and special committees, subject to the approval of the Executive Committee; call special meetings of the Society at the written consent of the majority of the Executive Committee or at the written request of fifty Active members of the Society; call meetings of the Executive Committee at the written request of one-third of its members; sign warrants upon the treasury only by direction of the Executive Committee; enforce the laws of the Society and perform such other duties as usually pertain to the office; designate the chairman of each Society committee and elected board, subject to the approval of the Executive Committee; serve as a delegate to the annual meeting of the Medical Society of the State of New York or any special meeting called by the State Society during his/her tenure as President of the Nassau County Medical Society; and assume the responsibility for the Society in public relations matters.

Section 2 - President-Elect

THE PRESIDENT-ELECT shall succeed to the office of the President one year from the first day of July following the date of the election as President-Elect. He/she shall assist the President in the discharge of his/her duties and, by study and observation, become familiar with the needs and the problems of the Society prior to assuming the office of President. In the event of the President's death, resignation, removal, incapacity, or refusal to act, the President-elect shall act in his/her stead. If indicated, he/she will so continue to act until the next regular election, at which time the electorate will elect two officers for the following year as elsewhere provided for in these Bylaws.

Section 3 - Vice-President

THE VICE PRESIDENT shall assist the President-Elect and the President in the discharge of their duties. In the event that the President-Elect is unable to act, or the office is vacated for



whatever cause, the Vice-President shall assume the office of President-Elect until the next regular election.

Section 4 - Secretary

THE SECRETARY shall make and preserve minutes of the meetings of the Society, conduct its correspondence, and issue all notices of meetings. He/she shall notify applicants of their election to membership and members of their election as officers, delegates or members of elective boards or of their appointment on committees; supply applicants for membership with the necessary blanks; keep a roster of the members in which shall be shown the full names of such members, with their addresses, the college from which they graduated, the date of graduation, the date of their license to practice in this state, and such other information as may be deemed to be useful; forward a copy of the roster of officers and delegates to the Secretary of the Medical Society of the State of New York at least thirty days prior to its annual meeting, and shall perform such other duties as pertain to the office.

Section 5 - Treasurer

THE TREASURER shall collect all County Society dues and assessments, and State Society assessments, and other money due the Society. He/she shall deposit and disburse such money, in accordance with the order of and in the manner prescribed by the Executive Committee; pay out no money except on order of the Executive Committee and in a manner prescribed by the Executive Committee.

On or before January first of each year he/she shall mail to each member a bill for dues and assessments for the ensuing year; on or before April first, notify all members of their arrears. The Treasurer shall keep proper books of account, which shall at all times be open for examination by the Executive Committee; make an annual report to the Society, and such other reports as the Executive Committee may desire. Upon payment of the County Society dues and the State Society assessments, each member shall be entitled to a proper receipt upon a form to be furnished by the Treasurer of the State Society.

On or before April first of each year the Treasurer shall forward to the Treasurer of the Medical Society of the State of New York the amount of per capita assessment as fixed by the House of Delegates of the State Society.

Section 6 - Ex-Officio Privileges

The President, the President-Elect and the Vice-President shall be Members without vote on all standing and special committees.



CHAPTER V - ELECTED BOARDS, DELEGATES, AND COMMITTEES

ARTICLE I - THE ADVISORY COUNCIL

Section 1 - Composition and Chairman

The advisory Council shall consist of the three most recently retired Presidents of the Society. In the event of the death, resignation, or removal of a member of this Council, the next previous Past-President shall become a member of the Council to serve until replaced by one more recently retired. The senior member by tenure of this Council shall be the Chairman.

Section 2 - Duties

It shall be the duty of the Advisory Council to assist the President of the Society in an advisory capacity, particularly to assist in bringing to a successful conclusion matters of importance remaining unfinished at the close of the administration of his/her predecessor, to assist the chairmen of standing or special committees and to furnish such other advice or assistance as the President may request. The members of the Advisory Council shall serve as members of the Executive Committee.

Section 3 - Planning Committee

It shall be the further duty of this Council to serve as a Planning Committee on future medical policy for the Society.

ARTICLE II - THE EXECUTIVE COMMITTEE

Section 1 – Composition

The Executive Committee shall consist of the five (5) officers of the Society, the Advisory Council, the Chairman of the Delegates, the Chairman of the Board of Censors, the Chairman of the Peer Review Committee, three Members at Large each appointed for 3 years, and the President of the Nassau Academy of Medicine. All committees shall report all actions taken by the committee to the Executive Committee at the next meeting of the Executive Committee for approval.

Section 2 - Chairman of the Board of Censors, Chairman of the Peer Review Committee, Members at Large, President of the Nassau Academy of Medicine



The Chairman of the Board of Censors, the Chairman of the Peer Review Committee shall be entitled to vote as members of the Executive Committee on all matters, except when the Executive Committee is considering reports and recommendations of each Chairman's respective committee. In this instance, he/she shall present the majority opinion (and minority opinion, if any) of that Chairman's respective committee, but abstain from voting as a member of the Executive Committee.

The Members at Large will be appointed for a term of 3 years.

The President of the Nassau Academy of Medicine, after assuming the duties of this position shall automatically become a member of the Executive Committee for a term of 1 year.

Section 3 - Responsibilities, Quorum, Meetings

For all legal purposes, the members of the Executive Committee shall be the Trustees of the Society. The Executive Committee shall make all arrangements for the meetings of the Society and perform such other duties as may be assigned to it by the Society. A majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee shall meet regularly within the two weeks preceding each annual and regular meetings of the Society and at such other times as business may require. Any Executive Committee member who fails to attend three consecutive meetings of this Committee, without an excuse satisfactory to the Executive Committee, shall be considered to have automatically resigned from the Executive Committee and from the office or position held by said member, which entitled him/her to serve on the Executive Committee. The vacancy thus created in the office or position shall be immediately filled in accordance with the provisions of these Bylaws with respect to vacancies. Meetings of the Executive Committee may be held by telephone or video conference.

Section 4 - Employed Staff

The Executive Committee shall have the power to employ an Executive Director and such clerical assistants as deemed necessary; to establish the amount of salary or other compensation paid to employees; to designate and regulate their duties and terms and conditions of their employment. The Executive Committee may delegate to the Executive Director any or all of the prescribed duties of the Secretary and Treasurer.

Section 5 - Report

At each regular meeting, the Executive Committee shall make a report to the Society. The Executive Committee shall submit a report at the annual meeting of the work done during the preceding year.



Section 6 - Expenditure of Funds

The Executive Committee shall have the power to direct the expenditure of the funds of the Society. At the annual meeting or at any regular or specific meeting, the Executive Committee shall present to the Society estimates of the amounts needed to carry on the business of the Society.

Section 7 – Compliance Committee

The President, with the affirmative vote of the Executive Committee, shall annually, appoint from the members of the Executive Committee, a Compliance Committee, which shall assist the Executive Committee in its oversight responsibility regarding the Society's compliance with all laws, regulations, and contractual obligations, and with standards, procedures and reporting protocols connected therewith. The Compliance Committee shall meet, conduct its business, and assume such responsibility as the Executive Committee may specify and give guidance to the Committee from time to time. The Compliance Officer of the Society shall serve as Chair of the Compliance Committee.

Section 8 – Policies of the Society

Conflict of Interest - The Executive Committee shall adopt a policy on conflict of interest and shall review the policy from time to time, to assure that it provides appropriate guidelines and protection. The policy shall specify what interest constitutes a material conflict of interest, the classes of individuals covered by the policy, procedures for facilitating disclosure of information concerning the conflict of interest, and procedures to be followed when a conflict of interest has been identified.

Whistle Blower Protection – The Executive Committee shall, adopt a policy that encourages individuals to come forward with credible information on an illegal practice or violation of policies of the Society. The Executive Committee shall review that policy, from time to time, to ensure it provides appropriate guidance and protection and that it will protect the anonymity of the individual providing the information.

Additional Policies – The Executive Committee shall, from time to time, adopt additional policies, as it sees fit and in order to facilitate the official administration of the Society's affairs in order to protect and promote the quality and integrity of the Society's pursuits.



ARTICLE III - THE BOARD OF CENSORS

Section 1 - Composition

The President, in consultation with the Executive Committee, shall determine the number of members that shall constitute the Board of Censors. The President in consultation with the Executive Committee shall also appoint the members of the Board of Censors. Members of the Board of Censors shall serve for a term of four years.

Section 2 - Duties of the Board

The Board of Censors shall perform the duties directed by the Bylaws and resolutions of the Society. The Board of Censors may interview each applicant for membership and satisfy themselves concerning his/her moral and professional standard. The Chairman or Acting Chairman shall return a report of recommendation regarding each applicant to the Executive Committee of the Society at the next regular meeting of the Executive Committee. Meetings may be held by telephone or video conference.

Section 3 - Designation and Duties of Chairman

The Chairman of the Board of Censors shall automatically become a member of the Executive Committee. The Chairman shall be designated by the President as provided in Chapter IV, Article I, Section 1, of these Bylaws.

ARTICLE IV- DELEGATES AND ALTERNATES

Section 1 - Number/Election

The Executive Committee shall appoint, in consultation with the Chairman of the Delegates, the delegates who shall represent the Society in the House of Delegates of the Medical Society of the State of New York as permitted by the Bylaws of the Medical Society of the State of New York. The President of the County Society shall be one of the delegates to the Medical Society of the State of New York. At the same time, an equal number of Alternate Delegates shall be appointed to represent the County Society in the event that a regularly appointed delegate does not attend the meeting of the House of Delegates or is otherwise unable to serve.

Section 2 - Duties

All Delegates and Alternate Delegates from this Society shall obey and perform the duties prescribed by the Bylaws, resolutions, and instructions of this Society, when the same are not in



conflict with the laws of the State or with the Bylaws of the Medical Society of the State of New York.

Section 3 - Appointment and Duties of Chairman

Within two weeks after the annual meeting, the newly elected President shall call a meeting of the Delegates and appoint one of the Delegates as their Chairman for the ensuing year, subject to approval of the Executive Committee. The Chairman shall become a member of the Executive Committee and shall be responsible for and to the delegation at the annual meeting of the House of Delegates of the Medical Society of the State of New York. With the approval of the President, the Chairman shall fill any vacancy in the delegation from the list of alternates. The Chairman, or a delegate appointed by him/her shall report the proceedings of the House of Delegates session to the County Society at the next regular meeting.

ARTICLE V - WORKERS' COMPENSATION BOARD

Section 1 - Number/Election

There shall be a Workers' Compensation Board consisting of no more than three members, who shall be appointed by the President in consultation with the Executive Committee each of whom shall serve for a period of two years.

Section 2 - Duties/Quorum

The duties of the Workers' Compensation Board shall be to execute the responsibilities and duties laid upon the Society by the laws and regulations of the State of New York having to do with the Workers' Compensation Law and the Volunteer Firemen's Benefit Law. A majority of the Board shall constitute a quorum. Meetings may be held by telephone or video conference.

CHAPTER VI - ELECTION OF OFFICERS, ELECTIVE BOARDS AND DELEGATES

ARTICLE 1 - NOMINATING COMMITTEE

The members of the Nominating Committee shall consist of the President, President-Elect, and the Immediate Past President. The Nominating Committee shall prepare a slate of the several positions to be filled at the annual meeting to be held in May. The names of those candidates appearing on the slate shall be submitted to the Executive Committee for discussion and approval. The names shall then be submitted to the Secretary of the Society by the Nominating Committee who shall publish them in the March issue of NACMED NEWS. The names thus submitted to the Secretary shall be read at the regular meeting in March. At the March



membership meeting members shall be given an opportunity to place in nomination the names of other candidates for any position, after which nominations shall be closed. All nominations made from the floor at the time of the March meeting of the membership must be accompanied by a petition signed by 50 members in good standing of the Society. The Secretary shall include the complete slate of nominations with the notice of the annual meeting. Each candidate, before being placed on the slate must personally signify his/her willingness to serve if elected to the office concerned. Meetings of the Nominating Committee may be held by telephone or video conference.

ARTICLE II - METHOD OF ELECTION

All officers shall be elected by ballot. However, if there is only one candidate for any given office, the meeting may vote by acclamation.

ARTICLE III - TERMS OF OFFICE

Unless otherwise provided in these Bylaws, officers shall hold office for one year from July first following the date of their election or until their successors have been elected and qualified.

ARTICLE IV - MULTIPLE POSITIONS

With the exception of Delegates to the State Society, as provided in Chapter V, Article IV, no member shall be eligible to serve simultaneously in more than one elected position.

ARTICLE V - ELIGIBILITY FOR ELECTION

No one shall be eligible for any office or entitled to vote for an officer who has not paid his/her dues and assessments for the current year.

ARTICLE VI - POLLS

Voting for the annual election may be any one or combination of three methods as may be decided at the meeting at which nominations are made, upon recommendation from the President or motion from the floor. The three methods are:

- (A) By vote at the annual meeting by the eligible members present.
- (B) By accepting votes at the Nassau Academy of Medicine and/or other place as may be decided by the Executive Committee, during the day of the annual meeting from 9:30 a.m. until the meeting is called to order.



(C) By mail or email. Ballots will be mailed by ordinary first-class mail or sent by email to each eligible member at his/her last recorded address or email address at least three weeks prior to the annual meeting. Ballots should be identified for purposes of verification in such a way that the voter will not be identified when the vote is counted. Ballots to be valid must be received at the Nassau Academy of Medicine by 5:00 p.m. on the day preceding the annual meeting.

ARTICLE VII - VOTING

Voting will be by ballot. The President shall appoint an Election Committee consisting of three or more members. The Election Committee shall pass upon the eligibility of voters and shall distribute the ballots and at the close of the poll, it shall immediately proceed to canvas the votes and report the result to the President, who shall announce it to the Society. A majority of the votes cast shall be necessary for election. If upon the first ballot no choice shall be made, the name of the candidate receiving the least number of votes shall be withdrawn and the balloting shall be repeated until a candidate shall receive a majority of the votes cast.

When several identical positions are to be filled, all the nominees for those positions will be voted upon together. Each ballot may contain no more affirmative votes than there are positions to be filled. The requisite number of nominees receiving the largest number of votes shall be elected.

ARTICLE VIII - VACANCIES

In the event of a vacancy occurring in any elective position of the Society, such vacancy may be filled by the President and confirmed by a majority vote of the Executive Committee except where otherwise ordered in the Bylaws.

ARTICLE IX - LIMITATION OF TENURE

No officer or elected board member may serve more than three consecutive terms in any given office. Nothing in this article, however, shall be construed as preventing re-election to said office or board membership after the lapse of one year, nor immediate election to another office or board membership (The period of three terms stipulated in this article shall not start until the adoption of this article of the Bylaws.).

CHAPTER VII - STANDING COMMITTEES

ARTICLE I - APPOINTED BY THE PRESIDENT



All standing committees shall be appointed by the President. Any committee member who fails to attend three consecutive meetings of a committee without an excuse satisfactory to the Executive Committee shall be considered to have automatically resigned. A majority of the members of a committee shall constitute a quorum.

ARTICLE II - PUBLIC HEALTH COMMITTEE

Section 1 - Composition and Duties

The Public Health Committee shall consist of at least three members, including the Chairman. It shall be the duty of the Public Health Committee to investigate questions relating to local public health, to cooperate with the official and voluntary health agencies of the county and to foster the cooperation of the medical profession in the public health program of the county. The committee shall report all actions taken by the committee to the Executive Committee at the next meeting of the Executive Committee for approval. The Public Health Committee shall make a report to the Society at its annual meeting.

Section 2 - Subdivisions

The Public Health Committee may have subdivisions formed at its own direction, or at the direction of the President, to consider such subjects as anesthesia, maternal welfare, industrial health, school health or any other subject directly pertaining to the health of the public.

ARTICLE III - PEER REVIEW COMMITTEE

Section 1 - Composition and Duties

This Committee shall consist of no less than three but not more than five members who shall be appointed by the President in consultation with the Executive Committee and shall include various specialties of medicine. The Chairman shall be nominated by the President of the Medical Society in January of each year, for membership on the Executive Committee of the Nassau County Medical Society and shall serve for a term of one year, if elected by the membership of the Society. The Peer Review Committee shall consider and pass upon cases brought to the Committee and complaints regarding the quality of health care.

Section 2 - Meetings

Meetings shall be held as required to expedite handling of cases. Meetings of the Peer Review Committee may be held by telephone conference or electronically. The committee shall report all



actions taken by the committee to the Executive Committee at the next meeting of the Executive Committee for approval.

ARTICLE IV – FINANCE COMMITTEE

Section 1 - Composition

The Finance Committee shall consist of the members appointed by the President in consultation with the Executive Committee one of which shall be the Treasurer and who be the chair of the Committee.

Section 2 - Duties

It shall be the duty of the Committee to study the anticipated income and expenses of the Society. The Committee shall prepare a budget for submission to the Executive Committee for its approval at the Executive Committee's November meeting. The committee shall report all actions taken by the committee to the Executive Committee at the next meeting of the Executive Committee for approval.

ARTICLE V - INVESTMENT COMMITTEE

Section 1 - Composition

The Investment Committee shall consist of the members appointed by the President in consultation with the Executive Committee. The appointment of the first members shall be staggered so that one serves for one (1) year, one serves for two (2) years and one serves for three (3) years. Vacancies may be filled by the President and confirmed by a majority vote of the Executive Committee.

Section 2 – Purpose and Duties and Responsibilities

The Investment Committee shall assist the Executive Committee with establishing and overseeing the Medical Society's investment policies and perform such related functions as may be assigned to it by the Executive Committee.

The duties and responsibilities of the Investment Committee shall include:

1. Recommending investment policies and providing guidance to the Executive Committee concerning the management, investment and use of the Medical Society's assets;
2. Reviewing and assuring compliance with the investment policies approved by the Executive Committee;



3. Selecting investment advisors, who shall be approved by the Executive Committee, to assist with the investment and performance of assets, asset allocation, and the execution of the Investment Committee's duties and responsibilities;
4. For planning and budgeting purposes, recommending a policy for determining the transfer of funds from the any investment fund to the Medical Society's operating budget; and
5. Reporting to the Executive Committee on the management and performance of the Medical Society's assets

Section 3. Meetings

The meetings of the Investment Committee may be conducted in person, by video conference, or by telephone conference call. A majority of the members of the Investment Committee shall constitute a quorum. The vote of a majority of the Investment Committee shall constitute the action of the Committee. The Investment Committee shall keep minutes of each meeting and shall report all actions taken by the committee to the Executive Committee at the next meeting of the Executive Committee following such action for approval. All members of the Investment Committee shall be free of any conflict of interest with respect to the matters before the Committee.

ARTICLE V - BYLAWS COMMITTEE

Section 1 - Composition

The Bylaws Committee shall consist of five members. One member shall be appointed annually by the President for a term of five years. The first committee shall be appointed by the President as follows: one member for a term of 5 years, one member for a term of 4 years, one member for a term of 3 years, one member for a term of 2 years, and one member for a term of 1 year. It shall report annually to the Society and more often when indicated.

Section 2 - Function

It shall observe procedure and progress of the Society with special regard to the Bylaws, and be prepared to recommend modification, deletions, or additions whenever the indications for such a change would benefit the Society as a whole. The committee shall report all actions taken by the committee to the Executive Committee at the next meeting of the Executive Committee for approval.



ARTICLE VI. YOUNG PHYSICIANS COMMITTEE

Section 1- Composition

There shall be a committee within the Medical Society, which shall be known as the Young Physicians Committee. Membership in the committee shall be open to those members of the Medical Society who have completed a residency training program and are age 40 or under or those regardless of age who have completed a residency training program within the past eight years and practice or reside in Nassau County.

Section 2 – Purpose

The purpose of the Young Physicians Committee shall be to encourage and support the active participation of and interests and concerns specific to those members who have completed a residency training program and are age 40 or under or those regardless of age who have completed a residency training program within the past eight years and practice or reside in Nassau County. The Young Physicians Committee shall hold meetings in order to conduct such business as may be necessary. The committee shall report all actions taken by the committee to the Executive Committee at the next meeting of the Executive Committee for approval.

ARTICLE VII – RESIDENT AND FELLOW COMMITTEE

Section 1- Composition

There shall be a committee within the Medical Society, which shall be known as the Resident and Fellow Committee. Membership in the committee shall be open to those residents who are enrolled in a residency training program or fellowship program in Nassau County or reside in Nassau County.

Section 2 - Purpose

The purpose of the Resident and Fellow Committee shall be to encourage and support the active participation of and to represent the interests and concerns specific to New York physicians-in-training and those enrolled in a fellowship program in Nassau County or who reside in Nassau County. The Resident and Fellow Committee shall hold meetings in order to conduct such business as may be necessary. The committee shall report all actions taken by the committee to the Executive Committee at the next meeting of the Executive Committee for approval.

ARTICLE VIII– MEDICAL STUDENT COMMITTEE

Section 1 – Composition

There shall be a committee within the Medical Society, which shall be known as the Medical Student Committee. Membership in the committee shall be open to those medical students who are enrolled in accredited schools of medicine in Nassau County or reside in Nassau County.



Section 2 – Purpose

The purpose of the Medical Student Committee shall be to encourage and support the active participation of and to represent the interests and concerns specific to students who are enrolled in medical schools in Nassau County or reside in Nassau County. The Medical Student Committee shall hold meetings in order to conduct such business as may be necessary. The committee shall report all actions taken by the committee to the Executive Committee at the next meeting of the Executive Committee for approval.

CHAPTER VIII - ADDITIONAL COMMITTEES

ARTICLE I - AUTHORIZATION AND STRUCTURE

Additional committees may be appointed by the President. These committees shall consist of members sufficient to conduct and complete the work assigned to the respective committees. A majority of the members shall constitute a quorum.

CHAPTER IX - MEETINGS

ARTICLE I - REGULAR MEETINGS

Regular meetings shall be typically held on a monthly basis at such hours and places as shall be fixed by the Executive Committee. The President and/or the Executive Committee shall have the power to change the date of the regular meeting or to call special meetings in case of an emergency.

ARTICLE II - ANNUAL MEETING

The annual meeting shall be held on the last Tuesday of May. The results of the election, regardless of the method of voting used (Chapter VI), shall be announced for officers, delegates, alternate delegates, members of the Board of Censors, members at large on the Executive Committee, members of the Welfare Fund Committee and of the Workers' Compensation Board. In case the last Tuesday of May is a holiday, or if other emergency arises, the Executive Committee shall have power to change this date provided thirty (30) days' notice is given. Only under extraordinary circumstances shall the annual meeting be held other than in the month of May.



ARTICLE III - SPECIAL MEETINGS

Special meetings shall be called by the President at the written request of fifty (50) active members of the Society or at the written request of a majority of the Executive Committee. At any special meeting, no business shall be conducted except such as is stated in the notice regarding the need for a special meeting.

ARTICLE IV - NOTICE OF MEETINGS

Notice of regular, the annual and special meetings shall state the date, place, and hour of the meeting, and shall be distributed by regular mail or electronically. Notice of special meetings shall state the purpose of the meeting. All meeting notices shall be communicated to each member at least ten days before the meeting. Any motion or resolution to be presented from the floor for a vote at a General Membership Meeting must be submitted in writing or electronically a minimum of three (3) weeks before such meeting so that it can be distributed to the members with the meeting notice. Any motion or resolution presented from the floor which has not been distributed to the members will not be voted at that meeting but will be presented for a vote at the next regular or special meeting. The affidavit of mailing by the Secretary of the Society to the last-named address or email address of the members shall be deemed sufficient proof of the service of such notice upon each and every member for any and all purposes.

ARTICLE V - QUORUM

One hundred (100) members of the Society shall constitute a quorum at any annual, regular, or special meeting. Included in the quorum may be those members who submit their official written proxy prior to the above meetings to the Secretary of the Society or his/her designee.

ARTICLE VI - ORDER OF BUSINESS

1. Reading of minutes of last meeting; 2. Report of Executive Committee; 3. Reports of officers and committees; 4. Unfinished business; 5. New business; 6. Election of officers; 7. Election of candidates; 8. Scientific program. The President may alter the order of the scientific program at his/her discretion.

ARTICLE VII - RULES OF ORDER

The deliberations of this Society shall be governed by parliamentary usage as contained in "Robert's Rules of Order, Revised", when not in conflict with the Bylaws of this Society or of the Medical Society of the State of New York.



CHAPTER X - FUNDS AND PROPERTY

ARTICLE I - RESPONSIBILITY

No officer, censor, committee, committee member, delegate, alternate delegate, or member of the Society shall incur any expense or financial obligation chargeable against the Society without first obtaining the sanction of the Executive Committee.

ARTICLE II - ACCOUNTING

At the expiration of his/her term of office, each officer of the Society shall transfer to the successor all property of the Society in his/her charge and shall be given a receipt for the same.

ARTICLE III - BUDGET

No disbursement shall be made except in accordance with a budget voted by the Executive Committee or with the approval of the Executive Committee. All checks and all orders withdrawing deposits from any bank, trust company or other institution shall be signed by the Treasurer and by another officer designated by the Executive Committee or by two officers of this Society designated by the Executive Committee, except that the Executive Committee may open an account for the payment of payroll items as adopted in the budget and a special account, sufficient to meet expenses as provided in the budget, checks upon either of which, to an amount determined by the Executive Committee, may be signed by the Executive Director, Treasurer or other officer designated by the Executive Committee. All officers and employees of the Society who handle funds of the Society shall be bonded in an amount determined by the Executive Committee.

ARTICLE IV - INDEMNIFICATION FOR DAMAGES

The Society will indemnify all elected officers, appointed officers, directors, executive staff employees, members of the Workers' Compensation Board, Peer Review Committee, and Board of Censors, members of all standing committees, and all members who serve in any capacity, at the request of the Society in and for any wholly owned subsidiary of the Society, and employee benefit plan or other enterprise, against any claim, liability, obligation, judgment or fine, including reasonable attorney fees, actually and necessarily incurred by him/her in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it will be adjudged in such action, suit, or proceeding that such director, officer or employee is liable for negligence or misconduct in the performance of his/her duties in violation of Section 717 of the N-PCL, or any amendment thereto or successor provision. The forgoing right of indemnification shall not be deemed exclusive of any



other right to which director, officer or employee may be entitled apart from this provision and is further subject to all conditions, limitations and prohibitions contained in Article VII of the N-PCL and shall not include amounts paid or expenses incurred in settling or otherwise disposing of a threatened action, suit or proceeding without court approval.

CHAPTER XI - AMENDMENTS

ARTICLE I - TWO-THIRDS VOTE

Amendments or additions to these Bylaws may be made by a two-thirds vote of the members present and voting at any regular meeting, provided notice of such amendments or additions shall have been presented in writing at the preceding regular meeting, and 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.

ARTICLE II - APPROVAL REQUIRED

Approval of amendments or revisions as adopted by this Society must also be approved by the Medical Society of the State of New York before becoming effective.

CHAPTER XII - SEAL

ARTICLE I - ILLUSTRATION

The seal of the Society shall be as follows:

