



MEDICAL SOCIETY OF THE STATE OF NEW YORK

865 Merrick Avenue, Westbury, NY 11590

Phone: (516) 488-6100 FAX: (516) 281-3096

SPECIAL MEETING OF THE MEMBER OF THE EMPIRE STATE MEDICAL, SCIENTIFIC & EDUCATIONAL FOUNDATION

Meeting via Zoom

December 16, 2021

Minutes:

A Special Meeting of the Medical Society of the State of New York (MSSNY) Council, as sole member of the Empire State Medical, Scientific & Educational Foundation (Foundation), was held on December 16, 2021 via Zoom. The MSSNY President, Dr. Joseph Sellers, presided.

Call to Order and Roll Call

Participating

OFFICERS

Joseph Sellers, MD
Parag Mehta, MD
Paul Pipia, MD
Bonnie Litvack, MD
Frank Dowling, MD
Joshua Cohen, MD
Mark Adams, MD
Howard Huang, MD
William Latreille, MD
Maria Basile, MD

COUNCILORS

Daniel Choi, MD
Stephen Coccaro, MD
Janine Fogarty, MD
Mark Jajkowski, MD
David Jakubowicz, MD
Celeste Johns, MD
Leanna Knight
Thomas Lee, MD
Adolph Meyer, MD
Brian Murray, MD
Gregory Pinto, MD
David Podwall, MD
Barry Rabin, MD

EXECUTIVE STAFF

Troy Oechsner

LEGAL COUNSEL

Barry Cepelewicz, MD, Esq.
Jennifer Abelaj, Esq.

GUESTS

Leah McCormack, MD
Philip Schuh, CPA
Kira Geraci, MD
Melissa Hoffman

Luis Seija, MD
Saulius Skeivys, MD
Jocelyn Young, DO

TRUSTEES

Arthur Fougner, MD, Chair
Jerome Cohen, MD
Daniel Koretz, MD
Thomas Madejski, MD
Joseph Maldonado, MD
Malcolm Reid, MD
Charles Rothberg, MD

Meeting

The Special Meeting of the Member of the Foundation was called to order. The sole action item on the agenda was whether to adopt a proposed change to the Foundation bylaws. The text of the proposed change is in **bold underline** below:

ARTICLE III. BOARD OF DIRECTORS. Section 3. Election.

(a) *The Member shall elect members to the Board Directors each year at the annual meeting of the Member from a slate of candidates nominated by the Board of Directors **or by the Member.***

Twenty-seven voting MSSNY Council members attended the Special Meeting. This constituted a quorum which permitted the MSSNY Council to conduct the meeting and have a definitive vote on the issue.

The Councilors heard from MSSNY outside counsel, Jennifer Abelaj, who noted that the proposed Foundation Bylaws change is perfectly legal. In fact, Ms. Abelaj noted, it is quite common for the sole member of other non-profit foundations to select from the member's own list of candidates, not restricted to a list of candidates provided by the foundation board. Councilors asked questions and made statements both in favor and opposed to the proposed Bylaws change.

After continued debate, a motion was made and seconded to stop discussion and call the question. The vote to stop discussion and call the question was 16 in favor and 8 opposed.¹ As such, a majority supported closing debate and calling the question to vote.

¹ It appears that three Councilors did not cast votes on whether to call the question. Not included in the totals above is one abstention made by a non-voting member of the Board of Trustees.

Once the question was called, the vote on the merits of the proposed amendment to Foundation Bylaws was 15 in favor and 10 opposed.² Accordingly, a majority supported amending Foundation Bylaws as proposed. The Foundation Bylaws change was therefore adopted by the Member and the Foundation Bylaws are amended as proposed.

The meeting was thereafter adjourned.

² It appears that two Councilors did not cast votes on whether to approve the Foundation Bylaws amendment.