

BYLAWS of the WORCESTER DISTRICT MEDICAL SOCIETY

amended April 13, 2022

CHAPTER I

1.00

PURPOSES

- 1.01** The purposes of the Worcester District Medical Society, called "the Society" shall be to do all things as may be necessary and appropriate to advance medical knowledge, to develop and maintain highest professional and ethical standards of medical practice and health care, and to promote medical institutions formed on liberal principles for the health, benefit, and welfare of the citizens of the Commonwealth of Massachusetts.

CHAPTER II

2.00

MEMBERSHIP

- 2.01** District Boundaries.

The membership of the Worcester District Medical Society shall consist of such members of the Massachusetts Medical Society as have activity within the boundaries of the district except in cases of non-resident members as provided in 7.03(8) of the Bylaws of the Massachusetts Medical Society. The city of Worcester and the townships or post offices of Auburn, Barre, Berlin, Blackstone, Bolton, Boylston, Brookfield, Charlton, Clinton, Douglas, Dudley, East Brookfield, East Douglas, Farnumsville, Fisherville, Fiskdale, Gilbertville, Grafton, Hardwick, Harvard, Holden, Hubbardston, Lancaster, Leicester, Linwood, Mendon, Millbury, Millville, New Braintree, Northboro, Northbridge, North Brookfield, North Grafton, North Oxford, North Spencer, Oakham, Oxford, Paxton, Princeton, Rochdale, Rutland, Shrewsbury, South Barre, Southbridge, South Lancaster, Spencer, Sterling, Sturbridge, Sutton, Upton, Uxbridge, Warren, Webster, West Auburn, Westborough, West Boylston, West Brookfield, West Upton, West Warren, and Whitinsville are within the current boundaries of the district, which may be altered from time to time by the House of Delegates of the Massachusetts Medical Society.

- 2.02** Categories of Membership.

The categories of membership shall include Regular and Out-of-District.

2.02.1 Regular Members.

Regular members are physicians or medical students who have a residence or professional activity in the Worcester District. They shall have satisfied the Society that they are of sound mind and good character, and that they practice medicine in conformity with the Principles of Ethics of the American Medical Association and the Code of Medical Ethics of the Massachusetts Medical Society. Professional activity of students is regular enrollment in a medical school accredited by the Liaison Committee on Accredited Medical Education of the American Association of Accredited Medical Schools. Students must be in good standing.

Physicians must be licensed to practice in the Commonwealth of Massachusetts or, if not licensed, must have their credentials verified and their membership approved as specified in section 2.1011 of the bylaws of the Massachusetts Medical Society. The requirement of registration in the Commonwealth of Massachusetts shall be waived for any physician lawfully practicing medicine in the Commonwealth as an employee of the U.S. government or as a member of any U.S. uniformed service.

Regular members have the right to address meetings of the Society, to vote, to hold office and to serve on committees. They shall receive all official publications of the Society.

2.02.2 Out-of-District Members.

Out-of-District members consist of former members who no longer reside or maintain a site of principal professional activity within the boundaries of the district, but who wish to maintain membership in the Society or who have been granted Out-of-State membership in the Massachusetts Medical Society, as

provided in 2.102 of the bylaws of the Massachusetts Medical Society. Out-of-District members have all the rights and privileges afforded Regular members, except the rights to vote and to hold office

2.03 Dues and Assessments.

Members of each class are liable for such annual dues and assessments as may be levied by the Society. Dues and assessments of any member may be remitted, in part or in whole, by the Executive Committee. Requests for such remission should be submitted in writing.

Dues paying classes shall be:

General, 1st year practice, Joint (husband/wife), Out-of-State, Resident, Medical Student, and Senior.

2.03.1 Senior Dues Classification.

Members in this class shall consist of those Regular members of the Society who have attained either (1) the age of sixty and have retired from active practice or (2) the age of seventy and practice less than 20 hours per week. The attainment of the specified age must be prior to January 1 of the current year. Requests for Senior dues classification shall be made in writing to the Secretary.

2.03.2 Student Dues Classification.

This classification shall apply to medical student members while they are regularly enrolled in medical school.

2.03.3 Resident Dues Classification.

This classification shall apply to members while they are regularly enrolled in duly accredited training programs or fellowships.

2.04 Applications.

Applications for membership are made on forms obtained from the Secretary of the Society or from the Executive Office of the Massachusetts Medical Society. The processing of such application is conducted as provided in 2.30, 2.31, 2.32 and 2.33 of the Bylaws of the Massachusetts Medical Society.

2.05 Maintenance of Membership.

All members are required to comply with such regulations and standards as may from time to time be established by the Society or by the House of Delegates of the Massachusetts Medical Society.

2.06 Deprivation of Membership.

2.06.1 Non-payment of Dues.

Members whose dues and assessments have not been paid in full for the current year within six months after they were due, shall be reported to the Committee on Membership of the Massachusetts Medical Society by the Executive Committee of the Society. Appropriate action will be ordered by the Board of Trustees of the Massachusetts Medical Society as provided in 7.03(6) and 11.0133(2) of the Bylaws of the Massachusetts Medical Society.

2.06.2 Automatic Cessation.

Any member who ceases to be a member of the Massachusetts Medical Society, for any reason whatsoever, shall automatically cease to be a member of the Society.

2.07 Resignations.

Resignations shall be submitted to the Executive Vice-president of the Massachusetts Medical Society who shall refer them to the Committee on Membership for consideration as provided in 2.60 of the Bylaws of the Massachusetts Medical Society.

2.08 Readmission of Members.

Applications for readmission shall be considered as provided in 2.70 of the Bylaws of the Massachusetts Medical Society.

CHAPTER III

3.00

MEETINGS

3.01 Site.

All meetings of the Society shall be held within the boundaries of the district at the time and place designated by the Executive Committee.

Individuals may participate in meetings from remote locations by electronic means subject to requirements for such participation that may be adopted by the Executive Committee and subject to the discretion of the meeting's presiding officer; however, decisions of the presiding officer shall not be inconsistent with the Executive Committee requirements.

3.02 Regular Meetings.

Regular meetings shall be held in November, February, and April each year on a date set by the president.

3.03 Annual Meeting.

The April meeting shall be designated as the Annual Meeting. It shall be held at least three weeks prior to the Annual Session of the Massachusetts Medical Society

3.04 Special meetings.

Special meetings of the Society may be called at any time by the President and shall be called on written request of twenty members.

3.05 Quorum.

Thirty-five members of the Society shall constitute a quorum for the conduct of business at any meeting of the Society.

3.06 Expenditures.

The Society shall vote to approve the budget. In cases of non-budgeted items the Executive Committee may authorize further expenditures, but all such expenditures exceeding ten thousand dollars shall be subject to later confirmation by the Society.

3.07 Parliamentary Authority.

All meetings of the Society shall be governed by the parliamentary rules and usages contained in the current edition of "Robert's Rules of Order Newly Revised" when not in conflict with these bylaws.

CHAPTER IV

4.00

ELECTIONS

4.01 Annual Elections.

Annual elections shall be conducted by the Society at the Annual Meeting in the following manner:

4.01.1 Nominations.

At the meeting which immediately precedes the Annual Meeting, nominations for election of a President who shall become ex-officio a Vice-President of the Massachusetts Medical Society; a Vice-President; a Secretary; a Treasurer; an Orator; a Trustee; an alternate Trustee; Delegates as specified in 3.15 of the Bylaws of the Massachusetts Medical Society; two members of the Grievance Committee as specified in 7.02.12 of these bylaws; four members of the Finance Committee; one member of the Nominating Committee as specified in 7.02.3 of these bylaws; and a member and alternate member of each of the following committees of the Massachusetts Medical Society: the Committee on Legislation, the Committee on Nominations, shall be submitted by the Nominating Committee.

All such nominations shall be printed in the notice of the meeting. In addition, nominations for any position may be made from the floor of the Society but nominations then shall be closed and voted upon at the Annual Meeting.

4.01.2 Required Renominations.

Five nominations for the Nominating Committee shall be renominations.

4.01.3 Qualifications.

The President, the Vice-President, the Secretary and the Treasurer must have been members of the Society for five years. The Trustee and alternate Trustee must have been delegates for one year.

Delegates must have been members of the Society for three years. No delegate shall be eligible for re-election who has not attended at least one session of the House of Delegates of the Massachusetts Medical Society in the two consecutive years during which he or she has been a delegate immediately prior to re-election.

Members and alternate members of the Committee on Nominations of the Massachusetts Medical Society must have been delegates for two years. Members of the Committee on Nominations of the Massachusetts Medical Society shall not serve for more than five consecutive years and thereafter shall not be eligible for re-election for three years.

Members of the Grievance Committee shall have been members of the Society for at least three years.

4.01.4 Voting.

Each office shall be voted on individually. Voting shall be by ballot, unless a single candidate is nominated in which case a voice vote may be taken.

4.01.5 Election.

A majority of the votes cast shall be necessary to elect. If on any ballot no nominee receives a majority of the votes cast, the nominee receiving the smallest number of votes shall be eliminated and the balloting shall proceed in that manner until a candidate obtains a majority.

4.01.6 Terms of Office.

The term of office for all officers and committee members shall be for one year except as otherwise provided for in these bylaws. The President may serve, in succession, no more than three terms of one year each. All terms shall begin at the close of the next Annual Session of the Massachusetts Medical Society after their election or appointment.

4.01.7 Vacancies.

Vacancies that occur in offices or committees shall be filled ad interim by appointment by the President, unless otherwise provided for in these bylaws.

A vacancy of the Vice-Presidency shall be filled by special election following the procedures of this chapter for nominations and voting except that the election may be held at any scheduled business meeting or special meeting provided that notice of the meeting and nominations be sent to the membership at least fourteen days in advance.

CHAPTER V

5.00 DELEGATES AND TRUSTEES

5.01 Delegates.

Delegates elected by the Society shall be representatives of the Society in the House of Delegates of the Massachusetts Medical Society, its policy-making body. They shall, on the request of five members, present a report at any regular meeting.

Vacancies that occur in the office of delegate shall be filled ad interim by appointment by the President.

5.02 Trustees

The Trustee elected by the Society shall be a member of the Board of Trustees of the Massachusetts Medical Society, which serves as its board of directors. The Alternate Trustee shall be eligible to serve in the event of the absence of the Trustee

5.02.1 Terms of Office.

The Trustee and Alternate Trustee of the Massachusetts Medical Society shall serve for a term of two years and may be re-elected for three additional terms, or eight total years, after which they are ineligible for re-election. Total years served includes all time served, regardless of when it was served, except those total years served shall not include time served as an ex-officio member of the Board of Trustees and time served filling a vacancy on the Board of Trustees.

Past presidents of the Massachusetts Medical Society shall be excluded from serving as district-elected trustees or alternates of the Board of Trustees.

5.02.2 Vacancies.

Vacancies that occur in the office of Trustee or Alternate Trustee of the Massachusetts Medical Society shall be filled ad interim by votes of the Delegates of this Society.

CHAPTER VI

6.00

OFFICERS

6.01 Officers of the Society shall be a President, a Vice-President, a Secretary, a Treasurer, and an Orator.

6.02 Qualifications.

Officers, excepting the Orator, must have been members of the Society for at least five years.

6.03 Duties and Powers.

6.03.1 President.

The President shall:

- (1) Be responsible for leadership of the Society.
- (2) Preside at meetings of the Society and of the Executive Committee.
- (3) Make appointments to Standing Committees of the Society in accordance with 7.00 of these bylaws.
- (4) Establish special committees at his discretion and appoint members thereof.
- (5) Make appointments to fill vacancies in offices and in committees, unless otherwise provided for in these bylaws.
- (6) Be a member, ex-officio, of all committees of the Society in addition to the prescribed number of members, with power to vote.
- (7) Have the authority to call a meeting of the Society or any of its committees.
- (8) Be responsible for the programs at the stated meetings of the Society.
- (9) Be, ex-officio, a Delegate and a Vice-President (ex-officio) of the Massachusetts Medical Society.
- (10) Annually appoint an Editor for the Society's periodical from nominations provided by the Publications Committee.

6.03.2 Vice-President.

The Vice-President shall:

- (1) Assist the President in the performance of his duties in such manner as the President may direct and in so doing shall be considered to represent the President.
- (2) Perform the duties of the President, in the absence of the President.

- (3) Serve as a member of the Publications Committee.

6.03.3 Secretary.

The Secretary shall:

- (1) Have custody of the bylaws, records and other papers of the Society.
- (2) Keep a fair record of all of the Society's doings.
- (3) Send to each member a notice of each meeting and of each proposed change of the bylaws.
- (4) Read at meetings such communications as the President may direct.
- (5) Notify committee members of their appointments and duties.
- (6) Keep a directory of members.
- (7) Promptly after the Annual Meeting transmit to the Executive Vice-President of the Massachusetts Medical Society, on appropriate forms, the names and addresses of officers, delegates, and members of committees elected under 4.01 of these bylaws.
- (8) Arrange for the filling of vacancies in the office of Trustee and Alternate Trustee of the Massachusetts Medical Society in the manner prescribed in 5.02.2 of these bylaws.
- (9) Notify the Executive Vice-President of the Massachusetts Medical Society, on the proper form, of the deaths of members in this Society.
- (10) Be, ex-officio, a Delegate of the Massachusetts Medical Society.
- (11) Perform the duties of the President in the absence of both President and Vice-President.
- (12) Be secretary of the Committee on Membership, and shall process applications for membership in the manner provided for in 2.30, 2.31, 2.32, and 2.33 of the Bylaws of the Massachusetts Medical Society and in so doing shall:
 - (a) Keep a record of all applicants for membership.
 - (b) Examine and certify to the Membership Committee the adequacy of the applicant's educational background and license, as appropriate.
 - (c) Promptly transmit to the chairman of the Committee on Membership of the Massachusetts Medical Society all correspondence and other data concerning each application together with a notice as to whether or not the application has been approved by this Society's Committee on Membership.
 - (d) Be responsible for collecting the application fees provided for in 2.30 of the Bylaws of the Massachusetts Medical Society and for their transmittal to the Treasurer of the Massachusetts Medical Society.

6.03.4 Treasurer.

The Treasurer shall:

- (1) Oversee the dues and assessments of the Society and shall act as official custodian of all funds and treasury records of the Society.
- (2) Oversee payment of all validated bills of the Society.
- (3) Submit his records to the Auditors at least two weeks prior to the Annual Meeting, or at any other time by vote of the Society.
- (4) Serve as a member of the Finance Committee.
- (5) Serve as member of the Publications Committee.
- (6) Render at the Annual Meeting a full, written report of the Society's current assets and liabilities and of the financial transactions for the previous year.
- (7) Furnish to the Executive Committee a list of members who despite notification by certified letter are six months in arrears in payment of dues and assessments. The Executive Committee shall then notify the Committee on Membership of the Massachusetts Medical Society for action as provided in 11.0133(2) of the Bylaws of the Massachusetts Medical Society.

6.03.5 Orator.

The Orator shall:

- (1) Deliver a discourse at any regular meeting of the Society chosen by the President.
- (2) Present to the Secretary a copy of the discourse, suitably prepared for filing with the Society's permanent records.

CHAPTER VII

7.00

COMMITTEES

7.01 Classes.

There shall be two classes of committees: (1) Standing and (2) Special. The terms of office of members of committees shall be one year from the close of the next Annual Session of the Massachusetts Medical Society after their election or appointment, unless otherwise provided for in these bylaws or by the terms of their appointment or election.

7.02 Standing Committees.

Standing Committees continue from year to year and may not be established or abolished except by amending the bylaws of the Society. The President of the Society shall appoint the members and designate the chairmen of standing committees unless otherwise provided for by these bylaws.

7.02.1 Executive Committee.

The Executive Committee shall consist of the President, who shall be Chairman, the Vice-President, the Secretary, the Treasurer, the district's Trustee of the Massachusetts Medical Society, and the three most recent Past Presidents. In addition to the above, the President may appoint up to ten additional members for service on the Executive Committee.

It shall appoint Auditors to annually audit the accounts of the Treasurer and the Finance Committee and shall receive and examine the auditors' report and shall present it to the Society at the Annual Meeting.

It shall conduct such interim or emergency business of the Society as is not otherwise provided for in these bylaws.

Matters involving questions of violation of ethics or of apparent or alleged conduct unbecoming a member may be considered by the Executive Committee and a report submitted to the Committee on Ethics and Discipline of the Massachusetts Medical Society for investigation.

7.02.2 Finance Committee.

The Finance Committee shall consist of seven members: The Treasurer of the Society, the Treasurer of the Worcester Medical Library, Inc., and four members elected at the Annual Meeting. In addition, the President shall appoint a past President or Treasurer of the Society who shall have served within the three years prior to the appointment

It shall prepare a proposed annual budget for submission to the Society for its approval at its November meeting. This report shall include recommendations regarding dues and assessments.

It shall be responsible to the Society for the proper conduct of the financial affairs of the Society's publications.

It shall record all its transactions and its records shall be open to inspection by any member of the Society. It shall submit its records to any Auditors engaged by the Society at least two weeks prior to the Annual Meeting. The Treasurer shall furnish a report for the Finance Committee at the Annual Meeting.

7.02.3 Nominating Committee.

The Nominating Committee shall consist of six members elected at the Annual Meeting. At least one shall be a Past President of the Society and at least one a member of the of the House of delegates of the Massachusetts Medical Society. The term of office shall be six years and members shall not serve two terms consecutively. The terms of office shall be so staggered that one member shall be elected each year. Vacancies shall be filled by election to the unexpired term at the annual business meeting.

The Chairman shall be the senior member of the Committee in terms of length of service on the Committee.

It shall propose nominations as provided in 4.01.1 of these bylaws.

7.02.4 Committee on Membership.

The Committee on Membership shall consist at least of the President who shall be Chairman, the Secretary who shall be secretary, and the Society's representative to the Committee on Membership of the Massachusetts Medical Society.

It shall gather such information as it deems advisable to determine whether an applicant shall be approved for membership.

It shall consider, as provided in 2.70 of the Bylaws of the Massachusetts Medical Society, applications for readmission of former members who have resigned, been expelled or otherwise have been deprived of membership.

7.02.5 Memorials Committee.

The Memorials Committee shall consist of at most three members who, following the death of a member, shall prepare or have prepared a written obituary for inclusion in the Society's publication or otherwise be presented to the Society.

7.02.6 Public Relations Committee.

The Public Relations Committee shall consist of seven or more members.

It shall concern itself with relations between the Society and the public.

7.02.7 Legislative Committee.

The Legislative Committee shall consist of seven or more members in addition to the Society's representative on the Committee on Legislation of the Massachusetts Medical Society.

It is auxiliary to the Massachusetts Medical Society's Committee on Legislation and shall consider pending national and state legislation that may affect the health of the public or exert an influence on the practice of medicine.

7.02.8 Publications Committee.

The Publications Committee shall consist of six members appointed for a six-year term, so staggered that one member shall be appointed each year.

The Committee shall annually supply to the President one or more nominations for an Editor for the Society's publication, "Worcester Medicine" or its successor, and shall oversee and review its efficient management and publication.

7.02.9 Bylaws Committee.

The Bylaws Committee shall consist of seven members who shall consider all suggested changes in the bylaws of the Society and shall submit to the Society proposed amendments to the bylaws as provided in 9.02. of these bylaws.

7.02.10 Personnel Committee.

The Personnel Committee shall consist of nine members: the President, the Vice-President, the Secretary, the Treasurer, the Treasurer of the Worcester Medical Library, Inc., the two most recent Past Presidents, and two other members of the Society to be appointed by the President. The chairman shall be designated by the President and the secretary shall be elected by the committee members.

It shall develop and recommend to the Executive Committee the terms of a personnel policy for use by the Society. Such policy shall be reviewed by the Committee at least annually and any recommendations duly reported to the to the Executive Committee for action, prior to preparation of the annual budget by the Finance Committee.

It shall arbitrate any differences between the Society or any member thereof and staff personnel, or between staff personnel and any party or parties not of the Society as such differences may from time to time be referred by any source.

Seven members of the Committee shall constitute a quorum for the conduct of business and action shall require a two-thirds vote of those present.

7.02.11 Grievance Committee

The Grievance Committee shall consist of eight members elected at the annual meeting. Each committee member shall have been a member of the society for at least three years. The terms of office shall be four years so staggered that two members shall be elected each year. A member shall not serve two terms consecutively. The chairman shall be appointed by the president from one of the most senior members in terms of length of service on the committee.

Vacancies. In case of a vacancy, the nominating committee shall nominate a member to the unexpired term for election at the next annual meeting. Service to fill an unexpired term shall not preclude election to a consecutive full term.

It shall receive and review complaints regarding any alleged misconduct involving the professional activity of any member. Such investigation must include affording the accused member an opportunity for a hearing. If, as a result of its investigation, the Committee believes the complaint to be valid, to present an irreconcilable difference of opinion between the complainant and the member involved, and to be in violation of the Principles of Medical Ethics of the American Medical Association or of the Code of Medical Ethics of the Massachusetts Medical Society, it may refer the case to the Committee on Ethics and Discipline of the Massachusetts Medical Society for further consideration as provided in 12.011 of the Bylaws of the Massachusetts Medical Society.

7.02.12 Scholarship Committee

The Scholarship Committee shall consist of thirteen members or more appointed by the President. It shall record each gift to the Scholarship Fund and shall manage the Fund's Loan Program and shall administer any other assigned use of the Fund's assets. It shall submit its records to any Auditors engaged by the Society at least two weeks prior to the Annual Meeting. The Chairman shall submit a report of the Fund's transactions, including a listing of the recipients and benefactors, at the Annual Meeting.

7.02.13 Medical Education Committee.

The Medical Education Committee shall consist of ten or more members appointed by the President. It shall concern itself with matters relating to continuing medical education.

7.02.14 Student Committee

The Student Committee shall consist of ten students enrolled in the UMass Chan Medical School, and one faculty member of that same school. At least two students shall be appointed from each of the four medical school classes.

The students shall elect one of their number to be a co-chair. The faculty member shall be the other co-chair.

The committee shall act as a liaison to the medical school and will bring medical student concerns to the attention of the WDMS. It shall assist the WDMS in offering educational and experience-based opportunities to medical students.

As vacancies occur the President will appoint replacements with the aim of maintaining a balance among the classes.

7.02.15 Awards Committee.

The Awards Committee shall consist of 7 members. The committee shall solicit nominations for each award offered by the Society, review the nominations and present its recommendations to the Executive Committee which shall approve the final recipient.

7.03 Special Committees.

Special Committees may be established for specific purposes by the President at any time. Unless the Society directs otherwise, the President shall appoint the members and designate the Chairman of each such committee.

Special committees shall cease to exist at the close of the term of office of the appointing President, unless reappointed by the incoming President.

Special committees may not be given assignments that conflict with or duplicate functions of any other committee of the Society.

7.04 Committee Reports.

Each committee shall render a written report at least once a year. All committee reports shall be submitted to the Society through the Secretary unless otherwise specifically provided in these bylaws.

CHAPTER VIII

8.00 EXECUTIVE DIRECTOR

8.01 The Executive Director shall:

- (1) Be an employee of the Society, full time or part-time.
- (2) Be responsible for operations of the official headquarters and administrative office of the Society.
- (3) Supervise arrangements for the meetings of the Society.
- (4) Be directly responsible to the President of the Society.
- (5) Submit an annual report to the Executive Committee and such other reports as it may request.

CHAPTER IX

9.00 BYLAWS

9.01 The Society shall adopt bylaws and regulations for the conduct of its affairs. Such bylaws and regulations may not be in conflict with those of the Massachusetts Medical Society.

9.02 Amendments.

The bylaws of the Society may be amended by the Society upon proposal by the Bylaws Committee, by either of the following methods:

- (1) If the amendment is required to conform with the Bylaws of the Massachusetts Medical Society, amendment may be effected by majority vote of those voting at any stated meeting of the Society and without prior notice to the members.
- (2) Otherwise, amendment shall require a two-thirds vote of those voting at a meeting of the Society, provided that the proposed amendment had been delivered in writing to the Secretary and a copy thereof circulated to all members of the Society, at least 30 days prior to the meeting whereat it is to be voted upon.