

## **BYLAWS of the WORCESTER DISTRICT MEDICAL SOCIETY**

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### **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 nonresident members as provided in 4.11 section 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, 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 or the American Osteopathic Association. 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 3.101 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 3.102 of the Bylaws of the Massachusetts Medical Society. Out of District members have all the rights and privileges afforded Regular members, except the right 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 adjusted, in part or in whole, by the Board of Directors. Requests for such adjustments should be submitted in writing. Dues paying classes shall be: General, 1st year practice, Joint (husband/wife), Out-of-State, Resident/Fellow, 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-Treasurer of the MMS.

**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/Fellow Dues Classification.**

This classification shall apply to members while they are regularly enrolled in an accredited residency programs or fellowship program(s).

**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 an application is conducted as provided in 3.30 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, as provided in section 3.34.

**2.06 Deprivation of Membership.**

**2.06.1 Nonpayment 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 3.401 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 Readmission of Members.**

Applications for readmission shall be considered as provided in 3.70 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 Board of Directors (6.01 of these Bylaws) in person or via electronic media as approved by the Board of Directors.

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

**3.06 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 spring Annual Meeting in the following manner:

##### 4.01.1 Slate of Officers and Elected Committees.

The Slate of Positions will be presented by the Nominations 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 Voting.

Each office shall be voted on individually, however, if uncontested, the nominating committee's Slate can be voted as a whole. Voting will be by ballot for contested positions.

##### 4.01.3 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.

##### 4.01.4 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.

##### 4.01.5 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

#### 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 policymaking body. They shall, on the request of five members, present a report at any regular meeting. A Delegate must be a dues paying WDMS member for at least one year to be eligible.

Vacancies that occur in the office of delegates shall be filled by appointment by the President.

## **CHAPTER VI**

### **6.00 BOARD OF DIRECTORS and OFFICERS**

**6.01** The Board of Directors (BOD) is comprised of the elected officers of the organization: President, Vice President, Secretary, Treasurer and the immediate past president.

**6.01.1** The BOD shall have fiduciary responsibility for the Society.

**6.01.2** The BOD shall select the annual Orator.

**6.02** Officers of the Society shall be a President, a Vice President, a Secretary and a Treasurer.

**6.03** Qualifications.

Officers must be physician members of the Society. The President, the Vice President, must be a member for at least five (5) years. The Secretary and the Treasurer must be members of the Society for at least one (1) year.

**6.04** Duties and Powers.

**6.04.1** 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) Shall serve as the Chair of the BOD.
- (5) Appoint an Editor of the Society's publication.
- (6) Establish special committees at his/her discretion and appoint members thereof.
- (7) Make appointments to fill vacancies in offices and in committees, unless otherwise provided for in these Bylaws.
- (8) Have the authority to call a meeting of the Society or any of its committees.
- (9) Be responsible for the programs at the stated meetings of the Society.
- (10) Be ex-officio Delegate to the Massachusetts Medical Society HOD.
- (11) Be ex-officio member of all committees, with no voting privileges.

**6.04.2** Vice President:

The Vice President shall:

- (1) Assist the President in the performance of his/her 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) Be an ex-officio member of all committees, with no voting privileges.

### **6.04.3 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 section 4.0 of these Bylaws.
- (8) Be, ex-officio, a Delegate of the Massachusetts Medical Society.
- (9) Perform the duties of the President in the absence of both President and Vice President.
- (10) Be a member of the Committee on Membership.

### **6.04.4 Treasurer.**

The Treasurer shall:

- (1) Oversee the dues and assessments of the Society and shall oversee and manage all funds and treasury records of the Society.
- (2) Oversee payment of all validated bills of the Society.
- (3) Submit 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 the Chair of the Finance Committee.
- (5) Deliver at the Annual Meeting a full report of the Society's current assets and liabilities and of the financial transactions for the previous year.
- (6) Furnish the Executive Committee and BOD with financial reports illustrating current financial position, of members by category and those whose dues are in arrears.

## **CHAPTER VII**

### **7.00 COMMITTEES**

All of the Society Committee meetings should occur on a regular basis as established by each committee. Meetings shall be scheduled in a timely manner with sufficient notice.

#### **7.01 Classes.**

There shall be two classes of committees: (1) Standing and (2) Special. The number of Committee members shall be determined by the Chair of the respective Committee in consultation with the President, unless otherwise specified in these Bylaws. A non-member may be invited as a consultant or participant to provide expertise without voting rights during the proceedings of the

Committee. The terms of office of members of committees shall be one year starting from the close of the Annual Session of the Massachusetts Medical Society that occurs after their election or appointment, unless otherwise provided for in these Bylaws or by the terms of their appointment or election. The Chair and members should be members of WDMS. A majority of members of a committee shall constitute a quorum. A majority vote of members present is necessary to pass a motion. The Chair of a Committee will reserve the right to hold meetings and determine the acceptable method of holding meetings and accepting votes, either electronically, virtually or in person.

## **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 chairperson of standing committees unless otherwise provided for by these Bylaws. The membership will vote to approve the Slate of Officers.

### **7.02.1 Executive Committee.**

The Executive Committee (EC) shall consist of the President, who shall be Chairperson, the Vice President, the Secretary, the Treasurer, the three most recent Past Presidents and the Chairs of all WDMS Committees.

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 for resolution. If necessary, a report may be submitted to the Committee on Ethics, Grievances and Professional Standards of the Massachusetts Medical Society for investigation.

### **7.02.2 Committee on Finance.**

The Committee on Finance shall be chaired by the Treasurer of the Society, and include the Treasurer of the Worcester Medical Library, Inc., the Trustee of the Scholarship Fund of the Worcester District Medical Society and four members elected at the Annual Meeting. In addition, the President may 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 prior to submission to the Membership for its approval at its Annual Fall 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.

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.

### **7.02.3 Committee on Nominations.**

The Nominating Committee shall consist of six members each elected at an 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 Chairperson shall be the senior member of the Committee in terms of length of service on the Committee.

Duties:

This committee shall propose nominations for election by membership at the Annual Business meeting of the society for:

- 1) The WDMS officers.
- 2) The rosters or new members of those WDMS standing committees (Finance and Nominating) requiring election at the Annual Business meeting as provided in section(s) 4.01 of these Bylaws.
- 3) The WDMS member to the MMS Committee on Nominations and Committee on Legislation
- 4) In accordance with prevailing governance processes of the MMS, a candidate for a position on the MMS Board of Trustees, as required by such processes.

#### **7.02.4** Committee on Membership.

It shall consider, as provided in 3.70 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. It shall also consider and recommend programs and strategies to enhance membership experience and value especially for active members as well as recruitment of new members.

#### **7.02.5** Committee on Legislation.

The Legislative Committee shall consist of members only, including 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.

#### **7.02.6** Committee on Bylaws.

The Bylaws Committee 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 8.02. of these Bylaws.

#### **7.02.7** Committee on Personnel.

The Personnel Committee shall include the President, the Vice President, the Secretary, and Treasurer of WDMS and 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 chairperson shall be designated by the President and the secretary shall be elected by the committee members.

It shall develop and recommend to the BOD and 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 BOD for action, prior to preparation of the annual budget by the Finance Committee.

It shall perform job evaluations of the Society staff at least annually and make salary and benefit recommendations to 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.

Five (5) members of the Committee shall constitute a quorum for the conduct of business and action shall require a two-thirds vote of those present.

**7.02.8 Scholarship Committee.**

The Scholarship Committee shall include a Chairperson and Trustee. It shall record each gift to the Scholarship Fund and shall administer any other assigned use of the Fund's assets. It shall submit its records to any Auditors engaged by the Society.

The Chairperson shall submit a listing of the recipients and benefactors.

The Trustee shall submit a report of the Fund's transactions and has the fiduciary responsibility to oversee the funds of the scholarship committee, to include administration, investment, and distribution of those funds for the declared purpose of the scholarship committee, which is "to provide assistance to medical students in financial need."

**7.02.9 Committee on Medical Education.**

The Medical Education Committee shall be appointed by the President. It shall concern itself with matters relating to continuing medical education.

**7.02.10 Student Committee.**

The Student Committee shall consist of students enrolled in the UMass Chan Medical School, and at least one faculty member of that same school. At least two students shall be appointed from each of the four school classes. Other WDMS physician members may also be appointed. The students shall elect one of their members to be a co-chair. A faculty member who must be a WDMS 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 members. During the annual recruitment process, interested students will apply by completing an application and as vacancies occur the President with the consultation of the Committee Co-Chairs, will appoint replacements with the aim of maintaining a balance among the classes.

**7.02.11 Committee on Awards.**

The Awards 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(s).

**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 Chairperson 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.

A Bylaws change is required for a Special Committee to become a Standing Committee.

#### **7.04 Committee Reports.**

Each committee shall render a written report at least once a year and as needed at Executive Committee Meetings. All committee reports shall be submitted to the Society through the Executive Director in an annual report unless otherwise specifically provided in these Bylaws.

#### **7.05 Disbanding Standing Committees.**

If a WDMS Committee is no longer needed, does not meet or whose purpose is no longer viable, the Committee may be dissolved in accordance with Section 8.02 of these Bylaws.

## **CHAPTER IX**

### **8.00 BYLAWS**

**8.01** 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. The Bylaws Committee should meet at least once per year prior to the Annual Business Meeting so that changes may be voted on by the membership.

#### **8.02 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 to the Bylaws of the Massachusetts Medical Society, amendment may be affected 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 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.