



Guidelines for Medical Society Bylaws AMA Council on Constitution and Bylaws¹

Constitution

Today, most medical societies are organized under state corporation laws usually as not-for-profit corporations with articles of incorporation (sometimes referred to as a Certificate of Incorporation or the Corporate Charter) setting forth the name, purposes, and composition of the governing body. The articles of incorporation are filed with a state or other regulatory agency. For those societies which are incorporated, there is no need for a constitution. Avoidance of conflicting provisions in a constitution, bylaws, and articles of incorporation argue in favor of tailoring bylaws with enough simplicity and specificity to assure efficient management of the society, and to assure conformity with legal requirements of the state of incorporation. For those societies that are not incorporated, a constitution may serve in lieu of articles of incorporation, or as the basis for drafting and filing articles of incorporation when and if the membership finds it desirable to do so.

The Council on Constitution and Bylaws is not suggesting specific language for inclusion in a medical society constitution in light of the need for provisions to be based on the individual needs of each society in terms of purpose, structure, and operation. The following articles, however, should suffice if a constitution is proposed:

- The name and title of the society;
- The purposes of the society;
- A listing of the officer positions of the society;
- The number and composition of the governing body or board of directors;
- The manner of raising funds or setting dues and assessment; and
- The mechanism for amending the constitution.

¹ Presented to the AMA House of Delegates as CCB Report 2-A-14; adapted and expanded from Guidelines issued by the Council in 1998. The Guidelines suggest various provisions that should be included in an association's constitution and bylaws, but do not present specific language. The Council cautions that not all provisions in these Guidelines are necessary in all bylaws, and acknowledges that there may be other bylaw provisions that an association may want to include, such as specificity about the appointed or elected executive director/executive vice president, dissolution of the association, association finances and awards.

Bylaws

Bylaws may be organized by chapter and sections or in decimalized form as the AMA Bylaws have been since 1978. The format is not as important as the clarity of the provisions and the ease with which members can review applicable provisions as needed. Since individuals who become members of medical societies are bound by the society's bylaws, it is essential that the bylaws are not only well organized, but indexed with sufficient specificity to make referral to the various provisions problem-free. For societies that elect to operate under bylaws rather than a constitution and bylaws, the following would be needed as the first two provisions:

1 Name of the Organization.

Comment: In addition to the name of the organization, a description of the characteristics of the organization can be added, such as whether it is national in scope, a county, district, or chapter of a state or national medical society, or a professional interest medical association; or whether it is incorporated as a for-profit or not-for-profit corporation or operates as an unincorporated association.

2 The Purpose or Purposes.

Comment: The Council on Constitution and Bylaws believes that careful deliberation should be given to the determination of the purposes of the society in light of the rapid changes taking place in the health care field and consequently, the needs of members when reviewing membership options. To tailor the purposes of a medical society narrowly may signal obsolescence in functions to prospective members and the need for frequent bylaw amendments. A review of the long-term goals of the society should precede drafting of the purposes to assure the relevance of membership for all age groups eligible to apply.

3 Membership.

Comment: The third section of the bylaws should include the provisions governing membership such as the categories and the eligibility, rights and privileges of each category. The procedure for membership application and certification also should be included. The Council encourages all medical societies when reviewing their bylaws to eliminate unnecessary impediments to membership in terms of eligibility requirements and to expand, if indicated, the number of categories to ensure involvement of as many medical students and physicians as possible in the society's roster and activities.

AMA Bylaws stipulate that membership in any constituent association, national medical specialty society or professional interest medical association shall not be denied or abridged because of sex, color, creed, race, religion, disability, ethnic origin, national origin, sexual orientation, gender identity, age, or for any other reason unrelated to character, competence, ethics, professional status or professional activities. Also, the organization must represent a field of medicine that has recognized scientific validity, not have board certification as its primary focus, and not require membership in the specialty organization as a requisite for board certification.

The Council on Constitution and Bylaws notes that the guidelines for admission to the AMA House of Delegates for national specialty societies and professional interest medical associations state that the organization must be national in scope, must not restrict its membership geographically and must have members from a majority of the states. The guidelines further state

that the organization must have a voluntary membership and physicians should comprise the majority of the voting membership of the organization.

In some states, component societies may be chartered by a parent organization. Typically, a component society is organized on a geographical basis and encompasses one or more counties or a medical society of smaller geographic scope such as a city. In such cases, the bylaws should include organization, privileges and duties, power of members, and the like. If any society is organized and/or chartered by a parent organization, the bylaws should specify how it is organized and who issues the charter, delineate its powers and authority, and define membership privileges. The parent organization may also include in its bylaws a listing of all the chartered societies.

3.1 Categories of Membership.

Comment: There is a great lack of uniformity in the various membership classifications of the different societies. Among these are regular membership, active membership, associate membership, affiliate membership, honorary membership, retired membership, and nonresident membership. Definitions of these classifications are not uniform. The number of categories of membership is of lesser importance than the definition of each category since it is the latter that determines member participation in the activities of the medical society.

An initial provisional or probationary membership category is still used by some medical societies as a period of observation and orientation to assure adherence to the Principles of Medical Ethics and the absence of reports of adverse peer review actions, but it is also a period when the applicant is not entitled to vote, hold office, or participate in medical society committee assignments. The Council on Constitution and Bylaws acknowledges that each medical society should determine the number of categories of membership to be included in its bylaws, but would urge expeditious processing of applications for membership and inclusion of applicants in medical society activities as soon as feasible.

3.2 Definition or Eligibility Criteria.

Comment: To encourage participation of as many physicians as possible, the Council suggests the definition of the membership category designed for full participation should not mandate licensure in a particular jurisdiction, active clinical practice, or any criterion that might limit or restrict membership to less than the qualified applicant pool. Physicians engaged in research activities, holding administrative positions, or employed in positions not requiring a current license to practice medicine in the particular jurisdiction frequently can contribute productively to the achievement of the society's goals. In addition, medical students, residents and fellows should be eligible under the definition for participation whenever possible to assure input into policy deliberations of the perspective of future practicing physicians and to instill a desire for continuing participation in society activities.

3.3 Admission or Application for Membership.

Comment: The application requirements should be specified as well as any additional requirements such as whether an interview with a credentials committee or other body is required. Although some county societies still may require a vote by the membership on all applications, the Council on Constitution and Bylaws would caution against inclusion of requirements for letters or endorsement or a vote by the membership on applications since

both can lead to allegations of impermissible discrimination based upon sex, color, creed, race, religion, disability, ethnic origin, national origin, sexual orientation, gender identity, or age.

3.4 Dues and Assessments.

Comment: It is extremely rare for an organization's bylaws to include either the amount of member dues or a specific dues cap. Rather than specify the dollar amount of dues, the bylaws should state that a member is liable for such dues and assessment as are determined or fixed by the appropriate body of the society. A reference to the section of the bylaws setting forth the authority of that body or committee could be included, but inclusion is not essential.

Similarly, the dues collection and membership renewal processes do not rise to the level of a core foundational principle, and typically are not included in bylaws.

3.5 Exemptions.

Comment: Categories of members eligible for exemptions from dues should be included in this section and the procedure, if any, required to apply for a dues exemption should be specified. If any category of dues exemption requires annual renewal or evaluation, the bylaws should so specify. Some organizations grant dues waivers for financial hardship, for members temporarily activated to military service, for members working for a humanitarian organization, or to members over a specific age.

3.6 Delinquency.

Comment: The final date for receipt of current dues and assessments should be specified as well as any requirement for written notice of the date for termination of membership along with the benefits of membership. Written notice can be by a publication received by all members, including an electronic publication, or by direct mail. Regardless of the method chosen, the bylaws should also specify that the written notice is to be mailed to the member's last known address to avoid the potential problem of a change of address of a member not being entered in the membership roster in time for the mailing. In the alternative, the bylaws could specify the dates of the dues year and then the date of forfeiture of membership if the dues and assessment had not been received in the office of the society on that date.

4 Meetings.

Comment: The provisions in this section of the bylaws could specify the number of regular meetings; the mechanism for calling a special meeting; whether or not meetings are open to all members; whether executive sessions may be held and, if so, who may attend; the requirements for a quorum; who or which officer presides at meetings; the order of business at regular meetings; who can attend as an ex officio member with or without the right to vote; and how items of business can be introduced at meetings. Since participation of as many members as possible in the activities of the society is a desirable goal, meetings should be conducted as democratically as possible with a full opportunity afforded to each member to have the freedom to speak or debate official items of business. In a county medical society, open meetings with an opportunity for any member to speak should be easily achievable. In larger societies with the membership spread across extensive geographical areas, the goal is more difficult to achieve. Nevertheless, the Council on Constitution and Bylaws would encourage all medical societies to

be innovative in devising mechanisms to assure input from all members in the development of policies and programs to be implemented on behalf of the society's membership.

5 Officers.

Comment: This section of the bylaws should list the officers of the society by title; the duties attendant on each office; the qualifications to seek election as an officer; the procedures for nomination and the composition of the nominating committee, if any; the time and method of election; the term of each office and the maximum tenure for an individual elected to the office; the procedure for filling vacancies in office; and the mechanism for removal of an officer. If a nominating committee is utilized, past officers might be designated as members in the bylaws as well as two or more members who have not served as officers in order to assure consideration of a candidate's qualifications to serve in the office rather than the candidate's political base. Since officers represent the society to the public as well as to other related organizations, the society is interested primarily in the leadership qualifications of officers and their willingness to serve rather than their popularity among the membership.

The AMA defines its officers as all the members of the Board of Trustees, but this is not always the case. Other societies may define the officers to include the board chair, president, president-elect, secretary/treasurer, and speaker and vice speaker.

6 Governing Board.

Comment: A fundamental rule in the law of corporations, both profit and nonprofit, is that ultimate authority for managing the affairs of the corporation is vested in the board of directors/trustees. But because the law grants directors such authority, the law also imposes on directors the obligation to act in the best interests of the corporation and to manage its affairs with the same care, diligence, and prudence that they would use to manage their own business. This, in essence, is what is meant by a board's fiduciary obligation.

The title of the association's governing body should be specified, whether that governing body be called a board of directors, a board of governors, board of trustees, or a council. The composition, organization, minimum number of meetings held annually, and the duties of the body and individual officers should be specified in the bylaws. Even if the society is incorporated and the state corporation statutes specify the duties of the board, the society bylaws need to repeat and enlarge, if necessary, on those statutory duties as applied to the unique characteristics of the medical society. Specification of the governing body's duties in the bylaws alerts members of their responsibilities to the membership and provides notice to members of activities for which governing body members have fiduciary responsibility. The duties and responsibilities of the board usually include the duty and power to act for the organization between meetings of the organization.

If there are any ex officio members, the positions also should be included here. Some societies include their executive vice president/chief executive officer as an ex officio member of the Board without vote.

Other elements for potential inclusion include the election process, including the time and method of nomination, the vote necessary to elect, the term and tenure of each office, and the process to fill vacancies. Quorum requirements, board meetings, including any requirements for special meetings, and procedures for removal of officers may also be delineated.

If there is an executive committee, its membership and duties should be addressed in a subsection.

7 Committees/Councils/Sections/Task Forces/Commissions.

Comment: If the society has standing committees, councils, or sections, the bylaws should specify the name of each, the composition, functions, terms of members, tenure of individual members, manner of election or appointment, and mechanism for the filling of vacancies. The mechanism to select or appoint special or ad hoc committees or task forces should be included in the bylaws as well as the duration of such committees, including required reports.

As is the case in the AMA Bylaws for the Sections and Councils, the entities themselves are referenced in the bylaws, but there are separate rules/internal operating procedures that spell out other details related to elections and meetings.

8 Disciplinary Proceedings.

Comment: This section of the bylaws should specify the grounds for disciplinary action against a member as well as the hearing procedures available on denial, suspension, or revocation of membership based upon professional conduct or competence. The AMA Principles of Medical Ethics are binding on all active and direct members of the AMA. Also, the Principles have been adopted by most state and county medical societies as the basis for disciplinary actions alleging unprofessional conduct, and the Council urges all societies to do so. State medical licensing boards also rely on the Principles of Medical Ethics in disciplinary actions based upon unprofessional conduct.

The mechanism for consideration of complaints filed against a member either by a colleague or a member of the public should be specified as well as any procedures that might be utilized to investigate whether or not a complaint might merit notice of charges that could trigger disciplinary proceedings. The Council on Constitution and Bylaws recommends that the hearing procedures be included in the bylaws rather than in a hearing procedures manual or some other document that is then incorporated by reference into the bylaws. Inclusion of the hearing procedures in the bylaws means that amendment of the procedures must comply with the bylaw requirements for amendment with advance notice to members of any changes and ordinarily a two-thirds rather than majority vote. Inclusion of the hearing procedures in the bylaws also makes them easily available to prospective members as well as members and affords an opportunity for members to become familiar with the procedures and suggest changes if needed.

9 Parliamentary Authority.

Comment: Standard texts of parliamentary procedures are readily available, and the one best suited to the needs of the society should be selected for reference in the bylaws.

Options may include the American Institute of Parliamentarians' Standard Code of Parliamentary Procedure and Roberts' Rules of Order.

10 Amendments.

Comment: This section should spell out the procedure for amendment of the bylaws including any requirements for notice of an amendment with the time specified for action following the period

of notice as well as the vote required for adoption. Since bylaws define the structure of the society and govern its functions and since bylaws are binding on the members of the society, special procedures should be relied upon for amendments so that voting members will be apprised of the changes and can consider the impact, if any, on the society and its members prior to a vote. Some societies specify reading of proposed amendments at two or more regular meetings of the society before a vote on the amendment while others may require mailing of a proposed amendment to all voting members thirty or more days prior to a meeting at which a vote will be taken. Most society bylaws specify more than a simple majority of the voting members once a quorum is present for enactment of bylaw amendments.

11 Emergency Bylaws.

Comment: This section should spell out how the organization and Board of Directors/Trustees will operate in the case of any emergency resulting from an attack on the United States or on a locality in which the organization conducts its business or holds its meetings, or upon any disaster, catastrophe, or similar condition, as a result of which the quorum for a meeting cannot readily be convened. The section also could address what happens to elections to be held at a meeting during which an emergency condition exists.