

## **Washoe County Medical Society**

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## **Washoe County Medical Society Title and Mission Statement**

**Title:** The official name of this organization is **Washoe County Medical Society** It is a non-profit, 501c6, entity incorporated in the state of Nevada. It may commonly be referred to as **WCMS** and for convenience may be so referred to herein.

**Mission Statement:** The Washoe County Medical Society is a professional corporation organized to provide and promote advocacy for physicians and patients and promote the art and science of medicine and public health.

Serving as a primary source of health-related information, we seek to educate our members and the citizens of northern Nevada. We strive to maintain the highest standard of ethics and medical care throughout our community.

As a professional organization, we shall nurture these goals by cooperating with the American Medical Association, the Nevada State Medical Association, and other county medical societies and alliances in Nevada.

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## Chapter I – Membership

**Section 1 - Qualifications for Membership.** A physician, physician assistant or those in training who reside or practice in Washoe County, are eligible for membership in WCMS. Those who reside or practice in a county in which there is no component society, also are eligible for active membership in WCMS.

Membership is unified; members of WCMS are required to be members of the Nevada State Medical Association. The membership application from Washoe County Medical Society is automatically forwarded to the Nevada State Medical Association. Memberships shall be approved by the WCMS Board of Directors.

**Section 2 - Categories of Membership** This society shall be composed of the following categories:

- A. **Active Members** - Any physician who is licensed to practice medicine, surgery, or osteopathy in Nevada and practices or resides in Washoe County shall be considered Active members of the society. Such members shall have the right to vote and hold office and shall pay annual dues and assessments as set forth in Chapter V.
- B. **Active-Limited Members** - Active-limited members shall be physicians otherwise qualified for active membership who pursue or are otherwise involved with medicine on any compensated basis for an annual average of not more than 20 hours per week as supported by proper documentation. Active-limited membership may be granted by the WCMS board of directors. Active-limited members shall pay dues as set forth by the board of directors. They shall have the right to vote and hold elected office.
- C. **Affiliate Members** - Affiliate members in this society shall be limited to those physicians who are members in good standing with other county medical societies and wish to take advantage of this society's benefits and services. Affiliate membership shall not have the right to vote and hold elected office but shall be required to pay annual dues as set forth by the board of directors.
- D. **Emeritus Members** -- Active members who have reached the age of 70 years and have maintained ten (10) years of previous consecutive paid membership shall qualify for Emeritus status at active-half dues as recommended by the board. Such members shall have the right to vote and hold office as shall pay annual dues and assessments as set forth in Chapter V.

Active members who have reached the age of 70 years and have maintained 30 years of consecutive paid membership shall qualify for Emeritus status at active-dues exempt as recommended by the board. Such members shall have the right to vote and hold office.

Physicians shall remain an active-half dues or active-dues exempt member until they choose not to, or they can no longer actively participate in the society. Such members would be eligible for inactive/retired membership.

- E. **Physician Assistants**, who have a valid license issued by the Nevada State Board of Medical Examiners may apply for physician assistant membership. Dues for physician assistant members shall be determined by the board of directors. Such members shall not have the right to vote or hold office, but may be appointed to commissions, special committees and task forces by the president, with the approval of the board of directors.
- F. **Associate Members** - Any physician, upon approval of the board of directors, who is not licensed in our state, but who is primarily engaged in teaching or research, or who holds a position in government service, and does not engage in clinical practice as evidenced by not having hospital staff privileges may apply for associate membership in this society.

Associate membership may be awarded by the board of directors to any physician who is no longer in private practice but resides in Washoe County.

Associate members shall have all the responsibilities and privileges of active members but may not vote or hold elected office. Dues for associate members shall be determined by the board of directors.

- G. **Honorary Members** - The board of directors may elect such physicians as it may desire as honorary members in recognition of outstanding contributions to the art and science of medicine or meritorious service to the society. Such members shall not have the right to vote and hold elected office, nor shall they be required to pay annual dues and special assessments.
- H. **Inactive/Retired Members** - Inactive membership in this society shall consist of retired members and members who are on a leave of absence approved by the board of directors. Any physician who has retired from active practice shall be eligible for retired membership status in this society. Inactive members shall not have the right to vote and hold office, nor shall they be required to pay annual dues and special assessments.
- I. **Physicians, Physician Assistants in Training (Residents/Fellows)** -- Physicians or physician assistants, who are licensed or registered with the Nevada State Board of Medical Examiners and who are serving in training programs accredited by the Accreditation Council for Graduate Medical Education and who practice or reside in Washoe County are eligible for membership in this society. They will elect a representative to the board of directors, who will have the right to vote. Their dues shall be determined by the board of directors.

**Medical and Physician Assistant Students** -- Students enrolled in a Nevada medical school accredited by the liaison committee for medical education are also eligible for this membership status. Students will elect a representative to the board of directors, who shall have the right to vote. Their dues shall be established by the board of directors.

- J. **Out-of-State Members**· Physicians who are licensed to practice medicine, surgery or osteopathy, but who do not practice full-time in Nevada or reside in the state are eligible for out-of-state membership in this society. Out-of-state members shall not have the right to vote and to hold elected office but shall be required to pay annual dues as set forth by the board of directors.

**Section 3 - Discrimination** Membership in the Washoe County Medical Society shall not be denied or abridged because of color, creed, race, religion, ethnic origin, nation origin, or sex.

## **Chapter II - Board**

**Section 1 – Role of the Board** -- The board shall be vested with full and complete power and authority to manage, control, use, invest, reinvest, lease, convey, give, grant, transfer, mortgage, sell or otherwise dispose of all property and assets of whatever kind or nature owned by the society and shall conduct the affairs of the society.

The board shall upon request of ten (10%) of the active membership, submit any action taken or resolution passed by the board to the membership at large by mail or electronic ballot and shall be governed by the majority of votes cast upon the proposition, provided that the total votes cast thereon shall not be less than twenty-five (25%) of members entitled to vote.

The board shall conduct all elections of the society. It shall approve the annual operating budget. It shall hire and fix the salary of administrative staff who shall act under the immediate direction of the president and board of directors. All officers shall be bonded for a minimum of \$5,000 each.

**Section 2 - Composition** The board shall consist of the president, president-elect, immediate past president, secretary/treasurer, a minimum of six (6) directors, the delegation chairperson. The officers shall be elected in the manner prescribed in Chapter VI. The executive director shall be ex-officio, non-voting member of the board.

**Section 3 - Qualifications** An officer must have been an active member of the society for at least two years prior to his/her election.

**Section 4 - Terms** The terms for officers shall be one (1) year for the president, president-elect and secretary/treasurer, two (2) years for the delegation chairperson, and shall be three (3) years for directors and one-year each for a student and resident/fellow director. Active member directors may serve for two, three-year terms; student and resident/fellow directors may serve two, one-year terms. All directors are eligible to re-election to the board after a one-year hiatus. All elected officers and directors shall assume office on January 1.

**Section 5- Vacancies** In the event of the death, resignation or removal of the president, the president-elect shall immediately become president for the former president's unexpired term and shall continue to serve through the term for which he/she was elected. Upon death, resignation, removal, or advancement of the president-elect, the board of directors shall elect a president-elect from among their own members to fill the president-elect's unexpired term. In the event of death, resignation or removal of other officers, directors, or the delegation chairperson, the board of directors shall elect an eligible active member in good standing to fill the unexpired term.

**Section 6– Duties** - Officers and directors shall have the following duties:

- A. **President** - The president shall be the chief executive officer of the society and shall carry out the expressed will of the board of directors and members in all matters. He/she shall preside at all meetings of the board of directors and at general membership meetings. He/she shall appoint all commission chairmen and shall be an ex-officio member of all commissions and ad hoc committees. He/she shall perform such other duties as customary or as the board of directors may direct.
- B. **President-Elect** - The president-elect shall assist the president in the discharge of his/her duties and shall assume all duties of the president in his/her absence. He/she shall also be an ex-officio member of all commissions and committees and shall automatically serve as a delegate to NSMA. He/she shall perform other such duties as the board of directors may direct.
- C. **Secretary/Treasurer** - The secretary/treasurer shall keep minutes of the business proceedings of all meetings of the society. He/she shall verify an accurate roll of members and shall be the custodian of the funds of the society. He/she shall make financial reports to the board of directors and membership and shall submit, at least once annually, the books and accounts for inspection and audit by a certified public accountant selected by the board of directors. He/she shall perform other duties as directed by the board of directors.
- D. **Directors** - Directors work with the board officers to set policy for the society. As a member of the board, they are responsible for reviewing and evaluating financial performance and participate in making key personnel decisions.
- E. **Delegation Chairperson** - The delegation chairperson shall be elected by the membership and be nominated by the nominating committee. The chairperson shall call meetings of the delegation as necessary, shall make a report to the society following each meeting of the NSMA House of Delegates, and shall represent the society on the NSMA Council.

### **Chapter III - NSMA Delegates**

**Section 1 – Eligibility** - Any delegate or alternate delegate must be an active, active-limited or

emeritus member in good standing of the society and the Nevada State Medical Association for at least one (1) year at the time of his/her appointment as a delegate or an alternate delegate. The president and president-elect shall be delegates by their elected office. The number of delegates representing WCMS will be determined according to a formula established by NSMA.

**Section 2 – Term** - Delegates shall be selected on a volunteer, first-come-first serve basis for a term of two (2) years. Only active, active-limited or emeritus members of the society are eligible to serve in the house of delegates. Certification of said Delegates will be filed with the secretary of the Nevada State Medical Association prior to the NSMA Annual Meeting.

**Section 3 - Delegation Chairperson** - The delegation chairperson shall be elected by the membership. The chairperson shall call meetings of the delegation as necessary, shall make a report to the society following each meeting of the NSMA House of Delegates, and shall represent the society on the NSMA Council. The delegation chairperson must meet eligibility criteria for a delegate, shall serve a two-year term as delegate chairperson and his/her term as chairperson shall coincide with his/her term as a delegate.

**Section 4 – Duties** - Delegates to the NSMA House of Delegates shall represent the society in all deliberations. In the absence of a delegate to serve, the chairperson of the delegation shall appoint an alternate from eligible active, active-limited and emeritus members of society. The delegation chairperson may be elected during his/her term as a delegate. If the delegation chairperson is unable to complete his/her term of office, the WCMS Board of Directors shall appoint a chairperson from the delegates or alternate delegates currently serving. The delegation chairperson is eligible for re-election.

#### **Chapter IV - Meetings**

**Section 1 - Membership Meetings** - Meetings may be held at the call of the president by a majority of the board of directors, or upon request of ten (10%) of the active members of the society.

**Section 2 - Annual Meeting** - The presidential inaugural event each year shall be considered the annual meeting of the society, at which time newly elected officers shall be announced. annual reports of the president, officers and commission chairmen may also be received.

**Section 3 - Board Meetings** - The board of directors shall meet at least ten (10) times a year, or as needed.

**Section 4 – Quorum** - A quorum at any board of directors meeting shall be a simple majority of the officers and directors.

A quorum at any membership meeting shall constitute those active and emeritus members of the society present. Fifty-one percent (51%) of those active and emeritus members voting in favor of an issue constitutes a binding decision.



## **Chapter V - Dues Assessments**

**Section 1 – Dues** - Membership dues will be established by the board of directors. Any proposed increase in dues must be approved by an affirmative vote of two-thirds (2/3) of the board of directors.

**Section 2 – Exemptions** - Members exempt from payment of annual dues: emeritus, or inactive/retired members, and those members on leave of absence status as defined in Chapter I.

**Section 3 - Payment** - The Nevada State Medical Association may, at the discretion of the WCMS Board of Directors, collect from each member all dues for WCMS and shall transmit the appropriate monies in a timely fashion.

**Section 4 - Delinquency** - Dues shall become delinquent on the prescribed date as set by the Nevada State Medical Association. Delinquent members shall be notified by mail or email that they are no longer in good standing or entitled to the rights, privileges, and benefits of membership in the society. Delinquent members shall be notified by mail or email that they are no longer in good standing or entitled to the rights, privileges, and benefits of membership in the society.

**Section 5 – Funds** - The secretary/treasurer will oversee all funds, including dues, assessments, voluntary contributions, bequests, legacies, devises and gifts, or from income derived from WCMS publications or in any other manner approved by a majority vote of the board of directors.

## **Chapter VI • Elections**

**Section 1 - Nominations** - The nominating committee shall be a standing committee composed of the president, president-elect, immediate past president and two (2) active members from the society appointed by the president. The committee shall nominate one (1) or more persons for the offices of president-elect, secretary /treasurer, board members. Nominations may be made from the floor. All active and emeritus members in good standing are eligible for nomination.

**Section 2 - Ballots** - The board of directors shall prescribe, fix, and determine the form of any questions, matter or proposition which is submitted to voting members on a written or electronic ballot. Voting procedures, including the form of the official ballot, will be determined by the board.

**Section 3 – Elections** - Elections shall be held not less than thirty (30) days prior to the annual meeting of the society. Only active, active-limited and emeritus members in good standing are entitled to vote. All votes received before the deadline established by the board will be tallied by the society staff. All ballots will be kept on file for a period of one (1) year and shall be open to inspection by any member entitled to vote.

**Section 4 - Tie Vote** - In the case no nominee receives a majority of the votes cast on the first

ballot, the nominee receiving the lowest number of votes shall be dropped and a new ballot taken. This procedure will be repeated until one of the nominees receives a majority of the votes cast.

**Section 5 – Referendum** - Any question, matter or proposition may be submitted to the general membership by written or electronic ballot. A majority affirmative vote cast by at least 51% of WCMS members voting shall constitute a binding decision. A referendum vote may be called at the request of a simple majority of board members or by ten (10%) of the active members.

### **Chapter VII - Commissions & Committees**

**Section 1 - Standing Commissions & Committees** - The standing commissions/committees of this society shall be as follows:

- A. **Internal Affairs** - The duties of this commission shall include the budget and finances, personnel, and the constitution and bylaws.
- B. **Governmental Affairs** - This commission shall assist and coordinate lobbying efforts with the Nevada State Medical Association. This commission shall also be involved with providing experts around legislative issues.
- C. **Nominating Committee** -- The nominating committee shall be a standing committee composed of the president, president-elect, immediate past president and two (2) active members from the society appointed by the president. The
- D. **Membership** – The membership committee’s responsibilities include: membership recruitment and retention, awards and member engagement.

**Section 2 – Ad hoc Committees** – Committees and task forces members and their chairpersons, may be appointed as necessary by the president.

### **Chapter VIII - Miscellaneous**

**Section 1 · Rules of Order** - Unless otherwise provided in the bylaws, all meetings of the society, board of directors, committees and commissions shall be governed by the current edition of Roberts Rules of Order.

**Section 2 - Suspension of Rules** - Rules may be suspended by a 2/3 vote of members present at any meeting.

### **Chapter IX - Amendments**

**Section 1 – Proposed Amendments** -- Amendments to these bylaws may be proposed by a majority vote of the board of directors or 10% of the active membership. Amendments shall be adopted if passed by a majority vote of those present at the annual meeting or they may be submitted to the voting membership by written ballot. Choice of voting procedure, including the form of the official ballot, will be determined by the board of directors.

Written or electronic notice of proposed amendments shall be distributed prior to the annual meeting and proposed amendments shall be available at the meeting and/or included on the written ballot. A majority affirmative vote cast by at least 51% of WCMS members voting shall constitute a binding decision.

**Section 2 - Adoption of Revised Bylaws --** Upon adoption of these bylaws, all previous bylaws are repealed.

### **Chapter X - Principles of Medical Ethics**

**Section 1 – Principles of Medical Ethics** - The Washoe County Medical Society shall abide by the Principles of Medical Ethics as set forth by the American Medical Association and upon approval of the Principles of Medical Ethics, all previous principles of professional conduct are repealed.

I. A physician shall be dedicated to providing competent medical care with compassion and respect for human dignity and rights.

II. A physician shall uphold the standards of professionalism, be honest in all professional interactions, and strive to report physicians deficient in character or competence, or engaging in fraud or deception, to appropriate entities.

III. A physician shall respect the law and also recognize a responsibility to seek changes in those requirements which are contrary to the best interests of the patient.

IV. A physician shall respect the rights of patients, colleagues, and other health professionals, and shall safeguard patient confidences and privacy within the constraints of the law.

V. A physician shall continue to study, apply, and advance scientific knowledge, maintain a commitment to medical education, make relevant information available to patients, colleagues, and the public, obtain consultation, and use the talents of other health professionals when indicated.

VI. A physician shall, in the provision of appropriate patient care, except in emergencies, be free to choose whom to serve, with whom to associate, and the environment in which to provide medical care.

VII. A physician shall recognize a responsibility to participate in activities contributing to the improvement of the community and the betterment of public health.

VIII. A physician shall, while caring for a patient, regard responsibility to the patient as paramount.

IX. A physician shall support access to medical care for all people.