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**.AMENDED AND RESTATED BYLAWS OF
THE MEDICAL SOCIETY OF VIRGINIA
EFFECTIVE OCTOBER 21, 2018**

**ARTICLE I
NAME AND PURPOSE**

Section 1. Name. The name of the corporation is The Medical Society of Virginia (the "Society"), a Virginia nonstock corporation.

Section 2. Purpose. The Society is incorporated to promote the science and art of medicine for the benefit of the people of Virginia, the protection of public health, and the betterment of the medical profession. Notwithstanding the foregoing, the Society shall not operate in a manner that could jeopardize the federal tax-exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 3. Use of Funds. The Society shall use its funds only to accommodate these objectives, and no part of said funds shall inure or be distributed to or for the benefit of any individual member of the Society.

**ARTICLE II
MEMBERSHIP, VOTING, FUNDS, DUES**

Section 1. Classes of Membership. The Society shall have the following classes of membership: (a) active, (b) resident physician, (c) student, (d) associate, (e) honorary active, (f) honorary associate, and (g) affiliate.

Section 2. Active Members. An active member must be a doctor of medicine or osteopathy licensed to practice that profession in Virginia, provided, however, that a doctor of medicine or osteopathy may hold active membership without an active Virginia license if fully retired from practice.

Any active member shall have the right to vote, service on the Board of Directors, hold any office in the Society and serve on any committee. Each active or associate member shall pay dues unless (i) he/she has been granted an exemption because of financial or physical disability, or (ii) he/she has been an active or associate member of the Society for at least ten years and has become fully retired, in which event he/she shall be granted lifetime membership effective on January 1 of the year immediately following the year of application. Physicians granted such lifetime membership status shall not be charged annual dues.

Section 3. Public Service Active Members. A public service active member must be a doctor of medicine or osteopathic medicine licensed to practice that profession and practicing or stationed in Virginia and must be (1) a medical officer of the armed forces; (2) a member of the Public Health Service; or (3) employed or engaged by the U.S. Department of Veterans Affairs or Virginia Department of Veterans Services.

Any public service active member shall have the right to vote, service on the Board of Directors, hold any office in the Society and serve on any committee. Each public service active member shall pay dues unless (i) he/she has been granted an exemption because of financial or physical disability, or (ii) he/she has been an active or associate member of the Society for at least ten years and has become fully retired, in which event he/she shall be granted lifetime membership effective on January 1 of the year immediately following the year of application. Physicians granted such lifetime membership status shall not be charged annual dues.

55 **Section 4.** Resident Physician Members. A resident physician member must be an intern, resident
56 or fellow in an approved training program in Virginia. Any resident physician member may hold any office
57 and serve on any committee of the Society.
58

59 **Section 5.** Student Members. A student member must be a member in good standing of a
60 component student society (as defined in Article III below). Any student membership shall terminate
61 automatically when the member graduates from medical school or when he/she no longer is enrolled in a
62 medical school at which there is a component student society. Any student member may hold any office
63 and serve on any committee of the Society.
64

65 **Section 6.** Associate Members. An Associate member must be: (1) a non-resident of Virginia, not
66 currently practicing medicine in Virginia and who holds or has held an active license as a physician by the
67 Virginia Board of Medicine; (2) a medical officer of the armed forces; (3) a member of the Public Health
68 Service; or (4) a doctor of medicine or osteopathy attached to a veterans' hospital. Associate members,
69 other than honorary associate members, shall pay dues unless at the time of payment they have been
70 active members in good standing for more than ten (10) years and are retired.
71

72 **Section 6.1.** No Right to Vote. Associate members shall have no right to vote, hold office or
73 serve on committees, but shall be entitled to all other privileges of membership.
74

75 **Section 7.** Honorary Active Members; Honorary Associate Members. Honorary active or honorary
76 associate membership may be granted by a majority vote of the House of Delegates at its annual meeting
77 to no more than two (2) Virginia residents and one non-resident as an acknowledgement of long, faithful
78 and distinguished service. Honorary active members shall not pay dues, but otherwise shall have the
79 same rights as active members.
80

81 **Section 7.1.** No Right to Vote. Honorary associate members shall not vote, hold office, or
82 serve on committees, but shall be entitled to all other privileges of membership.
83

84 **Section 8.** Affiliate Members. An Affiliate member shall be a healthcare provider or person in good
85 standing with their profession, their community and the Medical Society of Virginia and who has an
86 interest in supporting physicians and healthcare in Virginia. Affiliate membership is restricted to those
87 persons specified in this section. Affiliate members shall pay dues.
88

89 **Section 8.1.** No Right to Vote. Affiliate members shall have no right to vote in the House of
90 Delegates or hold office but shall be entitled to all other privileges of membership including serving on
91 committees or task forces.
92

93 **Section 8.2.** Physician Assistants. Affiliate members who are physician assistants shall, as a
94 condition of membership, hold an active license as a physician assistant from the Virginia Board of
95 Medicine or, if such physician assistant is retired, hold an inactive license from the Virginia Board of
96 Medicine.
97

98 **Section 8.3.** Physician Assistant Students. Affiliate members who are physician assistant
99 students shall be a full-time student in a Virginia program accredited by the Accreditation Review
100 Commission on Education for the Physician Assistant (ARC-PA).
101

102 **Section 9.** Funds. In addition to annual dues, funds for the Society may be raised by a per capita
103 assessment approved by the House of Delegates or by the Board of Directors subject to ratification by the
104 House of Delegates, voluntary contributions and other business activities. The funds shall be expended
105 to carry out the general purposes of the Society.
106

107 **Section 10.** Dues. The amount of membership dues for active members in full-time medical practice
108 shall be determined by the House of Delegates for each fiscal year. At each annual meeting for which a
109 change in the dues structure is recommended, such recommendation shall be presented by the Board of
110 Directors to the House of Delegates for action. Membership dues for all classes of membership other
111

111 than active members in full-time medical practice shall be determined by the Board of Directors and be
112 reviewed annually by the House of Delegates.

113
114 **Section 11.** Fiscal Year. The fiscal year of the Society for membership purposes shall correspond
115 with the calendar year.

116
117 **Section 12.** Approval and Removal of Members. An applicant shall not be accepted as an active
118 physician, affiliate or associate member of the Society until he/she has paid annual dues. Any member
119 may be censured, suspended or expelled by a majority vote of the House of Delegates for sufficient
120 cause, when such action has been recommended by an ad hoc committee, which will be appointed by the
121 Board of Directors specifically for the task of investigating complaints and providing recommendations for
122 action to the Board of Directors. Any member may be dropped from the membership rolls for non-
123 payment of dues (or any other assessment) or for failure to satisfy any other requirement for membership
124 detailed in these Bylaws.

125
126 **ARTICLE III**
127 **COMPONENT SOCIETIES, COMPONENT STUDENT SOCIETIES, COMPONENT RESIDENT**
128 **PHYSICIAN SECTIONS, SPECIALTY SECTIONS, THE HOSPITAL MEDICAL STAFF SECTION,**
129 **PHYSICIAN ASSISTANT SECTION, ACADEMIC MEDICAL SCHOOLS, and HEALTH SYSTEMS**
130

131 **Section 1.** Component Societies & Qualifications. A component society shall be comprised of
132 physicians from one or more political subdivisions of the Commonwealth of Virginia. One component
133 society in a county or city shall be recognized by the Society. No component society will be recognized if
134 it is established in a territorial area included in the jurisdiction of another component society unless two
135 (2) or more political subdivisions have become a single political subdivision by merger, annexation, or
136 otherwise. In such case, any component societies in the said political subdivisions may be recognized as
137 separate component societies or unite to form a single component society. Component Societies deemed
138 active by the Board of Directors can be found in Appendix A.
139

140 **Section 1.1.** A physician is eligible to join a component society in the political subdivision
141 where he/she carries on the major portion of his/her practice. If a physician practices both in Virginia and
142 in an adjoining state or the District of Columbia, and the major portion of his/her practice is not in Virginia,
143 he/she may join a component society in the political subdivision in which he/she resides. Notwithstanding
144 the foregoing, a member may join a more convenient component society in the same or an adjoining
145 political subdivision if the component society, or societies, having jurisdiction in the county or city in which
146 the physician carries on the major portion of his/her practice consents. Any member may join a
147 component society in an adjoining political subdivision if there is no component society in the political
148 subdivision in which the physician carries on the major portion of his/her practice.
149

150 **Section 2.** Specialty Sections, Qualifications and Guidelines. Each specialty section deemed active
151 by the Board of Directors can be found in Appendix A.

152 **Section 2.1.** The following guidelines must be satisfied in order for a specialty organization to
153 be recognized as a specialty section of the Society:

154 **A.** The specialty organization's constitution and bylaws must not be in conflict with
155 the Articles of Incorporation and these Bylaws of the Society.
156

157 **B.** The specialty organization must not discriminate in membership on the basis of
158 race, religion, national origin, gender, or handicap.
159

160 **C.** The specialty organization must represent a field of medicine that has recognized
161 scientific validity.
162

163 **D.** The specialty organization must be stable and have been in existence for at least
164 five (5) years prior to submitting its application.
165
166

167 E. Licensed Virginia physicians must comprise the majority of the voting
168 membership of the specialty organization.

169
170 F. The specialty organization must have a voluntary membership and must report
171 as active members only those who are current in payment of dues, have full voting privileges and are
172 eligible to hold office.

173
174 G. The specialty organization must be active within its field of medicine and hold at
175 least one (1) meeting of its members annually.

176
177 H. The specialty organization must submit a resolution or other official statement to
178 show that the request is approved by the governing body of the specialty organization.

179
180 **Section 2.2.** The members of each specialty section shall adopt rules and regulations to
181 provide for the conduct of the meetings of the section and for the selection of the section's officers and its
182 delegate and alternate to the House of Delegates.

183
184 **Section 3.** Component Student Societies, Qualifications and Guidelines. Component student
185 societies shall be comprised of students in medical schools accredited by the Liaison Council on Medical
186 Education (LCME) or the American Osteopathic Association (AOA) and located in the Commonwealth of
187 Virginia. One component student society shall be recognized by the Society at each medical school in
188 the Commonwealth of Virginia accredited by the LCME or the AOA.

189
190 **Section 4.** Component Resident Physician Sections, Qualifications and Guidelines. There shall be
191 one component resident physician section recognized by the Society. Any intern, resident or fellow in
192 good standing in an Accreditation Council for Graduate Medical Education (ACGME) approved training
193 program in the Commonwealth of Virginia shall be eligible for membership in the section.

194
195 **Section 5.** Hospital Medical Staff Section, Qualifications and Guidelines. The hospital medical staff
196 section shall consist of members of the Society who also are active voting members of hospital medical
197 staffs with clinical privileges who have been selected for membership. The hospital medical staff section
198 shall consist of one (1) physician selected by the medical staff of each hospital located in Virginia. This
199 section shall adopt rules and regulations to provide for the conduct of its meetings and for the selection of
200 its officers and its delegate and alternate to the House of Delegates.

201
202 **Section 6.** Academic Medical Schools, Qualifications and Guidelines. Each medical school shall be
203 accredited by the LCME or the American Osteopathic Association.

204
205 **Section 6.1.** The following guidelines must be satisfied in order for a medical teaching
206 institution to be recognized as an academic medical school of the Society:

207
208 A. The academic medical school must not discriminate employment on the basis of
209 race, religion, national origin, gender, or handicap.

210
211 B. The academic medical school must represent a field of medicine that has
212 recognized scientific validity.

213
214 C. The academic medical school must have a group contract with the Society.

215
216 D. One hundred percent (100%) of the academic medical school's full-time faculty
217 (physicians) who are eligible for Society membership are members of the Society.

218
219 **Section 7.** Health Systems, Qualifications and Guidelines. Each health system shall be composed
220 of a medical group with one hundred (100) or more employed physicians affiliated under a single entity.
221

276 **Section 3.** Voting. Active, student and resident physician members may vote on any matter that the
277 House of Delegates determines is of sufficient importance that it should be submitted to the voting
278 members of the Society.
279

ARTICLE V HOUSE OF DELEGATES

283 **Section 1.** Composition. The House of Delegates shall be the policy making body of the Society.
284 The House of Delegates shall consist of delegates elected by the component societies, component
285 student societies, component resident physician sections, specialty sections, the hospital medical staff
286 section, health systems, academic medical schools and the following ex-officio members: The President,
287 President-Elect, Speaker of the House of Delegates, Vice Speaker of the House of Delegates, Secretary-
288 Treasurer, directors and associate directors, all Past Presidents of the Society, any general officer of the
289 American Medical Association who also is a member of the Society, and the delegates and alternate
290 delegates of the Society to the American Medical Association. Delegates elected by component societies,
291 specialty sections, component student societies, component resident physician sections, the hospital
292 medical staff section, health systems, and academic medical schools shall serve a one-year term. Ex-
293 officio members of the House of Delegates, except for the Speaker, as provided in Article VII, Section 4,
294 shall have full voting rights and will not be included in the delegate allotment for each component society.
295 No voting by proxy shall be permitted in the House of Delegates. Each member of the House of
296 Delegates also must be a member of the Society.
297

298 **Section 2.** Assembly. The first assembly of the House of Delegates shall be held on the first (1st)
299 day of the annual meeting. The House of Delegates shall adopt rules of procedure to govern the conduct
300 of business during the meeting.
301

302 **Section 3.** Election of Membership. Each component society shall annually elect to membership in
303 the House of Delegates, one delegate and one alternate for each thirty-five (35), or major fraction thereof,
304 of its members, or non-component society members that reside within the component's geographic
305 territory, who are members of the Society or, in its discretion, may elect one delegate and one alternate
306 from each county and each city in its territorial area. For purposes of determining the number of
307 delegates and alternates to which it is entitled, a component society may count (a) direct Society
308 members the major portion of whose practice is within the territorial jurisdiction of the component society
309 and (b) a resident physician only if he/she is a member of the component society, and an active member
310 of the Society. In any event, each component society is entitled to at least one delegate and one
311 alternate in the House of Delegates. In the event a delegate is not present at any meeting of the House
312 of Delegates, his/her alternate shall succeed to all of his/her privileges. Delegates and alternates shall be
313 active members, student active members or resident physician members of the Society.
314

315 **Section 3.1.** Each component student society annually may elect to membership in the House
316 of Delegates two (2) delegates and two (2) alternates. Student active members, their component student
317 society, and the delegates from the component student society shall be considered members, societies
318 and delegates of the territorial area in which is located the medical school with which they are affiliated.
319

320 **Section 3.2.** The component resident physician section annually may elect to membership in
321 the House of Delegates one delegate and one alternate for each thirty-five (35), or major fraction thereof,
322 of its members who are members of the Society.
323

324 **Section 3.3.** Each specialty section listed in Appendix A shall annually elect delegates, who
325 are also members of the Medical Society of Virginia, to membership in the House of Delegates. The
326 apportionment of delegates from each specialty society shall be a minimum of one delegate and one
327 alternate. If at least forty (40) percent of its members are members of the Society the specialty society
328 shall be entitled to two delegates and two alternates; if at least sixty (60) percent of its members are
329 members of the Society the specialty society shall be entitled to three delegates and three alternates.
330 Prior to the annual meeting each specialty section shall submit the name(s) of its delegate(s) and
331 alternate delegate(s) to the Speaker of the House of Delegates or his designee. In the event a delegate

332 for a specialty section is not present at any meeting of the House of Delegates, his/her alternate shall
333 succeed to all privileges.

334
335 **Section 3.4.** If the full number of delegates accredited to a component society, component
336 student society, component resident physician section, specialty section, the hospital medical staff
337 section, health system or academic medical school are not present at a meeting of the Society, those
338 members present from such component society, component student society, component resident
339 physician section, specialty section, the hospital medical staff section, health system or academic medical
340 school may, from members of that society, section, system or school present, who are voting members of
341 the Society, elect or appoint a sufficient number of delegates to complete its quota.

342
343 **Section 3.5.** The hospital medical staff section shall elect annually to membership in the
344 House of Delegates one delegate and one alternate. In the event the delegate for hospital medical staff
345 section is not present at any meeting of the House of Delegates, his/her alternate shall succeed to all
346 privileges.

347
348 **Section 3.6.** Each health system shall elect annually to membership in the House of
349 Delegates one delegate and one alternate. In the event the delegate for the health system is not present
350 at any meeting of the House of Delegates, his/her alternate shall succeed to all privileges.

351
352 **Section 3.7.** Each academic medical school shall elect annually to membership in the House
353 of Delegates one delegate and one alternate. In the event the delegate for the academic medical school
354 is not present at any meeting of the House of Delegates, his/her alternate shall succeed to all privileges.

355
356 **Section 3.8.** Each district shall annually elect to membership in the House of Delegates, one
357 delegate and one alternate for each thirty-five (35), or major fraction thereof, of its members who are
358 members of the Society that reside in a city or county not represented by a component society within the
359 district. Such delegates will be approved by the District Director. Presidents of component societies
360 located within the District shall be informed of such selection prior to the House of Delegates.

361
362 **Section 4.** Quorum. Twenty-five (25) percent of the number of delegates allowed representing at
363 least eight (8) districts shall constitute a quorum of the House of Delegates.

364
365 **Section 5.** Election of Delegates and Alternates. The House of Delegates shall elect delegates and
366 alternates to the House of Delegates of the American Medical Association in accordance with the Bylaws
367 of that organization. Except where the number of nominees does not exceed the number of delegates to
368 be elected, such delegates shall be elected by ballot, and a majority vote shall be necessary for election.
369 The nominee receiving the fewest votes will be dropped on each ballot in succession until the requisite
370 number receives a majority. Following the election of delegates, the same method shall be used to elect
371 alternate delegates.

372
373 **Section 6.** Budget. The House of Delegates, at each annual meeting, shall adopt a budget for the
374 ensuing fiscal year.

375
376 **Section 7.** Special Meetings. The Board of Directors may, by majority vote, call a special meeting of
377 the House of Delegates when in its opinion such a meeting is necessary. The President shall call such
378 meeting, upon petition of at least one-third (1/3) of the Delegates serving at the last regular meeting of the
379 House of Delegates. Written notice stating the date, place and time of the meeting, and the purpose for
380 which the meeting is called, shall be given not less than ten (10) nor more than fifty (50) days before the
381 date of the meeting, either personally or by mail, or at the direction of the President or Executive Vice
382 President and Chief Executive Officer, to each member of the House of Delegates serving, or who was
383 authorized to serve, at the last regular meeting of the House of Delegates. If any member is unable to
384 serve, then another member shall be elected or appointed by the Board of Directors to serve. The
385 transaction of business at any special meeting of the House of Delegates shall be limited to the purpose
386 in the notice for the meeting.

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ARTICLE VI
ELECTIONS

391 **Section 1.** Nominating Committee. The House of Delegates, at its second session of the Annual
392 Meeting, shall elect from its membership a Nominating Committee consisting of one member from each
393 District who shall be nominated by the delegates present from that district, and one member from the
394 academic medical schools who shall be nominated by the academic medical school Director, and one
395 member from the Medical Student Section (MSS) nominated by the MSS.

396
397 **Section 1.1.** The Nominating Committee is charged with the task of identifying, recruiting,
398 promoting and nominating those individuals that will best serve the needs of the Society, and to
399 encourage their decision to be active in Society leadership.

400
401 **A.** The Nominating Committee shall recommend to the House of Delegates one or
402 more members for each of the offices to be filled at the Annual Meeting, including Delegates and
403 Alternate Delegates to the Society's AMA Delegation. The Nominating Committee shall present its
404 recommendations to the membership in conjunction with the September Board meeting or within thirty
405 (30) days prior to the Annual Meeting.

406
407 **B.** Further nominations for each office may be made at the Annual Meeting from the
408 floor by members of the House of Delegates. Except where there is only one nominee for an office, the
409 election of officers and AMA representatives shall be by ballot, and a majority vote shall be necessary for
410 election. The nominee with the fewest votes shall be dropped on each ballot in succession until one
411 receives a majority vote.

412
413 **C.** The two immediate former presidents of the Society, and the Chair of the
414 Society's AMA Delegation, shall be non-voting advisory members. If for any reason there is a vacancy on
415 the Nominating Committee, the District may nominate a replacement and recommend to the Board of
416 Directors for approval to fill that vacancy. If the District does not nominate a replacement for the vacant
417 Nominating Committee position, the President may recommend a replacement from that District for
418 approval by the Board. In the event of a vacancy of the medical student Nominating Committee member,
419 the student section may provide a nominee for appointment by the President for the remainder of the
420 term. Should a vacancy occur in the academic medical schools' representation to the committee, the
421 academic medical schools may provide a nominee for appointment by the President for the remainder of
422 the term. Any Nominating Committee member so elected to fill a vacant seat on the committee shall
423 serve until the next annual meeting unless earlier removed in accordance with these Bylaws and
424 applicable law.

425
426 **D.** The Chair of the Nominating Committee shall be chosen by majority vote of those
427 members elected to serve on the committee by the House of Delegates. No person shall serve more
428 than two consecutive one year terms as chair. It is encouraged that the chair rotate throughout
429 geographic areas of the Commonwealth.

430
431 **Section 2.** Election of President-Elect. At each annual meeting, the House of Delegates shall elect
432 a President-Elect for a term of one (1) year. At the end of this term, the President-Elect shall become
433 President for a term of one (1) year.

434
435 **Section 3.** Election of Secretary-Treasurer, Speaker and Vice Speaker. At each annual meeting,
436 the House of Delegates shall elect a Secretary-Treasurer. The House of Delegates also shall elect a
437 Speaker and Vice Speaker. The term of office for each of the officers described in this Article shall be
438 one (1) year except for the Secretary-Treasurer, whose term shall be three (3) years.

439
440 **Section 4.** Board of Directors; Composition. There shall be members of the Board of Directors
441 consisting of one representative from Board Districts 1, 5, 6, 8, and 9, two (2) representatives from Board
442 Districts 2, 3, 7, and 10, one representative from the academic medical schools, one (1) representative
443 from the Medical Student Section, one (1) representative from the Resident and Fellow Section, one (1)

444 representative of the MSVF who is a member of the Society and who is a physician and the following ex-
445 officio members: The President, the President-Elect, the immediate past President, the Speaker of the
446 House of Delegates and the Secretary-Treasurer. Ex-officio members of the Board of Directors shall have
447 full voting rights.
448

449 **Section 5.** Board of Directors, Election. Directors shall be elected by a majority vote of the House of
450 Delegates at the annual meeting Directors shall be elected for a term of two (2) years; those from odd
451 numbered Districts are elected in odd-years, and those from even numbered Districts are elected in even
452 years. Any Director eligible for re-election shall not attend the meeting of his/her District during the time
453 the District is selecting its nominee for the Board of Directors. Any Director who has served three (3)
454 consecutive full two-year terms shall not be eligible for a fourth consecutive term, but may be re-elected
455 after being out of office for at least one (1) year. If at the time of the annual meeting there is a vacancy in
456 the membership of the Board of Directors and the District is not represented in the meeting, the House of
457 Delegates, on nomination by the Speaker, shall elect a Director for that District. If any representative
458 qualifies as a member of the Board of Directors as a result of his/her election or appointment to an office
459 in the Society, his/her membership on the Board of Directors as a representative of a District shall cease.
460

461 **Section 5.1.** A medical student from one of the recognized medical schools shall be elected
462 by the House of Delegates to the Board of Directors for a term of one (1) year.
463

464 **Section 5.2.** A resident, fellow, or intern shall be nominated by the Resident and Fellow
465 Section, and elected by the House of Delegates to the Board of Directors for a term of one (1) year.
466

467 **Section 5.3.** An Associate Director from each District shall be elected by a majority vote of the
468 House of Delegates at the annual meeting to assist the Director(s) for the District and to substitute when
469 a Director for the District is unable to perform his/her duties. Associate Directors shall be elected for a
470 term of two (2) years; those from odd numbered Districts are elected in odd-years, and those from even
471 numbered Districts are elected in even years. Any Associate Director who has served three (3)
472 consecutive full two (2) year terms shall not be eligible for a fourth consecutive term, but may be re-
473 elected after being out of office for at least one (1) year. Associate Directors shall be requested to attend
474 all meetings. Any Associate Director may speak on behalf of his/her District, but shall not vote in Board
475 meetings.
476

477 **Section 5.4.** A medical student from one of the recognized medical schools shall be elected
478 by the House of Delegates as an Associate Director for a term of one (1) year.
479

480 **Section 5.5.** A resident, fellow or intern from the Resident and Fellow Section shall be elected
481 by the House of Delegates as an Associate Director for a term of one (1) year.
482

483 **Section 5.6.** A representative from the academic medical schools duly accredited or licensed
484 by the Commonwealth of Virginia shall be elected by the House of Delegates as a Director for a term of
485 two years provided all such schools annually achieve and maintain the established membership
486 equivalency requirements for their respective full time academic physicians as of the annual meeting of
487 the Society coincident with the election. Annual membership equivalency requirements shall be
488 determined by the Board of Directors and communicated by the President or his designee to all such
489 schools. Such requirements are incorporated herein by reference. For subsequent elections, a
490 representative shall only be elected by the House of Delegates provided all such schools have achieved
491 and continue to maintain annually the membership equivalency requirements established for their
492 respective full time academic physicians. In the event that the membership equivalency requirements are
493 not achieved or maintained annually for all such schools, the seat on the Board of Directors, seat on the
494 Associate Directors and seat on the Nominating Committee shall terminate until such time as the
495 membership equivalencies are achieved, as determined by the President of the Society. For regular term
496 elections, the nominee to serve as the representative shall be selected by such schools in a method
497 agreed upon by the schools. The name of the nominee shall be submitted to the Speaker of the House of
498 Delegates or his designee in advance of the annual meeting together with the number of full time
499 academic physicians for all such schools. The term limits in Section 5 shall apply to this section.

500
501 **Section 5.7.** An Associate Director representing the academic medical schools accredited or
502 licensed by the Commonwealth of Virginia shall be elected by majority vote of the House of Delegates at
503 the annual meeting to assist the Director and to substitute when the director is unable to perform his/her
504 duties. The Associate Director shall be elected for a term of two (2) years. Any Associate Director who
505 has served three (3) consecutive full two (2) year terms shall not be eligible for a fourth consecutive
506 terms, but may be re-elected after being out of office for at least one (1) year. Associate Directors shall
507 be requested to attend all meetings. Any Associate Director may speak on behalf of the academic
508 medical schools, but shall not vote in Board meetings.
509

510 **Section 6.** Districts Described. The Districts for the Society shall be composed of the component
511 societies, component student societies and orphan cities/counties set forth on Appendix A attached
512 hereto and incorporated by this reference. The number and configuration of Districts may be changed by
513 vote of two-thirds majority of members of the House of Delegates present.
514

515 **Section 7.** Vacancies. Each Director or Associate Director of the Society may resign at any time by
516 giving written notice to the Executive Vice President and Chief Executive Officer, who will inform the
517 President. The resignation will take effect on the date of the receipt of that notice or at a later date as
518 specified in the notice. Any resignation is without prejudice to the rights, if any, of the organization, as
519 long as the resigning party continues to abide by the bylaws and pays dues. At the time of a Board of
520 Directors meeting, if there is a vacancy in the membership of the Board of Directors, the Board of
521 Directors may fill the vacancy from nomination(s) by the President. If the vacancy is from a District with
522 an Associate Director, the Associate Director shall automatically be nominated to the Board of Directors
523 for approval to fill the vacancy of the Director seat and the District may nominate a new Associate Director
524 and may recommend to the Board of Directors for approval to fill the vacancy of the Associate Director
525 until the next annual meeting. If for any other reason there is a vacancy in the Director or Associate
526 Director position, the District may nominate a replacement and recommend to the Board of Directors for
527 approval to fill that vacancy. If the District does not nominate a replacement for the Director or Associate
528 Director position, the President may recommend a replacement from that District for approval by the
529 Board. In the event a vacancy of the medical student or resident Director occurs, the President may
530 contact the respective section to obtain a nomination to be submitted to the Board for approval. Any
531 Director so elected to fill a vacant Director's seat shall serve until the next annual meeting unless earlier
532 removed in accordance with these Bylaws and applicable law. Such Director shall be eligible to serve
533 three consecutive two (2) year terms in addition to the partial term for which the Director was elected to fill
534 the vacancy. Should a vacancy occur in the academic medical schools' representation to the Board, the
535 academic medical schools shall provide a nominee for appointment by the President for the remainder of
536 the term.
537

538 **Section 8.** Term. The officers shall begin service at the adjournment of the annual meeting of the
539 House of Delegates and continue until the end of the next meeting of the House of Delegates or until a
540 successor qualifies, except as provided for in Article VII, Section 6.3.
541

542 **ARTICLE VII**

543 **OFFICERS**

544 **Section 1.** President.

545 **Section 1.1.** The President shall be the chief elected officer of the Society.
546

547 **Section 1.2.** The President shall preside over meetings of the members of the Society, and
548 shall be a member of the House of Delegates, chair of the Board of Directors, and a voting, ex-officio
549 member of all committees.
550

551 **Section 1.3.** The President shall fill any vacancy in any committee or in the Society's
552 delegation to the House of Delegates of the American Medical Association occurring between annual
553
554

555 meetings, and such appointment shall be valid until the adjournment of the next annual meeting. The
556 President may appoint any necessary special committees during his/her term.

557
558 **Section 1.4.** The President shall visit as many of the component societies of the Society as
559 possible during the year, in the interest of the Society, actual expenses incurred being paid in accordance
560 with the budget.

561
562 **Section 2.** President-Elect.

563
564 **Section 2.1.** The President-Elect shall be a member of the House of Delegates, the Board of
565 Directors and the Executive Committee. The President-Elect shall succeed to the presidency at the end
566 of the President's term.

567
568 **Section 2.2.** In case there is a vacancy in the office of President-Elect and the House of
569 Delegates is not in session, the Board of Directors may appoint a President-Elect pro tempore. If at the
570 annual meeting there is a vacancy in the office of President-Elect, or in case the President-Elect was
571 appointed pro tempore by the Board of Directors, the House of Delegates shall elect a President for the
572 following term.

573
574 **Section 3.** Executive Vice President and Chief Executive Officer.

575
576 **Section 3.1.** The Board of Directors, upon the recommendation of the Executive Committee of
577 the Board of Directors, shall appoint the Executive Vice President and Chief Executive Officer. The
578 Executive Vice President and Chief Executive Officer need not be a member of the Society. The
579 Executive Vice President and Chief Executive Officer of the Society shall be the executive agent of the
580 Society, and shall assist the Secretary-Treasurer of the Society in developing minutes of general
581 meetings, the House of Delegates, the Board of Directors and the Executive Committee. In addition, the
582 Executive Vice President and Chief Executive Officer shall function as the Chief of the Society's staff and
583 shall be responsible for the allocation of resources towards the Society's strategic goals and program
584 portfolios across all entities. The Executive Vice President and Chief Executive Officer also shall serve as
585 the general manager of the official publications of the Society.

586
587 **Section 3.2.** The Executive Vice President and Chief Executive Officer shall be the custodian
588 of all property of the Society, provide for registration of members at meetings of members, conduct the
589 general correspondence of the Society, and, with the consent of the President, employ necessary
590 assistance.

591
592 **Section 3.3.** The Executive Vice President and Chief Executive Officer shall collect all money
593 due the Society and pay out these funds under the joint supervision of the President and Secretary-
594 Treasurer, or upon their designated authority.

595
596 **Section 3.4.** The Executive Vice President and Chief Executive Officer shall make an annual
597 report to the House of Delegates.

598
599 **Section 4.** Speaker and Vice Speaker of the House of Delegates.

600
601 **Section 4.1.** The Speaker of the House of Delegates shall preside over all meetings of the
602 House of Delegates, but shall vote only in the case of a tie. The Speaker shall appoint all special
603 committees whose duties are concerned primarily with the operation and function of the House of
604 Delegates.

605
606 **Section 4.2.** The Speaker of the House of Delegates shall serve as an ex-officio voting
607 member of the Board of Directors and the Executive Committee.

608
609 **Section 4.3.** The Vice Speaker of the House of Delegates shall preside over the House of
610 Delegates in the absence of the Speaker, or at the Speaker's request. The Vice Speaker shall vote, if

611 serving as the Speaker, only in case of a tie. The Vice Speaker, serving in the capacity of Vice Speaker,
612 shall be entitled to vote on all matters before the House of Delegates.

613
614 **Section 4.4.** In the event of a vacancy of the Vice Speaker of the House of Delegates, the
615 President shall appoint a successor to serve through the next annual meeting.

616
617 **Section 5.** Secretary-Treasurer.

618
619 **Section 5.1.** The Secretary-Treasurer of the Society shall have the responsibility for
620 preparing, and maintaining custody of minutes of the meetings of the Board of Directors, its Executive
621 Committee, the House of Delegates and any other meeting of the Society's members, and for
622 authenticating records of the Society. The Secretary-Treasurer shall serve as the Chair of the Finance
623 Committee.

624
625 **Section 5.2.** The Secretary-Treasurer shall serve as an ex-officio, voting member of the
626 House of Delegates, the Board of Directors, and Executive Committee.

627
628 **Section 5.3.** The term of office of the Secretary-Treasurer of the Society shall be three (3)
629 years. In the event of a vacancy, the President shall appoint a successor to serve through the next annual
630 meeting.

631
632 **Section 6.** Officer resignations and vacancies

633
634 **Section 6.1** Each officer of the Society may resign at any time by giving written notice to the
635 Executive Vice President and Chief Executive Officer, who will inform the President. The resignation will
636 take effect on the date of the receipt of that notice or at a later date as specified in the notice. Any
637 resignation is without prejudice to the rights, if any, of the organization, as long as the resigning party
638 continues to abide by the bylaws and pays dues.

639
640 **Section 6.2** A vacancy in any office because of death, resignation, removal, disqualification
641 or any other cause shall be filled in a manner as prescribed in the Bylaws for regular appointment to the
642 office. In the event of a vacancy in any office other than the President, such vacancy shall be filled
643 temporarily by appointment by the President and shall remain in office until the next meeting of the House
644 of Delegates.

645
646 **Section 7. Professional Conduct.** Each officer will remain in compliance with the duties as
647 described in Article IX Section 1 of these bylaws.

648
649 **ARTICLE VIII**
650 **BOARD OF DIRECTORS**

651
652 **Section 1.** Duties. The Board of Directors shall have charge of the affairs of the Society, when the
653 House of Delegates is not in session.

654
655 **Section 2.** Qualifications. Each Director and Associate Director who represents a District must be a
656 member of, and for the purpose of these Bylaws be considered a representative of, a component society
657 or component student society, in that District.

658
659 **Section 3.** Executive Committee. There shall be a five (5) member Executive Committee of the
660 Board of Directors composed of the President, the President-Elect, the immediate Past-President, the
661 Speaker of the House of Delegates and the Secretary-Treasurer. The President may appoint non-voting
662 advisory members to the Executive Committee. The Executive Committee shall act in an advisory
663 capacity to the Board of Directors and to the President, who shall serve as its Chair.

664
665 **Section 4.** Finance Committee. There shall be a six (6) member Finance Committee of the Board of
666 Directors composed of the President, the President-Elect, the immediate Past-President, the Speaker of

667 the House of Delegates, the Secretary-Treasurer and the Executive Vice President and Chief Executive
668 Officer. The Executive Vice President and Chief Executive Officer will be a non-voting member. The
669 Secretary-Treasurer shall serve as its Chair. The Finance Committee shall have oversight responsibilities
670 for budget development, business agreements, and for investment, accounting and auditing matters of
671 the Society. The President may appoint non-voting advisory members to the Finance Committee.
672

673 **Section 5. Compensation Committee.** There shall be an eight (8) member Compensation Committee of
674 the Board of Directors comprised of the President, President-Elect, Immediate Past President, the
675 Speaker of the House of Delegates, the Chair of the Nominating Committee, the Secretary-Treasurer, the
676 Chair of the AMA Delegation, and one member of the MSV Board of Directors as appointed by the
677 President. The Immediate Past President shall serve as Chair of the Compensation Committee. The
678 Compensation Committee shall have responsibility for recommending to the Board of Directors
679 adjustments to the compensation and benefits package for the Executive Vice President and Chief
680 Executive Officer which shall be voted on by the Board of Directors in executive session.
681

682 **Section 6. Meetings.** Meetings of the Board of Directors shall be held upon call of the Executive
683 Vice President and Chief Executive Officer at the request of the President or any five (5) members of the
684 Board of Directors, upon reasonable notice. Actual expenses may be paid members attending meetings
685 of the Board of Directors between annual meetings.
686

687 **Section 7. Additional Duties.** The Executive Committee and the Board of Directors shall receive
688 reports at least semi-annually on the Society's budget. At each annual meeting, the Board of Directors
689 shall present to the House of Delegates for its action a budget for the next fiscal year.
690

691 **Section 8. Other Attendees.** The Secretary of Health and Human Resources, State Health
692 Commissioner, the Executive Director of the Virginia Board of Medicine and the Dean of each allopathic
693 or osteopathic medical school in Virginia may be requested to attend all meetings of the Board of
694 Directors.
695

696 **Section 9. Nominations for Virginia State Board of Medicine.** The Society shall submit nominations
697 to the Governor of Virginia for membership on the Virginia State Board of Medicine.
698

699 **Section 10. Quorum.** One-third of the Directors representing at least one-third of the districts, and
700 either the President or President-Elect, shall constitute a quorum of the Board of Directors.
701

702 **Section 11. Professional Conduct.** Each member of the Board of Directors will remain in compliance
703 with the duties as described in Article IX Section 1 of these bylaws.
704

705
706
707
ARTICLE IX
PROFESSIONAL CONDUCT

708 **Section 1.** Professional Conduct. Each officer, Associate Director, or Director of the Society shall
709 conduct themselves in a professional and ethical manner in discharging the duties of the respective
710 office, while taking appropriate action to advance and foster the business of the Society. Each officer or
711 director of the Society will remain in compliance with these bylaws and the Society's Code of Conduct
712 contained within the Society's Board of Directors Handbook.

713
714 Each officer, Associate Director, or Director of the Society will utilize the Society's Conflict Resolution
715 Processes, contained within the Society's Board of Directors Handbook, as the primary mechanism to
716 resolve conflict and/or complaints, unless the act or conduct is consistent with Article IX Section 2.

717
718
719 **Section 2.** Removal Process and Proceedings

720
721 Any officer, Associate Director, Director may be removed from office for cause. Grounds for removal
722 include but are not limited to any of the following circumstances:

- 723
724 1. Continued, gross, or willful neglect of the duties of the office, which in part include duties of care,
725 loyalty, and diligence, in addition to fiduciary duty
726 2. Actions that intentionally violate the bylaws
727 3. Failure to comply with the proper direction given by the Board
728 4. Failure or refusal to disclose necessary information on matters of organization business
729 5. Unauthorized expenditures or misuse of organization funds
730 6. Unwarranted attacks on any officer, member of the board of directors, board as a whole, or staff,
731 on an ongoing basis
732 7. Misrepresentation of the organization and its officers to outside persons
733 8. Conviction for a felony
734 9. Failure to adhere to professional ethics or any other action(s) deemed injurious to the reputation
735 of, or inconsistent with the best interests of the Society

736
737 Proceedings for the removal of an officer other than the Executive Vice President and Chief Executive
738 Officer, an Associate Director, or a Director of this Society from office shall be commenced by the filing to
739 the Executive Vice President and Chief Executive Officer a written complaint signed by not less than one-
740 third of the Board of Directors. Proceedings for the removal of the Executive Vice President and Chief
741 Executive Officer of this Society shall be commenced by the filing with the General Counsel and
742 President a written complaint signed by not less than one-third of the Board of Directors. Such complaint
743 shall name the person sought to be removed, shall state the cause for removal, and shall demand that a
744 meeting of the Board of Directors be held for the purpose of conducting a hearing on the charges set forth
745 in the complaint.

746
747 At the hearing upon such charges the person named in the complaint shall be afforded full opportunity to
748 be heard in his/her own defense, to be represented by legal counsel at personal expense or any other
749 person of his/her own choosing, to cross-examine the witnesses who testify against him/her, and to
750 examine witnesses and offer evidence in his/her own behalf. The Board of Directors shall convene for the
751 purposes of hearing the charges in such complaint no less than sixty (60) days subsequent to the date of
752 the service of the written notice upon such person sought to be removed.

753
754 A quorum for the purposes of this section shall consist of two-thirds (2/3) of the members of the Board of
755 Directors. Removal shall occur by a vote of two-thirds of the Board of Directors present at such meeting.

756
757 The hearing rights under these bylaws do not apply if an individual voluntarily resigns in accordance with
758 these bylaws.

759
760
ARTICLE X

INDEMNIFICATION

Section 1. Definitions.

"Applicant" means the person seeking, indemnification pursuant to this Article IX.

"Expenses" includes reasonable counsel fees.

"Liability" means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding.

"Official capacity" means (a) when used with respect to a Director, the office of Director in the Society, or (b) when used with respect to an individual other than a Director, the office in the Society held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Society. "Official capacity" does not include service for any other foreign or domestic corporation or any partnership, joint venture, employee benefit plan, or other enterprise.

"Party" includes an individual who was, or is threatened to be made a named defendant or respondent in a proceeding.

"Proceeding" means any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, formal or informal.

Section 2. Right of Indemnification. The Society shall indemnify any person who was or is a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative or investigative by reason of the fact that he/she is or was a Director, officer or employee of the Society, or a member of any committee of the Society or is or was serving at the request of the Society as a director, trustee, partner or officer of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability incurred by him/her in connection with such proceeding if (a) he/she believed, in the case of conduct in an official capacity, that his/her conduct was in the best interests of the Society, and in all other cases that his/her conduct was at least not opposed to its best interests, and, in the case of any criminal proceeding, had no reasonable cause to believe his/her conduct was unlawful, (b) in connection with a proceeding by or in the right of the Society, he/she was not adjudged liable to the Society, and (c) in connection with any, other proceeding charging improper benefit to him/her, whether or not involving action in his/her official capacity, he/she was not adjudged liable on the basis that personal benefit improperly was received. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the applicant did not act in good faith and in a manner which he/she believed to be in, or not opposed to, the best interests of the Society, and, with respect to any criminal proceeding or action, that the person had no reasonable cause to believe that her/his conduct was unlawful. A person serves an employee benefit plan at the Society's request if his/her duties to the Society also impose duties on, or otherwise involve services by, him/her to the plan or to participants in or beneficiaries of the plan. A person's conduct with respect to an employee benefit plan for a purpose believed to be in the interests of the participants and beneficiaries of the plan is conduct that satisfies the requirements of this section.

Section 3. Expenses of Successful Defense. To the extent that the applicant has been successful on the merits or otherwise in the defense of any proceeding referred to in Section 2 of this Article, or in the defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred in connection therewith.

Section 4. Determination of Proprietary of Indemnification. Any indemnification under this Article (unless ordered by a court) shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the applicant is proper in the circumstances because he/she has met the applicable standard of conduct set forth in this Article. Such determination shall be made either:

817
818 **A.** By the Board of Directors by a majority vote of a quorum consisting of Directors
819 not at the time parties to the proceeding; or

820
821 **B.** If a quorum cannot be obtained under subsection (A) of this section, by majority
822 vote of a committee duly designated by the Board of Directors (in which designation Directors who are
823 parties may participate), consisting of two (2) or more Directors not at the time parties to the proceeding;
824 or

825
826 **C.** By special legal counsel in a written opinion:
827
828 (i) Selected by the Board of Directors or its committee in the manner
829 prescribed in subsection (A) or (B) of this section; or

830
831 (ii) If a quorum of the Board of Directors cannot be obtained under
832 subsection (a) of this section and a committee cannot be designated under subsection (b) of this section,
833 selected by majority vote of the full Board of Directors, in which selection Directors who are parties may
834 participate; or

835
836 **D.** By the House of Delegates, but members of the House of Delegates who are
837 Directors who are at the time parties to the proceeding may not vote on the determination.

838
839 **Section 5.** Expenses of Counsel. Authorization of indemnification and evaluation of the
840 reasonableness of expenses shall be made in the same manner as the determination that indemnification
841 is permissible, except that if the determination is made by special legal counsel, authorization of
842 indemnification and evaluation of the reasonableness of expenses shall be made by those entitled under
843 subsection C of this Section 4 above to select counsel.

844
845 **A.** The Society may pay or reimburse the reasonable expenses incurred by any
846 applicant who is a party to a proceeding in advance of final disposition of the proceeding if:

847
848 (i) The applicant furnishes the Society a written statement of his/her good
849 faith belief that he/she has met the standard of conduct described in Section 2;

850
851 (ii) The applicant furnishes the Society, a written undertaking, executed
852 personally, or on his/her behalf, to repay the advance within a specified period of time if it is ultimately
853 determined that he/she did not meet the standard of conduct; and

854
855 (iii) A determination is made that the facts then known to those making the
856 determination would not preclude indemnification under this Article.

857
858 **B.** The undertaking required by paragraph (ii) of subsection (A) of this section shall
859 be an unlimited general obligation of the applicant but need not be secured and may be accepted without
860 reference to financial ability to make repayment.

861
862 **C.** Determinations and authorizations of payments under this section shall be made
863 in the manner specified in Section 5.

864
865 **Section 6.** Authority to Indemnify. The Board of Directors is hereby authorized, by majority vote of a
866 quorum of disinterested Directors, to cause the Society to indemnify, or contract in advance to indemnify,
867 any person not specified in Section 2 of this Article who was or is a party to any proceeding, by reason of
868 the fact that he/she is or was an agent of the Society, or is or was serving at the request of the Society as
869 an employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or
870 other enterprise, to the same extent as if such person were specified as one to whom indemnification is
871 granted in Section 2. The provisions of Sections 3 through 5 of this Article shall be applicable to an
872 indemnification provided hereafter pursuant to this Section 6.

873
874 **Section 7.** Insurance. The Society may purchase and maintain insurance to indemnify it against the
875 whole or any portion of the liability assumed by it in accordance with this Article and may also procure
876 insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or
877 was a Director, officer, employee or agent of the Society, or is or was serving at the request of the
878 Society, as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust,
879 employee benefit plan or other enterprise, against any liability, asserted against or incurred in an such
880 capacity, whether or not the Society would have authority, to indemnify him/her against such liability
881 under the provisions of this Article.

882
883 **Section 8.** References Included. Every reference herein to Directors, officers, committee members,
884 employees or agents shall include former Directors, officers, committee members, employees and agents
885 and their respective heirs, personal representatives, executors and administrators. The indemnification
886 provided shall not be exclusive or any other rights to which any person may be entitled, including any
887 right under policies of insurance that may be purchased and maintained by the Society or others, with
888 respect to claims, issues or matters in relation to which the Society would not have the power to
889 indemnify such person under the provisions of this Article, but no individual shall be entitled to be
890 indemnified more than once for the same claim and that credit will be given to the Society for any
891 collateral source reimbursement.

892
893 **Section 9.** Limitation of Liability of Officers and Directors. To the extent permitted by Section 13.1-
894 870.1 of the Code of Virginia, as it may be amended from time to time, or any successor provision to that
895 Section, officer and Directors of the Society shall not be liable for actions or conduct in their capacity as
896 officers and Directors of the Society.

897
898 **ARTICLE XI**
899 **COMMITTEES**

900
901 **Section 1.** Power to Appoint. The President shall appoint committees and subcommittees, as
902 he/she deems appropriate, as well as the chair of each committee or subcommittee. The chair of any
903 committee shall have the privilege of the floor when reporting to the House of Delegates or in any
904 incidental discussions. The President shall appoint one or more representative member(s) of the Virginia
905 Medical Group Management Association, or any of its successor organizations, as a voting member of
906 selected committees and subcommittees of the Society.

907
908 **Section 2.** Expenses. Actual expenses of members of any committee required to do official work
909 between annual meetings may be paid upon the recommendation of the chair of such committee and the
910 endorsement of the President, if presented within thirty (30) days after the meeting for which expenses
911 are sought, provided budget allowance be made for such purpose. All unexpended balances of any fund
912 authorized in the budget shall, on or before the end of each fiscal year, revert to the General Treasury.

913
914 **Section 3.** Authority. Except as otherwise provided in these Bylaws, members of committees shall
915 serve at the pleasure of the President.

916
917 **ARTICLE XII**
918 **ETHICS**

919
920 **Section 1.** Removal and Guiding Principles. The Principles of Medical Ethics governing the
921 members of the American Medical Association or American Osteopathic Association Code of Ethics shall
922 govern members of the Society. Any member whose license to practice medicine in Virginia has been
923 revoked or suspended when such order becomes final by the Board of Medicine shall be deleted from
924 membership in the Society.

925
926 **ARTICLE XIII**
927 **RULES OF ORDER**
928

929 **Section 1.** Rules of Order. In all matters not covered by its bylaws, special rules of order, and
930 standing rules, this organization shall be governed by the current edition of the *American Institute of*
931 *Parliamentarians Standard Code of Parliamentary Procedure.*

932
933 **ARTICLE XIV**
934 **AMENDMENTS**

935
936 **Section 1.** Authority to Amend Bylaws. Bylaw amendments may be proposed by any member.
937 Proposed amendments shall be submitted in writing through the Executive Vice President and Chief
938 Executive Officer. The Bylaws Committee shall consider and make written recommendations for
939 disposition of all properly proposed amendments in its report to the House of Delegates. Amendments
940 made at the time of the annual meeting shall lay on the table at least twenty-four (24) hours before they
941 may be considered for adoption and shall be handled in accordance with rules established by the House
942 of Delegates in accordance with Article V, Section 2. All previous Bylaws of the Society are repealed
943 when these Bylaws are adopted and put into effect.

944
945 **Section 2.** Vote to Amend Bylaws. These Bylaws shall be amended only by a two-thirds majority
946 vote of the members of the House of Delegates present and shall be effective as of the vote or as
947 provided for in the Resolution of the House of Delegates.
948

APPENDIX A
Approved September 25, 2018

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First District:

Mid-Tidewater Medical Society

Second District:

Chesapeake Medical Society; Norfolk Academy of Medicine; Tri-County Medical Society; Virginia Beach Medical Society; Eastern Virginia Medical School Student Section

Third District:

Richmond Academy of Medicine; Virginia Commonwealth University Medical School Student Section

Fourth District:

Reserved

Fifth District:

Danville-Pittsylvania Academy of Medicine

Sixth District:

Lynchburg Academy of Medicine; Roanoke Valley Academy of Medicine; Virginia Tech-Carillion Medical School Student Section; Liberty University College of Osteopathic Medicine Student Section

Seventh District:

Albemarle County Medical Society; Fauquier County Medical Society; University of Virginia Student Medical Society

Eighth District:

Prince William County Medical Society

Ninth District:

Tazewell County Medical Society; Edward Via College of Osteopathic Medicine Student Section

Tenth District:

Arlington County Medical Society; Medical Society of Northern Virginia

986

APPENDIX A (Continued)

987 **Specialties:**

988

989 Allergy

990 Anesthesiology

991 Cardiology

992 Dermatology

993 Emergency Medicine

994 Family Practice

995 Gastroenterology

996 Hematology/Oncology

997 Internal Medicine

998 Neurological Surgery

999 Neurology

1000 Obstetrics/Gynecology

1001 Occupational & Environmental Medicine

1002 Ophthalmology

1003 Orthopaedic Surgery

1004 Otolaryngology

1005 Pathology

1006 Pediatrics

1007 Physical Medicine & Rehabilitation

1008 Plastic Surgery

1009 Preventive Medicine

1010 Psychiatry

1011 Radiology

1012 Rheumatology

1013 Sleep Medicine

1014 Surgery

1015 Thoracic Surgery

1016 Urology