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**AMENDED AND RESTATED BYLAWS OF
THE MEDICAL SOCIETY OF VIRGINIA
EFFECTIVE OCTOBER 15, 2023**

**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.** Physician Assistants. Affiliate members who are physician assistants shall, as a
90 condition of membership, hold an active license as a physician assistant from the Virginia Board of
91 Medicine or, if such physician assistant is retired, hold an inactive license from the Virginia Board of
92 Medicine.
93

94 **Section 8.2.** Affiliate Member Rights. Affiliate members shall have the right to vote and serve
95 on committees.
96

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

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

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

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

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

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

125 **ARTICLE III**

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

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

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

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

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

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.
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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 E. Licensed Virginia physicians must comprise the majority of the voting
167 membership of the specialty organization except the physician assistants specialty organization, the
168 voting membership of which licensed Virginia physician assistants must comprise a majority of the voting
169 membership.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

277 **Section 3.** Voting. Active, student and resident physician members may vote on any matter that the
278 House of Delegates determines is of sufficient importance that it should be submitted to the voting
279 members of the Society.
280

281 **Section 4.** Virtual Meetings. Any meeting of members described in these Bylaws may be held
282 virtually at the discretion of the President and in consultation with the Executive Vice President and Chief
283 Executive Officer.
284

ARTICLE V HOUSE OF DELEGATES

289 **Section 1.** Composition. The House of Delegates shall be the policy making body of the Society.
290 The House of Delegates shall consist of delegates elected by the component societies, component
291 student societies, component resident physician sections, specialty sections, the hospital medical staff
292 section, health systems, academic medical schools and the following ex-officio members: The President,
293 President-Elect, Speaker of the House of Delegates, Vice Speaker of the House of Delegates, Secretary-
294 Treasurer, directors and associate directors, all Past Presidents of the Society, any general officer of the
295 American Medical Association who also is a member of the Society, and the delegates and alternate
296 delegates of the Society to the American Medical Association. Delegates elected by component societies,
297 specialty sections, component student societies, component resident physician sections, the hospital
298 medical staff section, health systems, and academic medical schools shall serve a one-year term. Ex-
299 officio members of the House of Delegates, except for the Speaker, as provided in Article VII, Section 4,
300 shall have full voting rights and will not be included in the delegate allotment for each component society.
301 No voting by proxy shall be permitted in the House of Delegates. Each member of the House of
302 Delegates also must be a member of the Society.
303

304 **Section 2.** Assembly. The first assembly of the House of Delegates shall be held on the first (1st)
305 day of the annual meeting. The House of Delegates shall adopt rules of procedure to govern the conduct
306 of business during the meeting.
307

308 **Section 3.** Election of Membership. Each component society shall annually elect to membership in
309 the House of Delegates, one delegate and one alternate for each thirty-five (35), or major fraction thereof,
310 of its members, or non-component society members that reside within the component's geographic
311 territory, who are members of the Society or, in its discretion, may elect one delegate and one alternate
312 from each county and each city in its territorial area. For purposes of determining the number of
313 delegates and alternates to which it is entitled, a component society may count (a) direct Society
314 members the major portion of whose practice is within the territorial jurisdiction of the component society
315 and (b) a resident physician only if he/she is a member of the component society, and an active member
316 of the Society. In any event, each component society is entitled to at least one delegate and one
317 alternate in the House of Delegates. In the event a delegate is not present at any meeting of the House
318 of Delegates, his/her alternate shall succeed to all of his/her privileges. Delegates and alternates shall be
319 active members, student active members or resident physician members of the Society.
320

321 **Section 3.1.** Each component student society annually may elect to membership in the House
322 of Delegates two (2) delegates and two (2) alternates. Student active members, their component student
323 society, and the delegates from the component student society shall be considered members, societies
324 and delegates of the territorial area in which is located the medical school with which they are affiliated.
325

326 **Section 3.2.** The component resident physician section annually may elect to membership in
327 the House of Delegates one delegate and one alternate for each thirty-five (35), or major fraction thereof,
328 of its members who are members of the Society.
329

330 **Section 3.3.** Each specialty section listed in Appendix A shall annually elect delegates, who
331 are also members of the Medical Society of Virginia, to membership in the House of Delegates. The
332 apportionment of delegates from each specialty society shall be a minimum of one delegate and one
333

333 alternate. If at least forty (40) percent of its members are members of the Society the specialty society
334 shall be entitled to two delegates and two alternates; if at least sixty (60) percent of its members are
335 members of the Society the specialty society shall be entitled to three delegates and three alternates.
336 Prior to the annual meeting each specialty section shall submit the name(s) of its delegate(s) and
337 alternate delegate(s) to the Speaker of the House of Delegates or his designee. In the event a delegate
338 for a specialty section is not present at any meeting of the House of Delegates, his/her alternate shall
339 succeed to all privileges.

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

348
349 **Section 3.5.** The hospital medical staff section shall elect annually to membership in the
350 House of Delegates one delegate and one alternate. In the event the delegate for hospital medical staff
351 section is not present at any meeting of the House of Delegates, his/her alternate shall succeed to all
352 privileges.

353
354 **Section 3.6.** Each health system shall elect annually to membership in the House of
355 Delegates one delegate and one alternate. In the event the delegate for the health system is not present
356 at any meeting of the House of Delegates, his/her alternate shall succeed to all privileges.

357
358 **Section 3.7.** Each academic medical school shall elect annually to membership in the House
359 of Delegates one delegate and one alternate. In the event the delegate for the academic medical school
360 is not present at any meeting of the House of Delegates, his/her alternate shall succeed to all privileges.

361
362 **Section 3.8.** Each district shall annually elect to membership in the House of Delegates, one
363 delegate and one alternate for each thirty-five (35), or major fraction thereof, of its members who are
364 members of the Society that reside in a city or county not represented by a component society within the
365 district. Such delegates will be approved by the District Director. Presidents of component societies
366 located within the District shall be informed of such selection prior to the House of Delegates.

367
368 **Section 4.** Quorum. Twenty-five (25) percent of the number of delegates allowed representing at
369 least eight (8) districts shall constitute a quorum of the House of Delegates.

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

378
379 **Section 6.** Budget. The House of Delegates, at each annual meeting, shall adopt a budget for the
380 ensuing fiscal year.

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

389 authorized to serve, at the last regular meeting of the House of Delegates. If any member is unable to
390 serve, then another member shall be elected or appointed by the Board of Directors to serve. The
391 transaction of business at any special meeting of the House of Delegates shall be limited to the purpose
392 in the notice for the meeting.

393 **ARTICLE VI** 394 **ELECTIONS**

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396
397 **Section 1.** Nominating Committee. The House of Delegates, at its second session of the Annual
398 Meeting, shall elect from its membership a Nominating Committee consisting of one member from each
399 District who shall be nominated by the delegates present from that district, and one member from the
400 academic medical schools who shall be nominated by the academic medical school Director, and one
401 member from the Medical Student Section (MSS) nominated by the MSS.

402
403 **Section 1.1.** The Nominating Committee is charged with the task of identifying, recruiting,
404 promoting and nominating those individuals that will best serve the needs of the Society, and to
405 encourage their decision to be active in Society leadership.

406
407 **A.** The Nominating Committee shall recommend to the House of Delegates one or
408 more members for each of the offices to be filled at the Annual Meeting, including Delegates and
409 Alternate Delegates to the Society's AMA Delegation. The Nominating Committee shall present its
410 recommendations to the membership in conjunction with the September Board meeting or within thirty
411 (30) days prior to the Annual Meeting.

412
413 **B.** Further nominations for each office may be made at the Annual Meeting from the
414 floor by members of the House of Delegates. Except where there is only one nominee for an office, the
415 election of officers and AMA representatives shall be by ballot, and a majority vote shall be necessary for
416 election. The nominee with the fewest votes shall be dropped on each ballot in succession until one
417 receives a majority vote.

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

431
432 **D.** The Chair of the Nominating Committee shall be chosen by majority vote of those
433 members elected to serve on the committee by the House of Delegates. No person shall serve more
434 than two consecutive one year terms as chair. It is encouraged that the chair rotate throughout
435 geographic areas of the Commonwealth.

436
437 **Section 2.** Election of President-Elect. At each annual meeting, the House of Delegates shall elect
438 a President-Elect for a term of one (1) year. At the end of this term, the President-Elect shall become
439 President for a term of one (1) year.

440
441 **Section 3.** Election of Secretary-Treasurer, Speaker and Vice Speaker. At each annual meeting,
442 the House of Delegates shall elect a Secretary-Treasurer. The House of Delegates also shall elect a
443 Speaker and Vice Speaker. The term of office for each of the officers described in this Article shall be
444 one (1) year except for the Secretary-Treasurer, whose term shall be three (3) years.

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Section 4. Board of Directors; Composition. There shall be members of the Board of Directors consisting of one representative from Board Districts 1, 5, 6, 8, and 9, two (2) representatives from Board Districts 2, 3, 7, and 10, one representative from the academic medical schools, one (1) representative from the Medical Student Section, one (1) representative from the Resident and Fellow Section, one (1) representative of the MSVF who is a member of the Society and who is a physician and the following ex-officio members: The President, the President-Elect, the immediate past President, the Speaker of the House of Delegates and the Secretary-Treasurer. Ex-officio members of the Board of Directors shall have full voting rights.

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

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

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

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

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

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

Section 5.6. A representative from the academic medical schools duly accredited or licensed by the Commonwealth of Virginia shall be elected by the House of Delegates as a Director for a term of two years provided all such schools annually achieve and maintain the established membership equivalency requirements for their respective full time academic physicians as of the annual meeting of the Society coincident with the election. Annual membership equivalency requirements shall be determined by the Board of Directors and communicated by the President or his designee to all such schools. Such requirements are incorporated herein by reference. For subsequent elections, a representative shall only be elected by the House of Delegates provided all such schools have achieved and continue to maintain annually the membership equivalency requirements established for their respective full time academic physicians. In the event that the membership equivalency requirements are not achieved or maintained annually for all such schools, the seat on the Board of Directors, seat on the Associate Directors and seat on the Nominating Committee shall terminate until such time as the

501 membership equivalencies are achieved, as determined by the President of the Society. For regular term
502 elections, the nominee to serve as the representative shall be selected by such schools in a method
503 agreed upon by the schools. The name of the nominee shall be submitted to the Speaker of the House of
504 Delegates or his designee in advance of the annual meeting together with the number of full time
505 academic physicians for all such schools. The term limits in Section 5 shall apply to this section.
506

507 **Section 5.7.** An Associate Director representing the academic medical schools accredited or
508 licensed by the Commonwealth of Virginia shall be elected by majority vote of the House of Delegates at
509 the annual meeting to assist the Director and to substitute when the director is unable to perform his/her
510 duties. The Associate Director shall be elected for a term of two (2) years. Any Associate Director who
511 has served three (3) consecutive full two (2) year terms shall not be eligible for a fourth consecutive
512 terms, but may be re-elected after being out of office for at least one (1) year. Associate Directors shall
513 be requested to attend all meetings. Any Associate Director may speak on behalf of the academic
514 medical schools, but shall not vote in Board meetings.
515

516 **Section 6.** Districts Described. The Districts for the Society shall be composed of the component
517 societies, component student societies and orphan cities/counties set forth on Appendix A attached
518 hereto and incorporated by this reference. The number and configuration of Districts may be changed by
519 vote of two-thirds majority of members of the House of Delegates present.
520

521 **Section 7.** Vacancies. Each Director or Associate Director of the Society may resign at any time by
522 giving written notice to the Executive Vice President and Chief Executive Officer, who will inform the
523 President. The resignation will take effect on the date of the receipt of that notice or at a later date as
524 specified in the notice. Any resignation is without prejudice to the rights, if any, of the organization, as
525 long as the resigning party continues to abide by the bylaws and pays dues. At the time of a Board of
526 Directors meeting, if there is a vacancy in the membership of the Board of Directors, the Board of
527 Directors may fill the vacancy from nomination(s) by the President. If the vacancy is from a District with
528 an Associate Director, the Associate Director shall automatically be nominated to the Board of Directors
529 for approval to fill the vacancy of the Director seat and the District may nominate a new Associate Director
530 and may recommend to the Board of Directors for approval to fill the vacancy of the Associate Director
531 until the next annual meeting. If for any other reason there is a vacancy in the Director or Associate
532 Director position, the District may nominate a replacement and recommend to the Board of Directors for
533 approval to fill that vacancy. If the District does not nominate a replacement for the Director or Associate
534 Director position, the President may recommend a replacement from that District for approval by the
535 Board. In the event a vacancy of the medical student or resident Director occurs, the President may
536 contact the respective section to obtain a nomination to be submitted to the Board for approval. Any
537 Director so elected to fill a vacant Director's seat shall serve until the next annual meeting unless earlier
538 removed in accordance with these Bylaws and applicable law. Such Director shall be eligible to serve
539 three consecutive two (2) year terms in addition to the partial term for which the Director was elected to fill
540 the vacancy. Should a vacancy occur in the academic medical schools' representation to the Board, the
541 academic medical schools shall provide a nominee for appointment by the President for the remainder of
542 the term.
543

544 **Section 8.** Term. The officers shall begin service at the adjournment of the annual meeting of the
545 House of Delegates and continue until the end of the next meeting of the House of Delegates or until a
546 successor qualifies, except as provided for in Article VII, Section 6.3.
547

548 **ARTICLE VII**

549 **OFFICERS**

550 **Section 1.** President.
551

552 **Section 1.1.** The President shall be the chief elected officer of the Society.
553
554

555 **Section 1.2.** The President shall preside over meetings of the members of the Society, and
556 shall be a member of the House of Delegates, chair of the Board of Directors, and a voting, ex-officio
557 member of all committees.
558

559 **Section 1.3.** The President shall fill any vacancy in any committee or in the Society's
560 delegation to the House of Delegates of the American Medical Association occurring between annual
561 meetings, and such appointment shall be valid until the adjournment of the next annual meeting. The
562 President may appoint any necessary special committees during his/her term.
563

564 **Section 1.4.** The President shall visit as many of the component societies of the Society as
565 possible during the year, in the interest of the Society, actual expenses incurred being paid in accordance
566 with the budget.
567

568 **Section 2.** President-Elect.
569

570 **Section 2.1.** The President-Elect shall be a member of the House of Delegates, the Board of
571 Directors and the Executive Committee. The President-Elect shall succeed to the presidency at the end
572 of the President's term.
573

574 **Section 2.2.** In case there is a vacancy in the office of President-Elect and the House of
575 Delegates is not in session, the Board of Directors may appoint a President-Elect pro tempore. If at the
576 annual meeting there is a vacancy in the office of President-Elect, or in case the President-Elect was
577 appointed pro tempore by the Board of Directors, the House of Delegates shall elect a President for the
578 following term.
579

580 **Section 3.** Executive Vice President and Chief Executive Officer.
581

582 **Section 3.1.** The Board of Directors, upon the recommendation of the Executive Committee of
583 the Board of Directors, shall appoint the Executive Vice President and Chief Executive Officer. The
584 Executive Vice President and Chief Executive Officer need not be a member of the Society. The
585 Executive Vice President and Chief Executive Officer of the Society shall be the executive agent of the
586 Society, and shall assist the Secretary-Treasurer of the Society in developing minutes of general
587 meetings, the House of Delegates, the Board of Directors and the Executive Committee. In addition, the
588 Executive Vice President and Chief Executive Officer shall function as the Chief of the Society's staff and
589 shall be responsible for the allocation of resources towards the Society's strategic goals and program
590 portfolios across all entities. The Executive Vice President and Chief Executive Officer also shall serve as
591 the general manager of the official publications of the Society.
592

593 **Section 3.2.** The Executive Vice President and Chief Executive Officer shall be the custodian
594 of all property of the Society, provide for registration of members at meetings of members, conduct the
595 general correspondence of the Society, and, with the consent of the President, employ necessary
596 assistance.
597

598 **Section 3.3.** The Executive Vice President and Chief Executive Officer shall collect all money
599 due the Society and pay out these funds under the joint supervision of the President and Secretary-
600 Treasurer, or upon their designated authority.
601

602 **Section 3.4.** The Executive Vice President and Chief Executive Officer shall make an annual
603 report to the House of Delegates.
604

605 **Section 4.** Speaker and Vice Speaker of the House of Delegates.
606

607 **Section 4.1.** The Speaker of the House of Delegates shall preside over all meetings of the
608 House of Delegates, but shall vote only in the case of a tie. The Speaker shall appoint all special
609 committees whose duties are concerned primarily with the operation and function of the House of
610 Delegates.

611
612 **Section 4.2.** The Speaker of the House of Delegates shall serve as an ex-officio voting
613 member of the Board of Directors and the Executive Committee.
614

615 **Section 4.3.** The Vice Speaker of the House of Delegates shall preside over the House of
616 Delegates in the absence of the Speaker, or at the Speaker's request. The Vice Speaker shall vote, if
617 serving as the Speaker, only in case of a tie. The Vice Speaker, serving in the capacity of Vice Speaker,
618 shall be entitled to vote on all matters before the House of Delegates.
619

620 **Section 4.4.** In the event of a vacancy of the Vice Speaker of the House of Delegates, the
621 President shall appoint a successor to serve through the next annual meeting.
622

623 **Section 5.** Secretary-Treasurer.
624

625 **Section 5.1.** The Secretary-Treasurer of the Society shall have the responsibility for
626 preparing, and maintaining custody of minutes of the meetings of the Board of Directors, its Executive
627 Committee, the House of Delegates and any other meeting of the Society's members, and for
628 authenticating records of the Society. The Secretary-Treasurer shall serve as the Chair of the Finance
629 Committee.
630

631 **Section 5.2.** The Secretary-Treasurer shall serve as an ex-officio, voting member of the
632 House of Delegates, the Board of Directors, and Executive Committee.
633

634 **Section 5.3.** The term of office of the Secretary-Treasurer of the Society shall be three (3)
635 years. In the event of a vacancy, the President shall appoint a successor to serve through the next annual
636 meeting.
637

638 **Section 6.** Officer resignations and vacancies
639

640 **Section 6.1** Each officer of the Society may resign at any time by giving written notice to the
641 Executive Vice President and Chief Executive Officer, who will inform the President. The resignation will
642 take effect on the date of the receipt of that notice or at a later date as specified in the notice. Any
643 resignation is without prejudice to the rights, if any, of the organization, as long as the resigning party
644 continues to abide by the bylaws and pays dues.
645

646 **Section 6.2** A vacancy in any office because of death, resignation, removal, disqualification
647 or any other cause shall be filled in a manner as prescribed in the Bylaws for regular appointment to the
648 office. In the event of a vacancy in any office other than the President, such vacancy shall be filled
649 temporarily by appointment by the President and shall remain in office until the next meeting of the House
650 of Delegates.
651

652 **Section 7. Professional Conduct.** Each officer will remain in compliance with the duties as
653 described in Article IX Section 1 of these bylaws.
654

655 **ARTICLE VIII**
656 **BOARD OF DIRECTORS**
657

658 **Section 1.** Duties. The Board of Directors shall have charge of the affairs of the Society, when the
659 House of Delegates is not in session.
660

661 **Section 2.** Qualifications. Each Director and Associate Director who represents a District must be a
662 member of, and for the purpose of these Bylaws be considered a representative of, a component society
663 or component student society, in that District.
664

665 **Section 3.** Executive Committee. There shall be a five (5) member Executive Committee of the
666 Board of Directors composed of the President, the President-Elect, the immediate Past-President, the

667 Speaker of the House of Delegates and the Secretary-Treasurer. The President may appoint non-voting
668 advisory members to the Executive Committee. The Executive Committee shall act in an advisory
669 capacity to the Board of Directors and to the President, who shall serve as its Chair.
670

671 **Section 4.** Finance Committee. There shall be a six (6) member Finance Committee of the Board of
672 Directors composed of the President, the President-Elect, the immediate Past-President, the Speaker of
673 the House of Delegates, the Secretary-Treasurer and the Executive Vice President and Chief Executive
674 Officer. The Executive Vice President and Chief Executive Officer will be a non-voting member. The
675 Secretary-Treasurer shall serve as its Chair. The Finance Committee shall have oversight responsibilities
676 for budget development, business agreements, and for investment, accounting and auditing matters of
677 the Society. The President may appoint non-voting advisory members to the Finance Committee.
678

679 **Section 5.** Compensation Committee. There shall be an eight (8) member Compensation Committee
680 of the Board of Directors comprised of the President, President-Elect, a Past President, the Speaker of
681 the House of Delegates, the Chair of the Nominating Committee, the Secretary-Treasurer, the Chair of
682 the AMA Delegation, and one member of the MSV Board of Directors as appointed by the President. The
683 President shall appoint the Chair of the Compensation Committee. The Chair may serve multiple one-
684 year terms. The Compensation Committee shall have responsibility for recommending to the Board of
685 Directors adjustments to the compensation and benefits package for the Executive Vice President and
686 Chief Executive Officer which shall be voted on by the Board of Directors in executive session.
687

688 **Section 6.** Meetings. Meetings of the Board of Directors shall be held upon call of the Executive
689 Vice President and Chief Executive Officer at the request of the President or any five (5) members of the
690 Board of Directors, upon reasonable notice. Actual expenses may be paid members attending meetings
691 of the Board of Directors between annual meetings.
692

693 **Section 7.** Additional Duties. The Executive Committee and the Board of Directors shall receive
694 reports at least semi-annually on the Society's budget. At each annual meeting, the Board of Directors
695 shall present to the House of Delegates for its action a budget for the next fiscal year.
696

697 **Section 8.** Other Attendees. The Secretary of Health and Human Resources, State Health
698 Commissioner, the Executive Director of the Virginia Board of Medicine and the Dean of each allopathic
699 or osteopathic medical school in Virginia may be requested to attend all meetings of the Board of
700 Directors.
701

702 **Section 9.** Nominations for Virginia State Board of Medicine. The Society shall submit nominations
703 to the Governor of Virginia for membership on the Virginia State Board of Medicine.
704

705 **Section 10.** Quorum. One-third of the Directors representing at least one-third of the districts, and
706 either the President or President-Elect, shall constitute a quorum of the Board of Directors.
707

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

710
711
712
ARTICLE IX
PROFESSIONAL CONDUCT

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

718
719 Each officer, Associate Director, or Director of the Society will utilize the Society's Conflict Resolution
720 Processes, contained within the Society's Board of Directors Handbook, as the primary mechanism to
721 resolve conflict and/or complaints, unless the act or conduct is consistent with Article IX Section 2.
722

723
724 **Section 2.** Removal Process and Proceedings
725

726 Any officer, Associate Director, Director may be removed from office for cause. Grounds for removal
727 include but are not limited to any of the following circumstances:
728

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

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

751
752 At the hearing upon such charges the person named in the complaint shall be afforded full opportunity to
753 be heard in his/her own defense, to be represented by legal counsel at personal expense or any other
754 person of his/her own choosing, to cross-examine the witnesses who testify against him/her, and to
755 examine witnesses and offer evidence in his/her own behalf. The Board of Directors shall convene for the
756 purposes of hearing the charges in such complaint no less than sixty (60) days subsequent to the date of
757 the service of the written notice upon such person sought to be removed.
758

759 A quorum for the purposes of this section shall consist of two-thirds (2/3) of the members of the Board of
760 Directors. Removal shall occur by a vote of two-thirds of the Board of Directors present at such meeting.
761

762 The hearing rights under these bylaws do not apply if an individual voluntarily resigns in accordance with
763 these bylaws.
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**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

821 determination that indemnification of the applicant is proper in the circumstances because he/she has met
822 the applicable standard of conduct set forth in this Article. Such determination shall be made either:
823

824 **A.** By the Board of Directors by a majority vote of a quorum consisting of Directors
825 not at the time parties to the proceeding; or
826

827 **B.** If a quorum cannot be obtained under subsection (A) of this section, by majority
828 vote of a committee duly designated by the Board of Directors (in which designation Directors who are
829 parties may participate), consisting of two (2) or more Directors not at the time parties to the proceeding;
830 or
831

832 **C.** By special legal counsel in a written opinion:
833

834 (i) Selected by the Board of Directors or its committee in the manner
835 prescribed in subsection (A) or (B) of this section; or
836

837 (ii) If a quorum of the Board of Directors cannot be obtained under
838 subsection (a) of this section and a committee cannot be designated under subsection (b) of this section,
839 selected by majority vote of the full Board of Directors, in which selection Directors who are parties may
840 participate; or
841

842 **D.** By the House of Delegates, but members of the House of Delegates who are
843 Directors who are at the time parties to the proceeding may not vote on the determination.
844

845 **Section 5.** Expenses of Counsel. Authorization of indemnification and evaluation of the
846 reasonableness of expenses shall be made in the same manner as the determination that indemnification
847 is permissible, except that if the determination is made by special legal counsel, authorization of
848 indemnification and evaluation of the reasonableness of expenses shall be made by those entitled under
849 subsection C of this Section 4 above to select counsel.
850

851 **A.** The Society may pay or reimburse the reasonable expenses incurred by any
852 applicant who is a party to a proceeding in advance of final disposition of the proceeding if:
853

854 (i) The applicant furnishes the Society a written statement of his/her good
855 faith belief that he/she has met the standard of conduct described in Section 2;
856

857 (ii) The applicant furnishes the Society, a written undertaking, executed
858 personally, or on his/her behalf, to repay the advance within a specified period of time if it is ultimately
859 determined that he/she did not meet the standard of conduct; and
860

861 (iii) A determination is made that the facts then known to those making the
862 determination would not preclude indemnification under this Article.
863

864 **B.** The undertaking required by paragraph (ii) of subsection (A) of this section shall
865 be an unlimited general obligation of the applicant but need not be secured and may be accepted without
866 reference to financial ability to make repayment.
867

868 **C.** Determinations and authorizations of payments under this section shall be made
869 in the manner specified in Section 5.
870

871 **Section 6.** Authority to Indemnify. The Board of Directors is hereby authorized, by majority vote of a
872 quorum of disinterested Directors, to cause the Society to indemnify, or contract in advance to indemnify,
873 any person not specified in Section 2 of this Article who was or is a party to any proceeding, by reason of
874 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
875 an employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or
876 other enterprise, to the same extent as if such person were specified as one to whom indemnification is

877 granted in Section 2. The provisions of Sections 3 through 5 of this Article shall be applicable to an
878 indemnification provided hereafter pursuant to this Section 6.
879

880 **Section 7.** Insurance. The Society may purchase and maintain insurance to indemnify it against the
881 whole or any portion of the liability assumed by it in accordance with this Article and may also procure
882 insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or
883 was a Director, officer, employee or agent of the Society, or is or was serving at the request of the
884 Society, as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust,
885 employee benefit plan or other enterprise, against any liability, asserted against or incurred in an such
886 capacity, whether or not the Society would have authority, to indemnify him/her against such liability
887 under the provisions of this Article.
888

889 **Section 8.** References Included. Every reference herein to Directors, officers, committee members,
890 employees or agents shall include former Directors, officers, committee members, employees and agents
891 and their respective heirs, personal representatives, executors and administrators. The indemnification
892 provided shall not be exclusive or any other rights to which any person may be entitled, including any
893 right under policies of insurance that may be purchased and maintained by the Society or others, with
894 respect to claims, issues or matters in relation to which the Society would not have the power to
895 indemnify such person under the provisions of this Article, but no individual shall be entitled to be
896 indemnified more than once for the same claim and that credit will be given to the Society for any
897 collateral source reimbursement.
898

899 **Section 9.** Limitation of Liability of Officers and Directors. To the extent permitted by Section 13.1-
900 870.1 of the Code of Virginia, as it may be amended from time to time, or any successor provision to that
901 Section, officer and Directors of the Society shall not be liable for actions or conduct in their capacity as
902 officers and Directors of the Society.
903

904 **ARTICLE XI**

905 **COMMITTEES**

906
907 **Section 1.** Power to Appoint. The President shall appoint committees and subcommittees, as
908 he/she deems appropriate, as well as the chair of each committee or subcommittee. The chair of any
909 committee shall have the privilege of the floor when reporting to the House of Delegates or in any
910 incidental discussions. The President shall appoint one or more representative member(s) of the Virginia
911 Medical Group Management Association, or any of its successor organizations, as a voting member of
912 selected committees and subcommittees of the Society.
913

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

919
920 **Section 3.** Authority. Except as otherwise provided in these Bylaws, members of committees shall
921 serve at the pleasure of the President.
922

923 **ARTICLE XII**

924 **ETHICS**

925
926 **Section 1.** Removal and Guiding Principles. The Principles of Medical Ethics governing the
927 members of the American Medical Association or American Osteopathic Association Code of Ethics shall
928 govern members of the Society. Any member whose license to practice medicine in Virginia has been
929 revoked or suspended when such order becomes final by the Board of Medicine shall be deleted from
930 membership in the Society.
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**ARTICLE XIII
RULES OF ORDER**

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

**ARTICLE XIV
AMENDMENTS**

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

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

APPENDIX A
Approved October 15, 2023

- 955
- 956
- 957 **First District:**
- 958 Mid-Tidewater Medical Society
- 959
- 960 **Second District:**
- 961 Tri-County Medical Society; Coastal Virginia Medical Society; Eastern Virginia Medical School Student
- 962 Section
- 963
- 964 **Third District:**
- 965 Richmond Academy of Medicine; Virginia Commonwealth University Medical School Student Section
- 966
- 967 **Fourth District:**
- 968 Reserved
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- 970 **Fifth District:**
- 971 Danville-Pittsylvania Academy of Medicine
- 972
- 973 **Sixth District:**
- 974 Lynchburg Academy of Medicine; Virginia Tech-Carillion Medical School Student Section; Liberty
- 975 University College of Osteopathic Medicine Student Section
- 976
- 977 **Seventh District:**
- 978 Albemarle County Medical Society; University of Virginia Student Medical Society
- 979
- 980 **Eighth District:**
- 981 Prince William County Medical Society
- 982
- 983 **Ninth District:**
- 984 Tazewell County Medical Society; Edward Via College of Osteopathic Medicine Student Section
- 985
- 986 **Tenth District:**
- 987 Arlington County Medical Society; Medical Society of Northern Virginia
- 988
- 989

990

APPENDIX A (Continued)

991 **Specialties:**

992

993 Allergy

994 Anesthesiology

995 Cardiology

996 Dermatology

997 Emergency Medicine

998 Family Practice

999 Gastroenterology

1000 Hematology/Oncology

1001 Internal Medicine

1002 Neurological Surgery

1003 Neurology

1004 Obstetrics/Gynecology

1005 Occupational & Environmental Medicine

1006 Ophthalmology

1007 Orthopaedic Surgery

1008 Otolaryngology

1009 Pathology

1010 Pediatrics

1011 Physical Medicine & Rehabilitation

1012 Physician Assistant

1013 Plastic Surgery

1014 Preventive Medicine

1015 Psychiatry

1016 Radiology

1017 Rheumatology

1018 Sleep Medicine

1019 Surgery

1020 Thoracic Surgery

1021 Urology