



HOUSE OF DELEGATES

New Delegate & Reference Committee Orientation Guide

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House of Delegates Overview

The Medical Society of Virginia's (MSV's) House of Delegates (House) is the policymaking body of the Society. It is comprised of member delegates from across the Commonwealth who represent a broad range of medical specialties and practice settings. The decisions made by the House drive the Society's year-round policy and advocacy efforts.

The House convenes in accordance with MSV's Bylaws and Rules of Procedure, which govern its proceedings and leadership. As the Society's policymaking body, the House ensures that members' perspectives are represented when establishing MSV's policy positions.

Session Days

There are three distinct sessions that take place during the Annual Meeting.

→ Friday - Session One

Session One occurs on the Friday of Annual Meeting and is the first official session of the House. This session includes various speeches, addresses, and updates for the House. Session One is also when the Clarence A. Holland Award is presented, as well as any other member appreciation activities. During this session, the submitted resolutions for consideration are accepted by the House as official business for the upcoming sessions and hearings. If there are late resolutions, this is also when those resolutions will be considered for acceptance by the House.

→ Reference Committee Hearings

The Reference Committee hearings occur Friday following the end of Session One of the House and exist for the purpose of hearing member opinions on the resolutions submitted. These hearings will occur in direct succession of each other, meaning once the hearing for Reference Committee One ends, the hearing for Reference Committee Two begins. At the conclusion of all Reference Committee hearings, the Reference Committee members will go into a closed session to complete their respective reports.

→ Sunday - Session Two

Session Two is the last event of the Annual Meeting and occurs on Sunday. This session will include the Committee reports, elections, and the Reference Committee Reports. Most importantly, this session is where the final decisions are made on the resolutions submitted as official House business and consideration.

House Leadership

Sessions One and Two are presided over by the Speaker of the House, and the Vice Speaker of the House in the absence of the Speaker, or at the Speaker's request. The Speaker is responsible for leading the House through each session, including organized discussions and debates regarding all official business brought before the House. The Speaker is also responsible for appointing members to all special House of Delegates Committees. The Speaker and Vice Speaker are each elected for one-year terms and are eligible to serve for multiple years.



Delegate Selection and Information

Delegates are physicians, physician assistants, residents, or medical students who are allowed to vote on resolutions, approve the MSV budget, and elect officers. These delegates represent local medical societies, specialty societies, academic institutions, students, residents, hospitals, and several ex-officio members, such as Virginia's delegation to the American Medical Association. These organizations also designate alternate delegates if a delegate is not present. Upon arrival, delegates will be credentialed and given an electronic voting device used for counting and keeping track of the official votes of the House. Delegates are the only members permitted to vote on official House business, unless they are not present, and an alternate is given their electronic voting device. During the sessions of the House, the delegates and their alternates will sit with their respective groups that they represent.

All delegates and alternates are required to be members of the MSV. Delegates are elected by their respective component societies, specialty sections, component student societies, component resident physician sections, the hospital medical staff section, health systems, and academic medical schools to serve a one-year term. Detailed information on delegate types can be found in the table on the following page. Delegate allotments and procedures are all guided by the MSV's Bylaws found in Appendix A.

Before the House convenes, all delegates will have access to the Delegate Handbook. This handbook contains a variety of different educational materials for delegates, House agendas, as well as all the reports and resolutions submitted and accepted for consideration. It is recommended that all delegates read the handbook in preparation for the meeting of the House.

House of Delegates Committees

The House has a variety of committees that assist in directing House business and ensuring the events of the House run smoothly.

The Credentials Committee

The job of the Credentials Committee is to ensure that those permitted to vote in the House are credentialed to do so. Other duties include:

- Greeting those attending the meeting;
- Directing attendees to appropriate areas of seating;
- Recording the attendance of delegates; and
- Developing the official Credentials Committee report and delivering that report to the House.

The Credentials Committee creates a report that details whether or not a quorum of delegates is present, and how many delegates are officially credentialed to vote. This report also includes a breakdown of the number of delegates represented by membership type, such as district and specialty society.

The Rules Committee

The job of the Rules Committee is to propose the Rules of Procedure to the House, including any amendments to such procedure. The Rules Committee is also responsible for making recommendations and reporting to the House on the acceptance of late and deferred resolutions. Any late and deferred resolutions presented for consideration of the House require a two-thirds affirmative vote to move forward.

The Tellers Committee

The Teller's Committee is responsible for the accurate counting and reporting of the votes of the House at its meetings. This committee is also responsible for ensuring that only credentialed delegates are taking part in the votes of the House. The Speaker of the House is responsible for appointing one delegate from each MSV district to serve on this committee. Each district is required to be represented on this committee.

The Reference Committees

Reference Committees are groups of delegates or alternate delegates selected by the Speaker to conduct open hearings on matters of business of the Society. After hearing the discussion on the subjects referred to it, the Reference Committees will then draw up a report with its recommendations to the House of Delegates. More information on these committees can be found on page 12.

Delegate Type	Delegate allotment	Considerations
Component Societies (Appendix A)	One delegate and one alternate for each thirty-five (35), or major fraction thereof, of its members, or non-component society members that reside within the component's geographic territory, who are members of the Society or, in its discretion, may elect one delegate and one alternate from each county and each city in its territorial area	For purposes of determining the number of delegates and alternates to which it is entitled, a component society may count (a) direct Society members the major portion of whose practice is within the territorial jurisdiction of the component society and (b) a resident physician only if he/she is a member of the component society, and an active member of the Society
Component Student Society	Two delegates and two alternates	Student active members, their component student society, and the delegates from the component student society shall be considered members, societies, and delegates of the territorial area in which is located the medical school with which they are affiliated
Component Resident Physician Section	One delegate and one alternate for each thirty-five (35), or major fraction thereof, of its members who are members of the Society.	
Specialty Sections (Appendix A)	A minimum of one delegate and one alternate. If at least forty (40) percent of its members are members of the Society the specialty society shall be entitled to two delegates and two alternates; if at least sixty (60) percent of its members are members of the Society the specialty society shall be entitled to three delegates and three alternates.	
Hospital Medical Staff Section	One delegate and one alternate	
Health System	One delegate and one alternate	
Academic Medical School	One delegate and one alternate	
District (Appendix B)	One delegate and one alternate for each thirty-five (35), or major fraction thereof, of its members who are members of the Society that reside in a city or county not represented by a component society within the district	

Policymaking Process Overview

For a detailed guide of MSV's policymaking procedures, please refer to the Rules of Procedure document located within Appendix C of this document.

Policy Compendium

The Policy Compendium is the MSV's collection of all official organizational policy stances. This compendium acts as the north star for MSV when engaging in policy and advocacy discussions. The House plays an important role in the development of the Policy Compendium by deciding which policies are adopted as official policy stances within the Compendium. The Policy Compendium can be found at [this website link](#).

Resolutions

A resolution is a submitted policy position for consideration by the House. These resolutions are the first step in determining MSV's policy position and once adopted, officially become part of the MSV Policy Compendium. For help writing a resolution, please refer to the guide in Appendix D.

Resolutions are comprised of two distinct parts, "Whereas" and "Resolved" clauses. The "Whereas" clause(s) provides background information and outlines the "why" portion of your submission. This is where you will make your argument for why the resolved clause should be accepted, and where you can point to relevant data and sources. These clauses are not formally adopted by the House, nor do they become official policy positions within the Policy Compendium.

The "Resolved" clause(s) stands alone and is the piece of the resolution that is voted on by the House. This clause is what would ultimately become MSV policy once passed. This portion of the resolution is where the proposed MSV policy is detailed, generally stating whether the MSV supports or opposes an issue.

Example Resolution

PROMOTING AUTOMATIC DUES PAYMENT

Submitted by John Smith, M.D.

WHEREAS, the Medical Society of Virginia launched its new website www.msv.org; and

WHEREAS, the new site is capable of exciting new online features, including the ability to join and renew membership online and automatically pay dues via credit card; and

WHEREAS, payment of dues by credit card is the most efficient method to renewing your membership year after year; therefore be it

RESOLVED, that the Medical Society of Virginia encourage its members and others to pay dues online and via credit card at www.msv.org.



THE MEDICAL SOCIETY OF VIRGINIA

2025-2026 POLICY
COMPENDIUM

Submission of Resolutions

Resolutions can be submitted by:

- An MSV member;
- A member of the MSV House of Delegates;
- A Component Society;
- A Component Student Society;
- A Component Resident Physician Section;
- A Hospital Medical Staff Section;
- A Specialty Society;
- Any Committee of the Society;
- The Board; and
- A district of the MSV

Resolutions are required to be received by MSV no later than 45 days prior to Session One (Friday's session) of the House. There are certain exceptions to that deadline that can be made; A component society or specialty section or district whose latest regularly scheduled meeting adjourns within the 45 days is allowed seven days after the close of such meeting to submit their resolution.

Late Resolutions

A resolution is considered late when it is received after the deadlines described above. All late resolutions are required to be received before noon on the first Monday before the first session of the House.

Late Resolutions will be considered by the Rules Committee in a meeting immediately before the first session of the House of Delegates. The committee will provide late resolution sponsors an opportunity to explain the reasons for their failure to meet the announced deadlines. If the sponsor(s) can provide a reasonable explanation, or if the Committee determines that deferral of the resolution would result in significant harm to the MSV, its members, or their patients, the Committee may recommend accepting a late resolution. The House of Delegates, by a two-thirds affirmative vote of those delegates present and voting, may accept for discussion any late resolution presented during its first session.

Emergency Resolutions

Another resolution type available is called an emergency resolution. This resolution type is for an issue of an emergency nature that occurs after the resolution submission periods end. The sponsor of an emergency resolution must notify the Speakers of their intent to introduce an emergency resolution before the start of the second session of the House of Delegates. A resolution of an emergency nature may be referred by the Speakers to an appropriate reference committee which shall then report to the House as to whether the matter involved is, or is not, of an emergency nature.

If the committee reports that the matter is of an emergency nature, it shall be presented to the House without further consideration by a reference committee; favorable action requires three-fourths of the delegates present and voting, to accept for discussion the emergency resolution. If the committee reports that the matter is not of an emergency nature, the Speakers shall defer its introduction until the next meeting of the House of Delegates. Emergency resolutions may not address a topic already before the House considered by a Reference Committee.

Online Public Comment of Resolutions

All resolutions received by the MSV are posted to the official House of Delegates community page for comment by members of the MSV. This online comment period is intended to provide members not able to speak at Annual Meeting an opportunity to give the Reference Committee their perspective. The resolutions and comments are only visible for MSV members and are not to be shared with the general public. Submitted comments will be printed for inclusion in the materials sent to Reference Committee members in advance of the meeting. The comment period for these resolutions is typically around a month. The community page is monitored and moderated by MSV staff members, and any comments that violate the [MSV Communities Conduct Policies](#) are removed.

House of Delegates Actions

Member resolutions are brought before the House, and their resolved clauses will be modified as needed until they are either accepted or rejected by the House. Possible acceptance actions include:

- The establishment of a policy;
- The reaffirmation, or modification, of a previously established policy; or
- A request for action by the Society, Board, its committees, or staff members.

Final actions of the MSV House of Delegates are what become the official policy positions within the MSV policy compendium. After the close of HOD, MSV staff will update the policy compendium to reflect the actions taken.

Example House of Delegates Final Action Report



FINAL ACTIONS OF THE 2024 MEDICAL SOCIETY OF VIRGINIA HOUSE OF DELEGATES

SUMMARY OF ACTION

ADOPTED

- 24-101: MSV Proposed 2025 Budget
- 24-106: MSV Right of Conscience Resolution
- 24-207: Stop the Bleed Training in Medical Schools

ADOPTED AS AMENDED OR SUBSTITUTED

- 24-102: MSV Policy Compendium 10-Year Review
- 24-104: Defining Exceptions for Information Blocking
- 24-105: Expanded and Standardized Advanced Practice Registered Nurses Education
- 24-107: Physician Opinion of Readiness of Non-Physician Providers for Independent Practice
- 24-109: Reducing Stigma Through Modernizing the Accessibility Sign
- 24-111: Resolution Supporting Independent Practices
- 24-112: Resolution on Workplace Safety
- 24-205: Resolution on Expansion of Medicare Open Enrollment
- 24-206: Healthcare for People Who Are Incarcerated
- 24-211: Saving Resources in the Perioperative Arena

REFERRED TO THE BOARD OF DIRECTORS FOR ACTION

- 24-105: Expanded and Standardized Advanced Practice Registered Nurses Education
- 24-204: Equitable Access to Care for Individuals with Disabilities

NOT ADOPTED

- 24-208: Move the Profession of Medicine from its Present Location in an Economic Free Market to the Code of Virginia

Parliamentary Procedure

The MSV House of Delegates uses the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure. For quick reference, please reference the cheat sheet within Appendix E.

Main Motion

There are numerous types of motions utilized by the House when discussing a resolution. A main motion is the item that is currently being considered by the House for action and vote. Only one main motion can be on the floor at a time. These motions require a majority vote and a second to be successful. A motion can be made by any member of the House; if a motion is made on behalf of a district or organization, a second is not needed.

Commonly used motions of the House are motions to modify a motion that has been adopted, and motions to reconsider a motion after a vote has been taken. It is important to remember that if an item is extracted from the Reference Committee report, the original report or Resolution, which has been accepted by the House as its business, is the main motion before the House. If a reference committee consolidates closely related items, the reference committee substitute will be the main motion before the house.

Subsidiary Motions

Subsidiary motions are secondary motions applied to a main motion to modify, delay, or dispose of it. Motions have a hierarchy in which they are considered. Delegates have the option to make “higher order” motions, meaning a motion that takes precedence over the motion being considered must be voted on before considering the first, lower ranking motion. The motion hierarchy is as follows in descending order:

Adjourn → recess → question of privilege → table → vote → limit debate → postpone debate → refer → amend

Amendments

Amendments are motions that are used to clarify or improve a resolution. Amendments can be taken up one at a time. While you can make a motion to amend amendments (called a second order amendment), you cannot then make an additional motion to amend a motion to amend. In order for your amendment to be considered by the House, that amendment is required to be submitted in writing to the amendment desk in the back of the House.

Example Motions

Motion to refer for report or action: a matter before the House for consideration can be referred to the MSV’s Board of Directors for report or action. It is very important to specify whether the referral is for the Board to report on an issue, or to take action on an issue.

Motion to reconsider: The House may amend something that has already been adopted through making a motion to reconsider. This is often used to make a substantive change.

Example Motions

Motion to refer for report or action: a matter before the House for consideration can be referred to the MSV’s Board of Directors for report or action. It is very important to specify whether the referral is for the Board to report on an issue, or to take action on an issue.

Motion to reconsider: The House may amend something that has already been adopted through making a motion to reconsider. This is often used to make a substantive change.

Reference Committee Overview

The purpose of the Reference Committees is to make recommendations for action on resolutions that have been submitted to the House. Each Reference Committee is made up of delegates or alternate delegates selected by the Speaker to conduct open hearings on resolutions, which are referred to it by the Speaker. Having heard discussion on the resolutions referred to it, the Committee then draws up a report with its recommendations to the House.

Each reference committee has one chair and no less than six delegates, each from a different district, a non-voting Board member, and a non-voting Student or Resident Section member, all of whom are appointed at the discretion of the Speaker. Reference committee recommendations are advisory only, meaning that final say is held by the voting delegates of the House.



Each Reference Committee is assigned a committee Chair, who is appointed by the Speaker. It is the Chair's responsibility to preside over their reference committee's hearing and ensure that each resolution is granted an equitable hearing.

During the hearing, Reference Committee members may ask questions to be sure that they understand the opinions being expressed or may answer a question if a member seeks clarification. However, the committee members should not enter into debate with speakers or express opinions during the hearings. It is the responsibility of the committee to listen carefully and evaluate all the opinions presented so that it may provide the voting body with a carefully considered recommendation.

Reference Committee Packets

Prior to the start of Annual Meeting, the Reference Committee members will receive a packet of information, which includes the resolutions for consideration by the Committee, any online comments received, and staff analyses for each resolution. The purpose of these packets is to orient Reference Committee members with the specific resolutions for their Committee's consideration and provide any background information necessary to help the members form their recommendations. The information and documents within the Reference Committee packet are confidential and cannot be shared.

Order of Events

The Reference Committee hearings take place following the close of Friday's session of the House. Reference Committee hearings are open to all members of the MSV, guests, and official observers. During the hearing, any MSV member may speak to a resolution under consideration by the Reference Committee. Even if the resolution's proposer or their representative is not at the Reference Committee Hearing, all Resolutions are discussed at the Reference Committee Hearings, Executive Session, and presented to the HOD for vote.

The Reference Committee will take up assigned resolutions in numerical order and one at a time. When a resolution is taken up by the Reference Committee, comment can then be made on that resolution. There will be four microphones throughout the room, two pro microphones and two con microphones; the pro microphone is used by members who wish to express their support of a resolution, while the con microphone is used to express opposition. Once all comments are taken, the Reference Committee will then move to the next resolution.

Reference Committee hearings take place in succession of each other, meaning that once the hearing for the resolutions referred to Reference Committee One are complete, the hearing for Reference Committee Two's resolutions begins. At the completion of both hearings, the Reference Committees will convene into a closed executive session.

Executive Session Overview

Executive sessions take place following the closure of both Reference Committee sessions. These sessions are closed, meaning they are only attended by the Reference Committee members, MSV staff, and legal representatives. The executive session is where action decisions of the reference committee are made. The discussions of the reference committee and the recommended action proposed is all reported within the reference committee report.

Available Recommendations

Reference committees are responsible for providing a recommendation on each resolution considered by the full House of Delegates. Some of the available recommendations are as follows:

- Adopt
- Not Adopt
- Adopt as Amended
- Adopt in Lieu of Another Resolution

Again, these recommendations are advisory only and any final action on a resolution is left up to the will of the House.

Reference Committee Reports

Reference committee reports comprise the bulk of the official business of the House of Delegates. Once completed, the reference committee reports are publicly released, and then presented to the house during the Sunday session. Recommendations of the reference committee are presented as a consent calendar for consideration by the House. These recommendations are voted on en bloc, however, delegates are able to extract any item from the reference committee report and therefore pulled out of the bloc. Once items are extracted, the consent calendar is voted on en bloc, and all extractions are then up for consideration by the House.

The reference committee reports are released on the MSV app on Friday evening for members to view. Printed reports will be available at the welcome desk on Saturday morning before caucus lunches take place.

In order to propose an amendment during the Sunday session of the House, that amendment is required to be submitted in writing to the amendments desk. Members are encouraged to submit their amendments as early as possible.

Sample Reference Committee Report

Reference Committee 1 – 2019 Annual Meeting	
Page 1	
1	DISCLAIMER
2	The following is a preliminary report of actions taken by the House of Delegates at its 2019 Annual
3	Meeting and should not be considered final. Only the Official Proceedings of the House of
4	Delegates reflect official policy of the Society.
5	
6	MEDICAL SOCIETY OF VIRGINIA HOUSE OF DELEGATES
7	Report of Reference Committee 1
8	
9	Dr. Patricia Pletke, Chair
10	
11	The Reference Committee recommends the following consent calendar for acceptance:
12	
13	RECOMMENDED FOR ADOPTION
14	19-101 2020 Budget
15	19-102 2019 MSV Policy Compendium 10 Year Review
16	
17	RECOMMENDED FOR ADOPTION AS AMENDED OR SUBSTITUTED
18	19-104 Opposition to Maintenance of Certification
19	19-107 American "Equal Rights Amendment"
20	19-108 Advancing Gender Equity in Medicine
21	19-110 Organ Donation as an Opt-Out or Mandated Choice Program
22	19-111 Resolution on Medical Care of the Terminally Ill
23	19-112 Resolution to Stop Robocalls in Virginia
24	
25	RECOMMENDED FOR REFERRAL TO BOARD OF DIRECTORS
26	None
27	
28	RECOMMENDED FOR NOT ADOPTION
29	19-106 Form a Patient Advocacy Section in the Medical Society of Virginia and Its Component
30	Medical Societies
31	
32	RECOMMENDED FOR ADOPTION IN LIEU OF
33	19-103 Resolution Regarding the Maintenance of Certification Process
34	19-105 Promoting Alternatives to Proprietary ABMS Maintenance of Certification
35	19-109 GME Funding and Support for Rural Hospitals

MSV Leadership & Contacts

House of Delegates Leadership

Speaker of the House	Dr. Michele Nedelka
Vice Speaker of the House.	Dr. Atul Marathe
President	Dr. Mark Townsend
President Elect.	Dr. Arturo Saavedra
Immediate Past President.	Dr. Joel Bundy
Secretary-Treasurer	Dr. Steven Lewis
Executive Vice President & CEO	Melina Davis

MSV Contacts

For questions about the House of Delegates and the materials within this orientation guide, please contact the Health Policy team at healthpolicy@msv.org

Basic Rules Governing Motions

Order of Rank/ Precedence ¹	Interrupt	Second	Debate	Amend	Vote	Applies to what other motions?	Can have other motions applied? ²	Renewable
Privileged Motions								
1. Adjourn	No	Yes	Yes ²	Yes ²	Majority	None	Amend, Close Debate, Limit Debate	Yes
2. Recess	No	Yes	Yes ²	Yes ²	Majority	None	Amend, Close Debate, Limit Debate	Yes ⁶
3. Question of Privilege	Yes	No	No	No	None	None	None	Yes
Subsidiary Motions								
4. Table	No	Yes	No	No	2/3	Main Motion	None	No
5. Close Debate	No	Yes	No	No	2/3	Debatable Motions	None	Yes
6. Limit Debate	No	Yes	Yes ²	Yes ²	2/3	Debatable Motions	Amend, Close Debate	Yes ⁶
7. Postpone to a Certain Time	No	Yes	Yes ²	Yes ²	Majority	Main Motion	Amend, Close Debate, Limit Debate	Yes ⁶
8. Refer to Committee (or Board)	No	Yes	Yes ²	Yes ²	Majority	Main Motion	Amend, Close Debate, Limit Debate	Yes ⁶
9. Amend	No	Yes	Yes ³	Yes	Majority	Rewordable Motions	Close Debate, Limit Debate	No ⁶
Main Motions								
10a. The Main Motion	No	Yes	Yes	Yes	Majority	None	Subsidiary	No
10b. Specific Main Motions								
Adopt in-lieu-of	No	Yes	Yes	Yes	Majority	None	Subsidiary	No
Amend a Previous Action	No	Yes	Yes	Yes	Same Vote	Adopted MM	Subsidiary	No
Ratify	No	Yes	Yes	Yes	Same Vote	Adopted MM	Subsidiary	No
Recall from Committee	No	Yes	Yes ²	No	Majority	Referred MM	Close/Limit Debate	No
Reconsider	Yes*	Yes	Yes ²	No	Majority	Vote on MM	Close/Limit Debate	No
Rescind	No	Yes	Yes ²	No	Same Vote	Adopted MM	Subsidiary; not amend	No
Incidental Motions (non-ranking within the classification)								
Motions								
No order of Rank/ Precedence	Interrupt	Second	Debate	Amend	Vote	Applies to what other motions?	Can have other motions applied?	
Renewable								
Appeal	Yes	Yes	Yes	No	Majority ⁷	Ruling of Chair	Close/limit debate	No
Suspend the Rules	No	Yes	No	No	2/3	Procedural Rules	None	Yes
Consider Informally	No	Yes	No	No	Majority	Main Motion or Subject	None	Yes
Requests								
Point of Order	Yes	No	No	No	None	Procedural Error	None	No
Inquiries	Yes	No	No	No	None	All motions	None	No
Withdraw a Motion	Yes	No	No	No	None ⁸	All motions	None	No
Division of a Question	No	No	No	No	None ⁸	Main Motion	None	No
Division of Assembly	Yes	No	No	No	None ⁸	Indecisive Vote	None	No

MM = Main Motion

¹Motions are in order only if no motion higher on the list is pending.

²Restricted

³Not debatable when applied to undebatable motion

⁴Member may interrupt proceedings, but not a speaker

⁵Withdraw may be applied to all motions

⁶Renewable at discretion of presiding officer (chair)

⁷Tie or majority vote sustains the ruling of the presiding officer; majority vote in negative reverses the ruling

⁸If decided by assembly (by motion), requires a majority vote to adopt

How to Write a Resolution

Before writing a resolution, complete the following steps:

- ✓ Check the MSV Policy Compendium to determine whether there is any existing policy on that issue or topic.
 - If there is existing policy on this issue, do you wish to amend or delete it? If you wish to amend existing policy, look on page 2 for more details.
- ✓ Ask yourself, “why is this issue important to MSV and to healthcare?”
- ✓ Determine what position you would like MSV to take on your issue. Do you want MSV to support or oppose?
- ✓ Conduct research to support your resolution.
- ✓ Look at a sample resolution.
- ✓ Download the resolution template.

Unsure if your resolution idea meets the above criteria? Email healthpolicy@msv.org for assistance!

What a resolution should include:

- Title: Clearly state the issue being addressed
- Author(s): List the primary author or sponsoring society first followed by any co-authors or co-sponsors
- Whereas clause(s)
- Resolved clause(s)
- References
- Fiscal impact – dollar amount requested to support the initiative (if applicable)
- Relevant MSV policy (if available)

How to write whereas clauses:

- Whereas clauses serve as the justification for your resolved clause(s).
- They should help answer the following questions: Why should MSV support or oppose this? Why is this resolved clause important? Why is this issue relevant to MSV and healthcare?
- Whereas clauses should include any relevant statistics, analyses, surveys and commentaries, and cite statements of fact with appropriate references.
- They should be one sentence long and flow in a logical order

How to write resolved clauses:

- Remember, only resolved clauses are adopted into the MSV Policy Compendium. Your resolved clauses need to be able to stand alone from the whereas clauses.
- Resolved clauses should specify the position you want MSV to take on this issue. “Resolved, that the MSV support (or MSV oppose)…”
- They should be one sentence long.

How to include references:

- MSV does not require one way of citing but using footnotes is preferred.

How to submit a resolution:

- Go to the [MSV website’s Resolutions page](#) to submit a resolution. Be prepared to submit your resolution as an attachment.

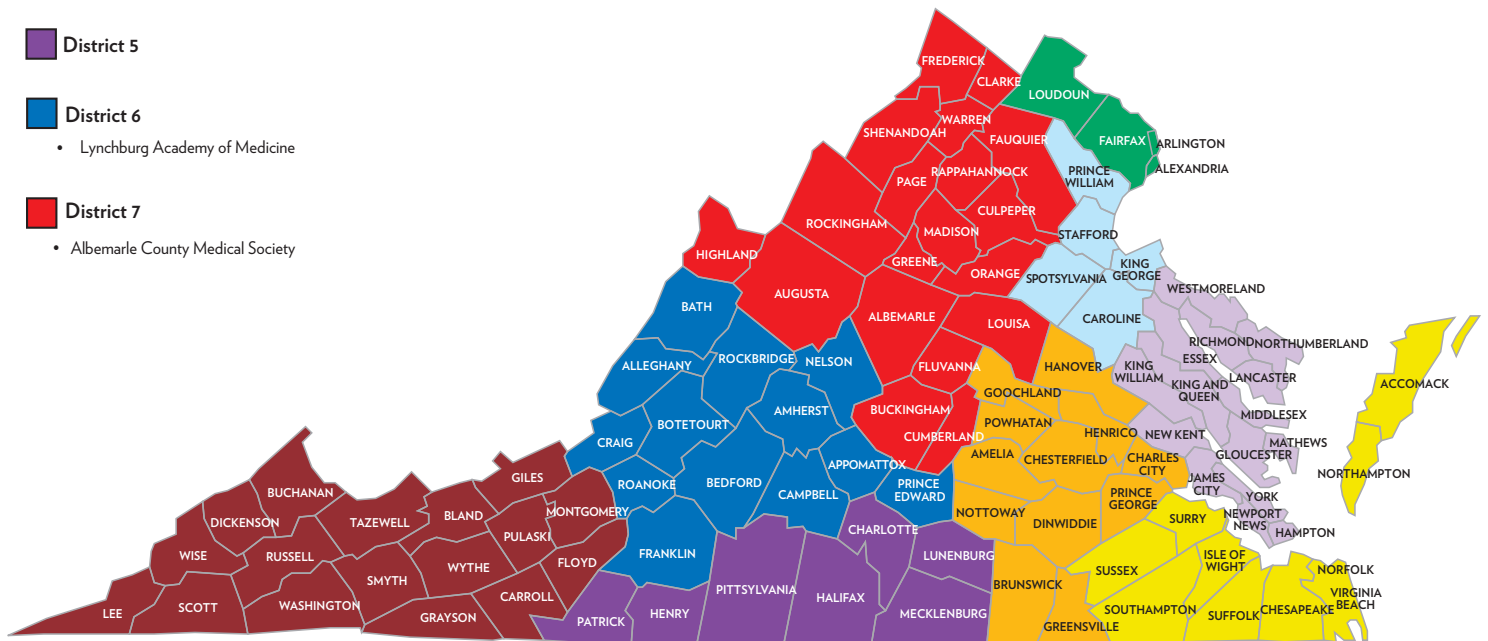
Amending Existing Policy

If you wish to write a resolution amending an existing MSV policy, please follow the below instructions:

- In the first “whereas” clause, identify the existing relevant policy and cite the policy number. If the policy is very long, provide a brief description of the policy rather than the actual quotation.
- In the subsequent “whereas” clause(s), provide a rationale for the proposed change(s) to the existing policy.
- In the resolved clause(s), identify the proposed change(s) by underlining the proposed additions and by striking out the proposed deletions.
- For each policy you wish to amend, you need a separate resolution.

MSV Districts & Component Societies

- District 1**
 - Mid-Tidewater Medical Society
- District 2**
 - Tri-County Medical Society
 - Coastal Va. Medical Society
- District 3**
 - Richmond Academy of Medicine
- District 5**
- District 6**
 - Lynchburg Academy of Medicine
- District 7**
 - Albemarle County Medical Society
- District 8**
 - Prince William County Medical Society
- District 9**
- District 10**
 - Arlington County Medical Society
 - Medical Society of Northern Virginia



1st District

Cities of

Hampton
Newport News
Poquoson
Williamsburg

Counties of

Essex
Gloucester
James City
King and Queen
King William
Lancaster
Mathews
Middlesex
New Kent
Northumberland
Richmond
Westmoreland
York

2nd District

Cities of

Chesapeake
Franklin
Norfolk
Portsmouth
Suffolk
Virginia Beach

Counties of

Accomack
Isle of Wight
Southampton
Surry
Sussex Northampton

3rd District

Cities of

Colonial Heights
Emporia
Hopewell
Petersburg
Richmond

Counties of

Amelia
Brunswick
Chesterfield
Charles City
Dinwiddie
Goochland
Greensville
Hanover
Henrico
Nottoway
Powhatan
Prince George

5th District

Cities of

Danville
South Boston
Martinsville

Counties of

Charlotte
Halifax
Henry
Lunenburg
Mecklenburg
Patrick
Pittsylvania

6th District

Cities of

Bedford
Buena Vista
Clifton Forge
Covington
Lexington
Lynchburg
Roanoke
Salem

Counties of

Alleghany
Amherst
Appomattox
Bath
Bedford
Botetourt
Campbell
Craig
Franklin
Nelson
Prince Edward
Roanoke
Rockbridge

7th District

Cities of

Charlottesville
Harrisonburg
Staunton
Waynesboro
Winchester

Counties of

Albemarle
Augusta
Buckingham
Clarke
Culpeper
Cumberland
Fauquier
Fluvanna
Frederick
Greene
Highland
Madison
Orange
Page
Rappahannock
Rockingham
Shenandoah
Stafford
Warren

8th District

Cities of

Fredericksburg
Manassas
Manassas Park

Counties of

Caroline
King George
Prince William
Spotsylvania
Stafford

9th District

Cities of

Bristol
Galax
Radford
Norton

Counties of

Bland
Buchanan
Carroll
Dickenson
Floyd
Giles
Grayson
Lee
Montgomery
Pulaski
Russell
Scott
Smyth
Tazewell
Washington
Wise
Wythe

10th District

Cities of

Alexandria
Arlington
Fairfax
Falls Church

Counties of

Fairfax
Loudoun



Rules of Procedure of the Medical Society of Virginia House of Delegates

Adopted Nov. 1995
Revised Nov. 2001, 2005, Oct. 2008, Nov. 2011, Oct. 2013,
Oct. 2014, Oct. 2016, Oct. 2017, Oct. 2018, Oct. 2019, Oct. 2022, Oct. 2023, Oct. 2025

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I. FORWARD

The House of Delegates, the policy making body of the Medical Society of Virginia (MSV), conducts its business according to a blend of rules including:

- The Medical Society of Virginia Articles of Incorporation and Bylaws;
- American Medical Association's Procedures of the House of Delegates;
- American Institute of Parliamentarians Standard Code of Parliamentary Procedure; and
- Rulings from the Speaker, Vice Speaker, or chair, with approval of the majority opinion of the House of Delegates.

At each meeting the House of Delegates adopts the current version of the MSV Rules of Procedures as the official method of procedure when it adopts the report of the Rules Committee.

The Rules of Procedure are designed to aid the House achieve its business, while maintaining the rights of free speech and fair debate; of the majority to decide; and of the minority to be heard, represented, and protected.

II. INTRODUCTION AND CONDUCT OF BUSINESS

The agenda at all sessions of the House of Delegates shall be established by the Speaker. The House may change the agenda by majority vote.

Tradition governs a substantial portion of each formal session of the House of Delegates. The Speaker may permit these agenda items as appropriate while ensuring the time necessary for the House to accomplish its regular business. In general, such items are scheduled in advance in the published order of business.

Unscheduled presentations may be arranged, either with the Speaker, or by a request for unanimous consent of the House to hear them. Unscheduled presentations are generally discouraged because of the primary obligation to conserve the time of the House for its deliberations.

Non-members addressing the House will be limited to not more than five minutes.

If necessary, additional sessions of the House shall be upon the call of the Speaker.

III. GUIDELINES FOR RESOLUTIONS

A. THE PURPOSE OF A RESOLUTION

The purpose of a resolution is to bring a proposed policy statement on a particular issue before the House of Delegates. Adopted resolutions become official MSV policy, guide all advocacy efforts, and commit the organization to the stated proposal.

Possible actions by the House may include:

- (1) the establishment of policy;
- (2) the reaffirmation (or modification) of previously established policy;
- (3) request for action by the Society, Board, its committees, or staff;
- (4) any others, described in Section V.

B. WHO MAY PROPOSE A RESOLUTION

A resolution may be proposed by:

- (1) any member of the MSV;
- (2) any member of the House of Delegates of the MSV;
- (3) any Component Society;
- (4) any Component Student Society;
- (5) any Component Resident Physician Section;
- (6) the Hospital Medical Staff Section;
- (7) any Specialty Society;
- (8) any Committee of the Society;
- (9) the Board
- (10) any district of the MSV.

C. WHEN A RESOLUTION MAY BE PROPOSED

A resolution must be received at the MSV headquarters office no later than 45 days prior to the first session of the House of Delegates.

- EXCEPTIONS:
1. A Component Society or Specialty Section or District whose latest regularly scheduled meeting adjourns within the 45 days is allowed 7 days after the close of such meeting to submit any resolution.
 2. The Board, as a result of its meeting before the first session of the House of Delegates, may submit any business or resolution for routine consideration by the House.
 3. Any Committee of the Society.

LATE RESOLUTIONS are those received after the deadline described above, but before noon of the Monday before the first session of the House of Delegates.

Late Resolutions will be considered by the Rules Committee in a meeting immediately before the first session of the House of Delegates. This committee will provide late resolution sponsors an opportunity to explain the reasons for their failure to meet the announced deadlines. If the sponsor(s) can provide a reasonable explanation or if the Committee determines that deferral of the resolution would result in significant harm to the MSV, its members, or their patients, the Committee may recommend accepting a late resolution.

The House of Delegates, by a two-thirds affirmative vote of those delegates present and voting, may accept for discussion any late resolution presented during its first session.

D. ADDITIONAL RESOLUTION TYPES

Emergency Resolutions: The sponsor of an emergency resolution must notify the Speakers of their intent to introduce an emergency resolution before the start of the second session of the House of Delegates. A resolution of an emergency nature may be referred by the Speakers to an appropriate reference committee which shall then report to the House as to whether the matter involved is, or is not, of an emergency nature. If the committee reports that the matter is of an emergency nature, it shall be presented to the House without further consideration by a reference committee; favorable action shall require 3/4 of the delegates present and voting, to accept for discussion the emergency resolution. If the committee reports that the matter is not of an emergency nature, the Speakers shall defer its introduction until the next meeting of the House of Delegates.

Emergency resolutions may not address a topic already before the House considered by a Reference Committee.

Courtesy Resolutions: will be in order on the agenda of the second session of the House of Delegates, and, if indicated, at other times. Please coordinate the introduction of courtesy resolutions with the Speakers, by informal conference with them.

Commendation Resolutions: Commendation proposals should be sent to the Board, for careful consideration for an award or other appropriate recognition.

Memorial Resolutions: The House of Delegates may receive memorial resolutions to remember a physician who has made significant contributions to MSV. At an appropriate time in the meeting, the Speaker will announce the memorial resolutions and call for a moment of silence.

E. RESOLUTION STRUCTURE

1. General Qualities of an Effective Resolution

An effective resolution will enable the House of Delegates to consider its purpose expeditiously. Resolutions are encouraged to be concise, precise, and stated in the affirmative.

Each resolution will contain reference to current MSV policy, or absence of any, and will conform to the Policymaking Procedure, which is reported in Section IV.

2. The Title

The title should accurately reflect the subject of the resolution.

3. The “Resolved” Section

The essential element of a resolution is the portion expressed as one or more “Resolved” sections, setting forth specific intent or action.

In adopting a resolution, the House of Delegates **only** formally adopts the “Resolved” section. The goal of a resolution is to state, in a freestanding and self-sufficient “Resolve”, precisely the position or action upon which the author wishes the House of Delegates to act.

The “Resolved” must not refer back to any “Whereas” statement, nor to an appended table or report.

4. The Preliminary Statement, Preamble, Or “Whereas”

The resolution may carry with it a preliminary statement explaining the rationale behind the resolution, such as preliminary statement, preamble, or “Whereas.”

Such introductory statements may:

- identify the problem;
- advise the House as to the timeliness or urgency of the problem;
- advise as to the effect of the problem on the MSV; and
- indicate if the proposed action is in concert with, or contrary to, current MSV policy.

Please refer to the MSV Annual Meeting website for resources on “How to Write a Resolution” as well as a “Sample Resolution.”

These statements will have no impact on policy decisions as the House of Delegates formally adopts only the “resolved” portion of a resolution.

It is out of order to propose formal amendments to the wording of accessory preliminary statements, or even to the language of descriptive comments of reference committee reports, unless it is the particular desire to the majority of the House of Delegates to do so.

5. The Addenda

Tables, reference data, etc., may be appended to the resolution at the time of submission. This data is not voted upon by the House of Delegates.

6. The Fiscal Note

In the MSV at the present time, a Fiscal Note is suggested as follows:

- a. All reports and resolutions introduced in the House of Delegates, whose implementation necessitates an expenditure of funds, may include a fiscal note supplied by the sponsor, but they may be considered by the House without the attachment of such fiscal data.
- b. Resolutions requiring the expenditure of funds should show a specific dollar amount where possible.
- c. The office of the Executive Vice President can assist sponsors with the development of fiscal information; requests of this nature should be forwarded well in advance of the deadline for submitting resolutions.
- d. Resolutions, which call for the institution of legal action, the repeal of legislation or similar action for which a precise cost estimate cannot be determined, should indicate that a substantial commitment of resources might be necessary for implementation.
- e. Resolutions which establish or reaffirm policy, and which do not require other specific action beyond that covered by the MSV's routine work, need not have fiscal notes appended; MSV staff may provide the appropriate fiscal notes.

F. REVIEW OF A PROPOSED RESOLUTION

When resolutions are properly prepared and are submitted in timely fashion, the Speakers, the MSV administration and legal counsel will be able to consider, with the sponsor, possible improvements in form or language. If changes are indicated, they will be accomplished with the agreement of the sponsor.

When a resolution is not accompanied by sufficient data to allow proper advance consideration of that resolution, it will be sent back to the submitter. If the deficiency is not remedied in time, the resolution will be deemed a "late" resolution and submitted to the Rules Committee for consideration at its meeting held immediately before the first session of the House of Delegates.

When a resolution presents a legal problem to the Medical Society of Virginia or its component societies, *or would otherwise subject the Society to adverse publicity*, the Speakers and staff will contact the sponsor to discuss the problem. If such a conference with the sponsor is able to remedy the situation, the resolution will be distributed in a routine manner. If, for whatever reason (such as a mandate from the sponsoring Component Society that the resolution not be altered) resolution of the legal problem cannot be accomplished, the Speakers will refer the resolution to the MSV Board of Directors. A two thirds-majority of the MSV Board of Directors makes any proposed resolution a "Deferred Resolution." If the Board determines the resolution constitutes a "Deferred Resolution," it will not be distributed in the advance handbook.

Deferred Resolutions will be considered by the Rules Committee prior to the first session of the House of Delegates. Legal Counsel of the Society will be present if a deferred resolution is to be heard. The

Rules Committee, subject to a majority vote of committee members, will recommend that the House either accept or not accept the resolution. A two-thirds majority vote of the House is required for acceptance of a deferred resolution.

G. PRESENTATION OF A PROPOSED RESOLUTION AT HOUSE OF DELEGATES

Resolutions in the delegates' handbook, which have complied with the established deadlines, will be regarded as officially received for consideration by the House of Delegates.

At the appropriate time, the Speaker will call for introduction of resolutions. For each resolution there must be a "sponsor" and a "second" who act officially in introducing as business of the House.

The Speakers will also allow for sponsors the opportunity to present any changes to their resolution or withdraw any resolution without vote, when this is desired by the sponsor.

At the time of introduction of any resolution, it is possible for any delegate to object to its consideration; in that event, sustained by a 2/3 vote of the delegates present and voting, the resolution is not accepted as business of the House. It is likewise possible, at the time of introduction of any resolution, for any delegate to move that it be adopted by unanimous consent, or that it be voted upon without referral to a reference committee; objection to such a motion is always in order.

IV. POLICYMAKING PROCEDURE

The first policy compendium (PC) was accepted by Council in September 1992, along with Procedure for Implementation and Utilization. Parts of those documents are referenced here.

Polymaking Procedure

1. The authors (officers, Board, committees, component societies, individual members, et al.) of all resolutions and reports will utilize the PC as the reference point for policymaking. Proposed statements of policy shall be clearly identified as policy recommendations; they shall clearly identify and refer to existing pertinent policy (if any) on the issue addressed, indicating whether the proposed policy is a new addition to the policy base, or a modification of existing policy.
2. While the House of Delegates is the official policymaking body of the Society, not all actions taken by the House are considered policy. Statements of "policy" are general principles by which the Society is guided in its management of public affairs. Actions taken by the House of Delegates that are not considered policy, and that would not be subject to this procedure include the following:
 - a. Amendments to the Articles of Incorporation or Bylaws of the MSV.
 - b. Items considered by the House of Delegates, which are referred or filed.
 - c. Action of the House of Delegates directing the Society, its staff, or some other entity, to undertake a particular activity ("Directives").
 - d. Temporary policy, e.g., a resolution to change the order of the agenda in a meeting.
 - e. Appointments, elections, awards, commendations and memorial resolutions.
 - f. Action dealing with internal business operations of the MSV, e.g., adoption of the annual budget.

3. There are two general classes of policymaking instruments used by the House, namely resolutions and reports.

“Policy actions” refer to those resolutions or reports which either create new policy or modify existing policy. There are four major categories of possible action within the broad category of “policy actions,” namely: A) Adoption of new policy where there is no pertinent existing policy; B) Amending of existing policy; C) Substitution of a proposed policy statement for an existing policy; and D) Rescission of an existing policy.

Hereafter follows the description of the policymaking procedure in reference to each of these types of policy actions. The PC also should be referenced by resolutions or reports that direct some particular action with regard to a particular statement of policy, i.e., study of the need to establish or change a particular policy.

4. Mechanisms for presenting resolutions and recommendations of reports:

- a. Adoption of New Policy Where There is No Pertinent Existing Policy

- (1) In the “whereas” section, the sponsor explains the rationale for the proposed new policy.
- (2) In the “resolved” section, the sponsor explicitly identifies the proposal of new policy.

- b. Amending of Existing Policy

- (1) In the first “whereas” section, the sponsor identifies the existing relevant policy, by PC policy number (with a brief description of it if the policy is long, or with the actual quotation of it if it is shorter).
- (2) In the subsequent “whereas” section(s), the sponsor presents the rationale for the proposed change(s).
- (3) In the “resolved” section(s), the sponsor precisely identifies the proposed change(s) by underlining the proposed additions and by ~~striking out the proposed deletions or changes.~~

- c. Substitution of a Proposed Policy Statement for Existing Policy, where a sponsor wants to change substantially existing policy through adoption of a new policy statement.

- (1) In the first “whereas” section, the sponsor identifies the relevant existing policy by PC number (with a brief description of it if the policy is long, or with the actual quotation of it if it is shorter).
- (2) In the subsequent “whereas” section(s), the sponsor presents the rationale for the proposed change(s).
- (3) In the first “resolved” section, the sponsor calls for the rescission of the existing policy by PC number.
- (4) In the subsequent “resolved” section(s), the sponsor states the proposed substitution.

- d. Rescission would be indicated if the proponent believes the existing policy is no longer needed and there is no need for a substitute policy on the subject.

- (1) In the first “whereas” section, the sponsor identifies the existing policy number (with a brief description of it if the policy is long, or with the actual quotation of it if it is shorter).

- (2) In the subsequent “whereas” section(s), the sponsor presents the rationale for the proposed rescission.
- (3) In the “resolved” section, the sponsor calls for rescission of the existing policy by only the PC policy number.

Any policy which is rescinded will be transferred to the “Archives,” which will be the last section in the Policy Compendium, utilizing the same number, title and category, adding the date of its rescission, together with the reason.

- e. Reaffirmation is actually not needed because current MSV policy continues to be MSV policy until altered by one of the above four mechanisms. However, occasionally a sponsor feels compelled to encourage the House of Delegates to reaffirm policy on a particular issue.
 - (1) In the first “whereas” section, the sponsor identifies the existing policy by PC number, with a brief description of it if the policy is long, or with the actual quotation of it if it is shorter.
 - (2) In the subsequent “whereas” section(s), the sponsor presents reasons necessitating a restatement or repetition of that existing policy.
 - (3) In the “resolved” section, the sponsor calls for reaffirmation by only the PC policy number.
- f. Directives would be appropriate when the proponent has either identified existing policy in the MSV PC and desired to call for the MSV to undertake some activity in regard to it, or has identified the need for the MSV to study some issue and to develop appropriate policy.

In regard to either issue:

- (1) In the first “whereas” section, the sponsor identifies the relevant MSV policy number, with a brief description of it if the policy is long, or with the actual quotation of it if it is shorter.
 - (2) In the subsequent “whereas” section(s), the sponsor discusses the rationale for the proposed directive.
 - (3) In the “resolved” section, the sponsor identifies the requested action. In the former example of a directive, a proposal might include encouraging the MSV to contact some group(s) in support of the policy, forwarding MSV policy to the AMA requesting action, preparing a study or model to be utilized by the Society, or encouraging activity to implement existing policy. In regard to the latter example of a directive, a proposal might include studying a given issue to provide the proper basis for creating further policy.
5. A Reaffirmation (Consent) Calendar will be established in the agenda of the House of Delegates to consider established policy where a sponsor of a resolution desires to reaffirm that current policy without changing it. This procedure will allow for the expeditious reaffirmation and re-emphasis of established policy, without the lengthy reconsideration process of the reference committee system and subsequent full debate by the House of Delegates ~~on~~ on policy already in force. Any item on the Reaffirmation Consent Calendar can be extracted from it for full debate by the reference committee and the House, by simple request of a single member of the House of Delegates.
 6. If two or more policies concerning the same subject are found in the PC, and the two statements either are substantially the same, or are inconsistent or contradictory with one another, the

statement most recently adopted by the House of Delegates will prevail, and the less current policy will be removed from the next edition of the PC.

7. The Ten Year (Sunset) Provision of the New Policy Procedure: Ten years after the adoption of each policy action, the Speakers and MSV Staff will present to the MSV Board a "Ten Year Policy Review Report," encouraging consideration of each item in that report by the mechanisms reported above in paragraphs 4 b through e, or referral of such policies to an appropriate committee for the same purpose. Unless each such policy is acted upon by the subsequent House of Delegates via the 4 b-e mechanisms, it will cease to be policy of the MSV.
8. After each Annual Meeting of the House of Delegates of the MSV, the Speakers and MSV staff will:
 - a. Incorporating all statements of new policy and policy changes into the PC;
 - b. Assigning a topic category or categories for the index of the PC;
 - c. Removing statements of policy that have been rendered moot by changes in law, or that have been superseded by later action of the House of Delegates; and transferring them to the Archives section of the Policy Compendium;
 - d. Including any item inadvertently omitted during the process of creating the PC and the new Policymaking Procedure;
 - e. As in all matters, the House of Delegates has the final authority over the Speakers and Staff in these largely procedural and secretarial matters.
9. The Speakers and Staff will work diligently with the Board and House of Delegates to fairly execute the new Policymaking Procedure, and to further modify it as necessary in coming years.

V. REFERENCE COMMITTEES

Reference Committees are groups of delegates or alternate delegates selected by the Speaker to conduct open hearings on matters of business of the Society, which are referred to it by the Speaker. Having heard discussion on the subjects referred to it, the Committee draws up a report with its recommendations to the House.

- A. Organization: The Speaker shall appoint Reference Committees and a Chair for each Committee. The number of Reference Committees appointed shall be at the discretion of the Speaker. Each Reference Committee shall be composed of not less than six delegates, each from a different District, a non-voting Board member and a non-voting Student or Resident Section member. The Speaker shall refer all resolutions to an appropriate Reference Committee. In the assignment of business to Reference Committees, the ruling of the Speaker shall be final, unless the House of Delegates by majority vote directs otherwise.
- B. Conduct of the Reference Committee Hearings: Reference Committee hearings are open to all members of the Association, guests, and official observers. Any member of the Society may speak on the resolution or report under consideration. The chair is privileged to call upon anyone attending the hearing if, in his/her opinion, the individual called upon may have information, which would be helpful to the committee. Non-member physicians, or guests may upon recognition by the chair, be permitted to speak. When a Reference Committee member has a special interest in a matter referred to the Committee of which he/she is not a member, he/she may appear before that Committee and participate in the presentation of the subject, but may vote only in the Committee of which he/she is a member.

Resolutions are accepted for business at the first session of the HOD. Even if the resolution's proposer or their representative are not at the Reference Committee Hearing, all Resolutions are discussed at the Reference Committee Hearings, Executive Session, and presented to the HOD for vote.

Equitable hearings are the responsibility of the committee chair, and the committee may establish its own rules on the presentation of testimony with respect to limitations of time, repetitive statements, etc. The chair also has the jurisdiction over such matters as photography, television filming, and the introduction of recording devices. If, in his/her estimation, such factors would be, or become, undesirable for the conduct of an orderly hearing, he or she may act to prohibit them. It is recommended that reference committee chairs **not** ask for an expression of the sentiments of those attending the hearing by an informal vote on particular items. The committee members may ask questions to be sure that they understand the opinions being expressed or may answer questions if a member seeks clarification; however, the committee members should not enter into debate with speakers or express opinions during the hearings. It is the responsibility of the committee to listen carefully and evaluate all the opinions presented so that it may provide the voting body with a carefully considered recommendation.

The reference committee hearing is the proper forum for discussion of controversial items of business. In general, delegates who have not taken advantage of such hearings for the presentation of their viewpoints or the introduction of evidence should be reluctant to do so on the floor of the House. It is recognized, however, that some conflicts will prevent a delegate from being present at a Reference Committee hearing, so there is never compulsion for mute acceptance of reference committee recommendations at the time of the presentation of its report.

Following its open hearings, a reference committee will go into executive session for deliberation and construction of its report. It may call into such executive session anyone whom it may wish to hear or question.

- C. Reference Committee Reports: Reference committee reports comprise the bulk of the official business of the House of Delegates. They need to be constructed swiftly and succinctly after completion of the hearings in order that they may be processed and made available to the delegates as far as possible in advance of formal presentation to the House.

Reference committees have wide latitude in their efforts to facilitate expression of the will of the majority on the matters before them and to give credence to the testimony they hear. They may amend resolutions, consolidate kindred resolutions by constructing substitutes, and they may recommend the usual parliamentary procedure for disposition of the business before them, such as adoption, rejection, amendment, referral and the like.

The reports of the Reference Committees shall be presented to the House at a meeting subsequent to the first session. A Reference Committee may recommend any method of disposal of business, which is in accordance with the current Parliamentary Authority. The method of presentation of Reference Committee reports shall follow the format employed by the House of Delegates of the AMA.

Your Speakers recommend that each item referred to a reference committee be reported to the House as follows:

1. Identify the resolution or report by number and title;
2. State concisely the committee's recommendation;
3. Comment, as appropriate, on the testimony presented at the hearings; and,
4. Incorporate supporting evidence of the recommendations of the committee.
5. Consent Calendar: The reference committee report will be presented as a Consent Calendar or waiver of debate list. At the time of presentation of the Consent Calendar, a request may be made for removal of any item for debate or individual action without the

need for a vote on permission to separate it from the other items. Items not extracted from the Consent Calendar will be voted on as a block without further debate.

If an item is extracted from the reference committee report, the original report or resolution which has been accepted by the House as its business is the main motion before the House. Any amendments recommended by the reference committee will be accepted for discussion without the need for a second. In the event that a number of closely related items of business have been considered by the reference committee and a consolidation or substitution has been proposed by the committee, the reference committee substitute will be the matter before the House for discussion {as a main motion}.

During debate in the House of Delegates, whenever a delegate proposes an amendment to a Reference Committee report, he/she shall immediately submit the proposal in writing to the Amendments Desk. The Speaker shall not formally recognize the amendment until the Amendments Desk receives it in written form.

- D. Form of action upon reports and resolutions: There should be clear understanding of the precise effect of the language used in disposing of items of business.

In the interest of clarity the following recommendations are offered so that the House may accomplish its intent without misunderstanding:

1. When the House wishes to acknowledge that a report has been received and considered, but that no action upon it is either necessary or desirable, the appropriate proposal for action is that the report be **FILED**. For example, a report, which explains a government program or regulations, or clarifies the issue in a controversial matter, may properly be filed for information. This does not have the effect of placing the Association on record as approving or accepting responsibility for any of the material in the report.

When a report offers recommendations for action, these recommendations may be **ADOPTED**, **APPROVED** or **ACCEPTED** each of which has the effect of making the Association responsible for the matter.

2. When the House does not wish to assume responsibility for the recommendation of a report in its existing form, it may take action to refer back to committee, to refer elsewhere, to reject the report in entirety or in specific part, or to adopt as amended (**Amend and Adopt**).
3. The House of Delegates should take a definite action on resolutions and only if necessary reaffirm current policy. In the event that tabling a motion is the only appropriate posture for the Association with respect to a particular resolution, the chair of the reference committee after consultation with the Speakers, may place such resolution on the Consent Calendar in a category designated "table". Such a motion if adopted is the equivalent of a motion to postpone indefinitely and results in suppression of the resolution for the current meeting and in effect quashes it.
5. From time to time the Reference Committee will report on a resolution which calls for a policy position contrary to or at variance with existing policy. It is the purpose of the Reference Committee to weigh existing policies, new information, standards of care, the will of the HOD, etc. to reach a consensus. The committee may recommend any of the options in Section V Item C. In the report to the HOD the recommendation will reference the current policy. The Speakers believe that reaffirmation is relatively indecisive since the previous policy has not been specifically reintroduced and debated.

- E. Parliamentary Procedure in the House:

A few comments on specific procedures may be helpful.

1. The motion to REFER FOR REPORT BACK TO THE HOD: If it is desired that a matter be referred to the Board or through the Board to the appropriate Committee, it should be specifically indicated if a report back to the House of Delegates is desired at a definite time. Without such a directive, the matters of reporting back and its timing are up to the body receiving the referral. If the motion to REFER is adopted, all pending or adopted amendments as well as the subject are referred. Referral to specific committees are made through the Board.

The motion to REFER FOR DECISION: When the House of Delegates refers an item of business to the Board for decision, the House delegates to the Board the decision as to what action is appropriate. Once the Board determines the appropriate action, whether affirmative or negative or no action, it will inform the House via the Handbook prior to the next meeting, and may use other appropriate means such as MSV publications.

2. The motion to AMEND something already adopted: Not infrequently it becomes desirable on the basis of afterthought or further consideration to modify an action, which has already been taken. If the modification is a simple addition to the action taken, rather than a substantive change, it is not necessary to RECONSIDER. A motion to AMEND the previous action is in order and it becomes a main motion.

F. The Motion to TABLE or POSTPONE TO A CERTAIN TIME of a question:

1. The motion to-postpone to a certain time is of higher rank than referral, and can be amended as to the definite time for consideration, with debate limited to brief discussion of the time or reason for postponement.
2. The motion to table is the highest ranking subsidiary motion to be applied to a main motion, requires a 2/3 majority vote, and has the effect to stop debate and remove the motion and any amendments to the motion from consideration on the floor.

VI. COMMITTEES OF THE HOUSE OF DELEGATES

To facilitate accomplishment of the business of the House of Delegates, the Speaker may appoint committees and their chairs from among the Delegates, Alternate Delegates, Student Members, and Affiliate members including but not limited to the following:

A. Credentials Committee:

1. To greet those attending the meeting;
2. To direct those attending to appropriate areas of seating;
3. To control the access to the floor of the House of Delegates and to monitor the doors so as to eliminate extraneous noise in the meeting;
4. To record the attendance of delegates, developing the official Credentials Committee Report; and
5. To deliver the Credentials Committee report to the House of Delegates.

B. Rules Committee:

1. To propose Rules of Procedure to the House of Delegates; and
2. To make a determination and a report to the House of Delegates regarding late and deferred resolutions.

C. Tellers Committee:

1. To count and record votes at direction of the Speaker and according to Rules of Procedure.

2. Affiliate members of the Society may serve as members on the Tellers Committee.

VII. NOMINATIONS

The House of Delegates, at its second session of the Annual Meeting, shall elect from its membership a committee on nominations, according to the applicable article of the Bylaws.

Members of the House of Delegates may make further nominations for each office at the Annual Meeting from the floor.

When applicable, one nominating speech for each candidate shall be limited to two minutes. A second to the nomination is required for acceptance.

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**AMENDED AND RESTATED BYLAWS OF
THE MEDICAL SOCIETY OF VIRGINIA
EFFECTIVE OCTOBER 26, 2025**

**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) out-of-state, (e) honorary active, and (f) 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 out-of-state 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 out-of-state member of the Society for at least ten years and has become retired, in which event he/she shall be granted lifetime membership effective on January 1 of the year retirement is confirmed by Society staff. Physicians granted such lifetime membership status shall not be charged annual dues.

Section 3. Public Service Active Members. A public service active member shall 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 out-of-state member of the Society for at least ten years and has become retired, in which event he/she shall be granted lifetime membership effective on January 1 of the year retirement is confirmed by Society staff. Physicians granted such lifetime membership status shall not be charged annual dues.

Section 4. Resident Physician Members. A resident physician member must be an intern, resident or fellow in an approved training program in Virginia. Any resident physician member may hold any office and serve on any committee of the Society. Any Resident Physician Member shall have the right to vote.

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

Section 6. Out-of-State Members. An Out-of-State member shall be a person not currently practicing medicine in Virginia and who holds or has held an active license as a doctor of medicine or osteopathic medicine by a Board of Medicine in any state. Out-of-State members shall pay dues unless at the time of payment they have been active members in good standing for more than ten (10) years and are retired.

Section 6.1. No Right to Vote. Out-of-State members shall have no right to vote, hold office or serve on committees, but shall be entitled to all other privileges of membership.

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

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

Section 8.1. Physician Assistants. Affiliate members who are physician assistants shall, as a condition of membership, hold an active license as a physician assistant from the Virginia Board of Medicine or, if such physician assistant is retired, hold an inactive license from the Virginia Board of Medicine.

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

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

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

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

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

Section 12. Approval and Removal of Members. An applicant shall not be accepted as an active physician, affiliate or out-of-state member of the Society until he/she has paid annual dues. Any member may be censured, suspended or expelled by a majority vote of the House of Delegates for sufficient

cause, when such action has been recommended by an ad hoc committee, which will be appointed by the Board of Directors specifically for the task of investigating complaints and providing recommendations for action to the Board of Directors. Any member may be dropped from the membership rolls for non-payment of dues (or any other assessment) or for failure to satisfy any other requirement for membership detailed in these Bylaws.

ARTICLE III

COMPONENT SOCIETIES, COMPONENT STUDENT SOCIETIES, COMPONENT RESIDENT PHYSICIAN SECTIONS, SPECIALTY SECTIONS, THE HOSPITAL MEDICAL STAFF SECTION, PHYSICIAN ASSISTANT SECTION, ACADEMIC MEDICAL SCHOOLS, and HEALTH SYSTEMS

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

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

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

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

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

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

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

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

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

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

169
170 **G.** The specialty organization must be active within its field of medicine and hold at
171 least one (1) meeting of its members annually.

172
173 **H.** The specialty organization must submit a resolution or other official statement to
174 show that the request is approved by the governing body of the specialty organization.

175
176 **Section 2.2.** The members of each specialty section shall adopt rules and regulations to
177 provide for the conduct of the meetings of the section and for the selection of the section's officers and its
178 delegate and alternate to the House of Delegates.

179
180 **Section 3.** Component Student Societies, Qualifications and Guidelines. Component student
181 societies shall be comprised of students in medical schools accredited by the Liaison Council on Medical
182 Education (LCME) or the American Osteopathic Association (AOA) and located in the Commonwealth of
183 Virginia. One component student society shall be recognized by the Society at each medical school in
184 the Commonwealth of Virginia accredited by the LCME or the AOA.

185
186 **Section 4.** Component Resident Physician Sections, Qualifications and Guidelines. There shall be
187 one component resident physician section recognized by the Society. Any intern, resident or fellow in
188 good standing in an Accreditation Council for Graduate Medical Education (ACGME) approved training
189 program in the Commonwealth of Virginia shall be eligible for membership in the section.

190
191 **Section 5.** Hospital Medical Staff Section, Qualifications and Guidelines. The hospital medical staff
192 section shall consist of members of the Society who also are active voting members of hospital medical
193 staffs with clinical privileges who have been selected for membership. The hospital medical staff section
194 shall consist of one (1) physician selected by the medical staff of each hospital located in Virginia. This
195 section shall adopt rules and regulations to provide for the conduct of its meetings and for the selection of
196 its officers and its delegate and alternate to the House of Delegates.

197
198 **Section 6.** Academic Medical Schools, Qualifications and Guidelines. Each medical school shall be
199 accredited by the LCME or the American Osteopathic Association.

200
201 **Section 6.1.** The following guidelines must be satisfied in order for a medical teaching
202 institution to be recognized as an academic medical school of the Society:

203
204 **A.** The academic medical school must not discriminate employment on the basis of
205 race, religion, national origin, gender, or handicap.

206
207 **B.** The academic medical school must represent a field of medicine that has
208 recognized scientific validity.

209
210 **C.** The academic medical school must have a group contract with the Society.

211
212 **D.** One hundred percent (100%) of the academic medical school's full-time faculty
213 (physicians) who are eligible for Society membership are members of the Society.

214
215 **Section 7.** Health Systems, Qualifications and Guidelines. Each health system shall be composed
216 of a medical group with one hundred (100) or more employed physicians affiliated under a single entity.

217
218 **Section 7.1.** The following guidelines must be satisfied in order for an employed medical
219 group to be recognized as a health system of the Society:

220
221 **A.** The health system must not discriminate employment on the basis of race,
222 religion, national origin, gender, or handicap.

224 **B.** The health system must represent a field of medicine that has recognized
225 scientific validity.

226
227 **C.** One hundred percent (100%) of the health system's employed physicians who
228 are eligible for Society membership are members of the Society.
229

230 **Section 8.** Physician Assistant Section. There shall be a section comprised of Physician Assistants
231 and Physician Assistant students who are members of the Society. Organization and governance within
232 the section shall be as determined by the section. The physician assistant section may introduce
233 resolutions to the House of Delegates.
234

235 **Section 9.** Attendance at Annual Meeting. Each component society, component student society,
236 component resident physician section, specialty section, the hospital medical staff section, health
237 systems, and academic medical schools shall send to each annual meeting of the Society the number of
238 delegates and alternates fixed by Article V, Section 3 herein.
239

240 **Section 10.** Member Rosters. The secretary of each component society, component student society
241 and component resident physician section shall keep a roster of its members. Once a year, not later than
242 July 1, the secretary of each component student society and component resident physician section shall
243 send a list of its members to the Executive Vice President and Chief Executive Officer of the Society. In
244 odd-years, not later than July 1, the secretary of each component society shall send a list of its members
245 to the Executive Vice President and Chief Executive Officer of the Society.
246

247 **Section 11.** Component Meetings. The component societies, component student societies and
248 component resident physician sections shall cooperate with the officers of the Society to carry out the
249 plans and objectives of the Society and to this end shall meet at least once each year. Once a year, each
250 component society shall notify the Society in writing, by mail or electronically, of their active status and
251 current officers, no later than May 1. The Society shall support component society membership for its
252 members and emphasize that an active component society membership results in a strong state society.
253

254 **Section 12.** Failure to Comply with Bylaws. If a component society, component student society,
255 component resident physician section, or physician assistant section fails to comply with the provisions of
256 these Bylaws, the Board of Directors shall request a report of the component regarding the organization
257 in question. After considering such report, the Board of Directors then may make a recommendation
258 concerning the status of the organization as a component society, component student society or
259 component resident physician section as being active or inactive.
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263 **ARTICLE IV**
264 **ANY MEETINGS OF MEMBERS**
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266 **Section 1.** Annual Meeting. There shall be an annual meeting of the Society, with the date and
267 place to be determined by the Board of Directors.
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269 **Section 2.** Attendees. Meetings of members of the Society shall be open to all registered members
270 and guests.
271

272 **Section 3.** Voting. Active, student and resident physician members may vote on any matter that the
273 House of Delegates determines is of sufficient importance that it should be submitted to the voting
274 members of the Society.
275

276 **Section 4.** Virtual Meetings. Any meeting of members described in these Bylaws may be held
277 virtually at the discretion of the President and in consultation with the Executive Vice President and Chief
278 Executive Officer.
279

ARTICLE V
HOUSE OF DELEGATES

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

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

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

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

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

Section 3.3. Each specialty section listed in Appendix A shall annually elect delegates, who are also members of the Medical Society of Virginia, to membership in the House of Delegates. The apportionment of delegates from each specialty society shall be a minimum of one delegate and one alternate. If at least forty (40) percent of its members are members of the Society the specialty society shall be entitled to two delegates and two alternates; if at least sixty (60) percent of its members are members of the Society the specialty society shall be entitled to three delegates and three alternates. Prior to the annual meeting each specialty section shall submit the name(s) of its delegate(s) and alternate delegate(s) to the Speaker of the House of Delegates or his designee. In the event a delegate for a specialty section is not present at any meeting of the House of Delegates, his/her alternate shall succeed to all privileges.

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

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

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

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

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

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

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

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

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

ARTICLE VI ELECTIONS

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

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

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

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

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

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

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

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

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

Section 5.7. An Associate Director representing the academic medical schools accredited or licensed by the Commonwealth of Virginia shall be elected by majority vote of the House of Delegates at the annual meeting to assist the Director and to substitute when the director is unable to perform his/her duties. The Associate Director shall be elected for a term of two (2) years. Any Associate Director who has served three (3) consecutive full two (2) year terms shall not be eligible for a fourth consecutive terms, 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 the academic medical schools, but shall not vote in Board meetings.

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

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

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

ARTICLE VII OFFICERS

Section 1. President.

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

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

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

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

Section 2. President-Elect.

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

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

Section 3. Executive Vice President and Chief Executive Officer.

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

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

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

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

Section 4. Speaker and Vice Speaker of the House of Delegates.

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

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

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

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

Section 5. Secretary-Treasurer.

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

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

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

Section 6. Officer resignations and vacancies

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

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

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

**ARTICLE VIII
BOARD OF DIRECTORS**

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

Section 2. Qualifications. Each Director and Associate Director who represents a District must be a member of, and for the purpose of these Bylaws be considered a representative of, a component society or component student society, in that District. In the event a District does not have an active component society, each Director and Associate Director who represents that District shall be a member in good standing of the Society and live or work in that District, as verified by Society staff.

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

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

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

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

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

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

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

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

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

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

**ARTICLE IX
PROFESSIONAL CONDUCT**

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

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

Section 2. Removal Process and Proceedings

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

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

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

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

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

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

**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:

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

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

C. By special legal counsel in a written opinion:

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ARTICLE XI COMMITTEES

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

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

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

ARTICLE XII ETHICS

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

928 **ARTICLE XIII**
929 **RULES OF ORDER**

930
931 **Section 1.** Rules of Order. In all matters not covered by its bylaws, special rules of order, and
932 standing rules, this organization shall be governed by the current edition of the *American Institute of*
933 *Parliamentarians Standard Code of Parliamentary Procedure.*
934

935 **ARTICLE XIV**
936 **AMENDMENTS**

937
938 **Section 1.** Authority to Amend Bylaws. Bylaw amendments may be proposed by any member.
939 Proposed amendments shall be submitted in writing through the Executive Vice President and Chief
940 Executive Officer. The Bylaws Committee shall consider and make written recommendations for
941 disposition of all properly proposed amendments in its report to the House of Delegates. Amendments
942 made at the time of the annual meeting shall lay on the table at least twenty-four (24) hours before they
943 may be considered for adoption and shall be handled in accordance with rules established by the House
944 of Delegates in accordance with Article V, Section 2. All previous Bylaws of the Society are repealed
945 when these Bylaws are adopted and put into effect.
946

947 **Section 2.** Vote to Amend Bylaws. These Bylaws shall be amended only by a two-thirds majority
948 vote of the members of the House of Delegates present and shall be effective as of the vote or as
949 provided for in the Resolution of the House of Delegates.
950

APPENDIX A
Approved October 15, 2023

First District:

Mid-Tidewater Medical Society

Second District:

Tri-County Medical Society; Coastal Virginia 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; 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 Physician Assistant

1009 Plastic Surgery

1010 Preventive Medicine

1011 Psychiatry

1012 Radiology

1013 Rheumatology

1014 Sleep Medicine

1015 Surgery

1016 Thoracic Surgery

1017 Urology

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