

BY-LAWS
OF THE
NEW HAMPSHIRE MEDICAL SOCIETY



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Approved: November 4, 2023

NEW HAMPSHIRE MEDICAL SOCIETY BY-LAWS

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LEGISLATIVE EMPOWERMENT

WHEREAS THE NEW HAMPSHIRE MEDICAL SOCIETY was incorporated by Act of the New Hampshire General Court in 1791; and

WHEREAS said Act provided that said Society "shall have full power and authority to make and enact such rules and by-laws for the better Government of said Society as are not repugnant to the laws of this State";

NOW THEREFORE, the following are adopted as the By-Laws of the New Hampshire Medical Society:

ARTICLE ONE.

NAME OF SOCIETY

The name and title of this organization shall be the NEW HAMPSHIRE MEDICAL SOCIETY, as provided by statute. The New Hampshire Medical Society will herein be referred to either as NHMS or ‘The Society’.

ARTICLE TWO.

VISION, MISSION, VALUES & GOALS

Section 1. VISION

The world we hope to create through our work together.

The NHMS envisions a State in which personal and public health are a high priority, all people have access to quality healthcare, and physicians experience deep satisfaction in the practice of medicine.

Section 2. MISSION

Our role as an organization in creating the world we envision.

The mission of the NHMS is to bring together physicians to advocate for the well-being of our patients, for our profession, and for the betterment of the public health.

Section 3. VALUES

The principles and values that we expect to guide our work together.

Altruism – We will act with unselfish regard for the welfare of others.

Integrity – We will conduct our activities in an atmosphere of openness and honesty. Members, officers and staff will uphold the highest standards of personal ethics.

Inclusiveness – We will seek out and respect individuals with diverse perspectives and opinions to enrich our work.

Humanism – We will embrace the art of medicine and the importance of the person in all that we do.

Science – Our work, recommendations, and policy positions will be grounded in principles and knowledge that can be objectively measured, studied, and evaluated.

Respect – We will treat other individuals and professions with due consideration.

Activism – We will take action to address issues of importance to our mission.

Excellence – We will bring the highest standards and quality to our work.

Adopted January 2008

ARTICLE THREE.

MEMBERSHIP

Section 1. This Society shall consist of active members, associate members, post-graduate trainee members, emeritus members, physician assistant affiliate members and honorary members. Physicians and physician-trainees residing and/or practicing within the state of New Hampshire may directly apply to the society for membership.

Section 2. Active members shall be physicians, except as otherwise specifically noted, who are in good standing and who shall pay dues. Only active members may vote at the General Session and hold office unless otherwise specified below.

Section 3. Physicians who are active members in another state medical society may apply for Associate membership. Associate members shall pay dues as determined by the Board.

Section 4. Post-graduate trainee members: medical students, interns, residents or fellows who may or may not be licensed to practice medicine in New Hampshire are eligible to be post- graduate trainee members. Such members shall not be required to pay dues.

Section 5. Emeritus members shall be those who have been members in good standing of this Society or another state medical society for a period of 20 years and either have retired completely from practice or have reached the age of 65, or are disabled or for other reasons, the payment of dues would be a hardship. An emeritus member application based on financial hardship shall be determined by a majority vote of the Board. Emeritus members shall not be required to pay dues but may vote at the General Session.

Section 6. Honorary members shall be persons in this or other states who have acquired honorable distinction in their profession and whom the Society wishes to acknowledge with membership. A two-thirds vote of the Board shall be necessary for their election. They shall not be required to pay dues.

Section 7. Physician Assistant members of this Society are those physicians' assistants who are licensed by the State Board of Medicine and are supervised by a physician who is a member of the Society. Physician Assistant members shall pay dues as determined by the Board.

Section 8. All members and officers of the Board and the Council shall be members in good standing of the NH Medical Society and shall be current in the payment of dues.

Section 9. All members in good standing of the Society, who have paid their annual dues, shall be privileged to attend and take part in all meetings.

Section 10. Expulsion from membership may be imposed by the Society upon a physician who violates the ethical standards involving a breach of moral duty or principle. The Society has a civic and professional obligation to report to the appropriate governmental body or state Board of Medicine credible evidence that may come to their attention involving the alleged criminal conduct of any physician relating to the practice of medicine.

The Society shall report to the State Board of Medicine any disciplinary action against a member

relating to professional ethics or medical incompetence, within 30 days after such disciplinary action is taken. Loss or suspension of a member's license to practice medicine may result in loss or suspension of membership in the Society.

Section 11. Each member in attendance at any scientific meeting of the Society shall enter his/her name on the registration book

Section 12. Physicians whose membership has lapsed for non-payment of dues may request reinstatement with privilege of one-year amnesty [waiver?] for dues payment.

ARTICLE FOUR.

NHMS BOARD OF DIRECTORS

Section 1. The NHMS Board of Directors (The Board) shall be the governing body of the Society. The Board shall handle administrative oversight functions, and shall assume fiduciary and legal responsibility for the activities of the organization. Additional named responsibilities include:

1. Alignment of Societal activities with membership needs, and to act in the best interest of the Society and Membership.
2. Support, oversight and, ongoing performance review of the society's CEO.
3. Sustaining a dynamic and relevant strategic plan that advances the vision, mission, and goals of the Society.
4. Working closely with the Society's CEO to operationalize projects proffered by the NHMS Council.
5. Entering into contractual agreements on behalf of the Society and the NHMS Council.
6. Purview over financial expenditures and programs that utilize Societal funds.
7. Ensuring financial strength and appropriate asset management for the Society.
8. Review and approval of policies and procedures that govern the Society.
9. Ensuring that NHMS advocacy stances accurately reflect policy
10. Promoting the Society in the community.

Section 2. The Board shall not create official policy stances for the Society, but shall rather review and approve those proffered by the NHMS Council.

Section 3. The Board composition shall consist of:

1. President (Board Chair)
2. President-Elect
3. Immediate Past-President
4. Treasurer
5. Secretary
6. Delegate to the American Medical Association
7. Trustee Chair of the Bowler Bartlett Foundation
8. Director-at-Large 1
9. Director-at-Large 2
10. Director-at-Large 3
11. Director-at-Large 4

Section 4. The members of the Board shall be elected by members present at the General Session and shall serve for the terms to which elected and until their successors shall have been duly elected and installed.

Section 5. The Board of Directors shall meet on a quarterly basis at minimum, but shall meet more frequently as dictated by situational necessity. Presence of at least seven (7) members is required for a quorum, and attendance at $\geq 75\%$ of meetings is required to avoid loss of appointment.

ARTICLE FIVE.

NHMS COUNCIL

Section 1. The NHMS Council (The Council) shall function as the principal advisory board for the Society, and voice for NHMS physician membership throughout the state. The Council does not assume fiduciary responsibility for the Society, but shall provide advice and insight for the Society on behalf of the Membership. The Council shall be responsible for the development of Societal policy and programming that reflects the will and needs of the NHMS membership.

The Council shall also function to provide primary ambassadorship and outreach of the Medical Profession to the public. Members from the council shall represent the Society in legislative and regulatory advocacy in the interest of the public health and of scientific medicine. It shall keep in touch with professional and public opinion, and shall endeavor to shape health-related public policy and secure the best results for the whole people.

Its work shall be done with all due thoughtfulness and consideration of best practice and accepted scientific knowledge and/or consensus available.

Section 2. All members of the Council must be members of the Society in good standing. The Council composition shall strive to reflect the makeup and diversity of the physician membership in the State of New Hampshire.

The Council shall consist of:

- President (Chair)
- President-Elect
- Immediate Past President
- Penultimate Past-president
- Secretary
- Treasurer
- Four (4) Directors-at-Large
- Speaker
- Delegate to AMA
- Alternate Delegate to AMA
- Trustee Chair of the Bowler Bartlett Foundation
- Four (4) Members-at-Large
- One (1) Medical Student
- Three (3) Resident and/or Fellow Physicians.
 - These will be for one year terms, but may be renewed dependent on applicant pool.
- One (1) Physician Assistant
- Two (2) young physicians (under 40 years old or under 5 years in practice)
- One (1) Physician Member of the NH Board of Medicine

- One (1) Lay Person
- One (1) physician/ representative of the NH Department of Health & Human Services
- Specialty Representatives
 - One (1) NH Osteopathic Association representative
 - Specialty Society Representatives:
 - Appointed to the NHMS council by an in-state specialty society
 - Specialties that lack an in-state society:
 - NHMS members in good standing may apply directly to the council to serve as a representative.
 - The medical specialty in question must be recognized by the American Board of Medical Specialties (ABMS; www.abms.org). Subspecialties are not independently considered, and are grouped under the general specialty.
 - There must be absence of a functional in-state specialty society (lack of a pathway for appointment).
 - The application should consist of an application letter and curriculum vitae, and resolve with a vote of the council.
 - The expected length of service is three (3) years, but may be renewed indefinitely.

Section 3. From the above named non-Officer Council positions, those which are not appointed through a partner organization shall be elected by members present at the General Session for a term of three years. Self-nomination from the membership is encouraged.

Section 4. The Council shall meet every month unless otherwise agreed to by a vote of the Council. Minutes from council meetings shall be made available to NHMS membership in the member-protected area of the NHMS website.

Section 5. After presentation and deliberation at the council, all official policies undergoing draft development or revision must be made available for review and commentary by the full NHMS membership. The membership should be notified and given at least one month to respond with commentary for the NHMS to take under consideration, prior to any motion for official adoption of the policy.

In situations where the council must take timely/urgent position recommendations for the society in the absence of adopted policy, a general synopsis of the reasoning utilized and vote results shall be included in the meeting minutes for membership review. Official policy should subsequently be developed if warranted. The council shall not forgo the policy development pathway with membership review, simply for the sake of expedience.

Section 6. If a vote shall be necessary, a quorum shall consist of at input from at least 50% of council members. Absentee votes sent prior to the meeting shall be valid.

ARTICLE SIX.

OFFICERS

Section 1. The officers of this Society shall consist of a President, President-Elect, Immediate Past President, Treasurer, Secretary, and Speaker.

Section 2. The Presidency sequence spans a term of three years; filling sequential one (1) year terms as President-Elect, President, and Immediate Past-President. The Treasurer and Secretary shall be elected to three-year terms, and their elections should be staggered to help increase

continuity in institutional memory. Directors-at-Large shall be elected for two-year terms, and elections shall be staggered so that two (2) are elected annually. The Speaker shall be elected annually.

Section 3. The officers of this Society shall be elected by members present at the General Session and shall serve for the terms to which elected and until their successors shall have been duly elected and installed. No person shall be elected an officer of the Society who has not been an active member of the Society for the preceding two years. The officers elected shall take their offices at the conclusion of the meeting and serve for the term to which elected and until their successors shall have been duly elected and installed.

Section 4. Elections shall be by ballot whenever there is a contest and a majority of the votes cast shall be necessary to elect.

Section 5. The Society shall keep the general membership informed of upcoming or open leadership positions in the Council and/or Board, and shall encourage the membership to self-nominate to be elected for these roles.

Section 6. If the President dies, resigns, is physically or mentally incapable to serve, or is removed from office, the President-Elect shall immediately become president and shall serve the remainder of the term of his/her immediate predecessor and his/her subsequent term.

A vacancy in the office of President-Elect shall not be filled until the next General Session. The nominating committee shall recommend candidates for the positions of President and President-Elect (in a timely fashion), and both positions will be filled at the next General Session. If there is a vacancy in the offices of both President and President-Elect, the Immediate Past-President may act as President until the next General Session, if amenable. If the Immediate Past-President is not amenable or available, the Secretary may act as President until the next General Session.

In case of other officer vacancies that may arise (e.g. Secretary, Treasurer, etc), the President is empowered to appoint a successor to serve until the next General Session.

ARTICLE SEVEN.

DUTIES OF OFFICERS

Section 1. The President shall provide leadership for the Society during his/her term of office and shall be, ex officio, a member of all committees and task forces. The President shall appoint all committees and task forces not otherwise provided for; shall fill vacancies when they occur, shall preside over Council meetings and shall perform such other duties as custom and parliamentary usage may require.

Section 2. The President-Elect and Immediate Past-President shall assist the President in the discharge of his/her duties, and shall successively officiate for him/her during his/her absence or at his/her request.

Section 3. The Secretary shall be responsible, with the Society staff, for assuring accurate documentation of Society activities, updating of existing policies, procedures, and maintenance of quality communications from, and within, the NHMS. Responsibilities include but are not limited to assuring that:

- A. Resolutions, position statements, policies, procedures, Bylaws and the Strategic Plan of the Society are reviewed and revised as needed and either reaffirmed or timed-out as appropriate, no less frequently than every five years, and more frequently if specified in the document.
- B. Important historical documents and records of the Society including minutes of task forces and committee meetings, key speeches, conference programs and other records are gathered, organized and recorded for posterity and that an annual report is prepared and presented at the General Session.
- C. Communication venues including the website, newsletter and weekly e-news, and other options that may change over time, are of high quality and appropriate content.
- D. Other such duties, as may be assigned by the Board of Directors or recommended by the Council, are carried out.

Section 4. The Treasurer shall have the following rights and duties:

- A. Review and approve reports of the Society's revenues and expenditures to ensure accuracy and acceptability of accounting;
- B. Ensure the execution of an annual audit of financial records by an accounting firm engaged by the Society, and review the audit results for consistency and acceptability;
- C. Provide an annual report to the General Session and summary reports at Board of Directors meetings, along with recommendations pertaining to fiscal affairs of the Society;
- D. Shall be empowered to sign Society checks and may designate the authority for counter-signatures to other persons in the employ of the Society if approved by the Board of Directors.

Section 5. Directors-at-Large, though not officers with specific named duties, shall be voting members of the Board and will be called upon to help serve on or chair various taskforces, committees, or programs as needed by the Society.

Section 6. The Speaker shall preside at the meetings of the General Session, shall assist with rules of order during other societal meetings, and shall perform such duties as custom and parliamentary usage requires. Although invited to attend Board meetings, the Speaker will not be a voting member of the Board.

ARTICLE EIGHT.

MEETINGS OF THE SOCIETY

Section 1. The Society shall hold an annual General Session at a time and place to be decided upon by the Council. Said General Session shall be open to all members of the Society and their invited guests. These bylaws may be amended by majority vote of the General Session pursuant to Article Eighteen.

The General Session shall be responsible for the election of Society officers and other elected members of the Council. The Treasurer shall present a transparent synopsis of the budget for the upcoming year, and report on the financial health of the Society for membership review. In addition, other matters in the form of motions or formal petitions may be proposed at the General Session meeting, understanding that final authority for determination of such issues rests with the

NHMS Board. Under advisement from the NHMS Council, the Board must review and vote to approve, disapprove, or refer for further study, all actions taken at the General Session.

Section 2. Special meetings of the Society may be called at the President's discretion; by a petition signed by a majority of the members of the Council or Board of Directors; or by a petition signed by 200 members of the Society entitled to vote. Notice of a special meeting of the Society shall be sent to all members 30 days prior to the meeting and shall state the reasons for the meeting and the date and place to be held. All members of the Society shall have equal rights to participate in the proceedings of the special meeting, but the right to vote shall be limited to members entitled to vote, as defined in Article Three. The Speaker of the Society shall preside.

Section 3. The speaker shall be empowered to declare a quorum.

ARTICLE NINE.

REFERENDA

200 members of the Society entitled to vote may, by petition, request the Board to issue a call for a general referendum upon any question or issue. The NHMS shall help facilitate the petition process for concerned members online through the NHMS webpage. Petitions will be allowed to accrue signatures towards the 200-member threshold and will expire at the end of each calendar year, but may be re-issued with no limitation.

Any referendum shall be conducted as determined by the Board, either electronically or by other means that ensures an equitable voting opportunity for the whole membership. Notice and purpose of such a referendum shall be sent electronically and made available online to all members at least 30 days prior to any call for a vote.

The persons voting must comprise a majority of all voting members then registered in the Society. A majority of such vote shall determine the question and shall be binding upon the Society.

ARTICLE TEN.

FUNDS AND EXPENSES

Section 1. Funds for meeting the expenses of the Society may originate from various sources, including but not limited to (1) annual membership dues as determined by the Board, (2) sponsorship through the NHMS corporate-affiliate program, or (3) revenue accrued through NHMS sponsored programs such as scientific sessions of the Society or such other sources as approved by the Board of Directors.

Section 2. The Board of Directors shall determine the annual dues of active and associate members of this Society, and shall approve any negotiated group membership rates, based on recommendations generated by the Finance Committee. Consideration for lowering membership dues shall be made on an annual basis, dependent on the financial health of the society and robustness of alternate revenue sources. All initial mailings to applicants for Society membership will include an invoice for an application fee. If for any reason the application is not accepted, the application fee will be refunded.

Section 3. Individual membership for a period of more than six months in a calendar year shall require the payment of full annual dues. Membership for a period of less than six months in a calendar year but more than three months shall require the payment of one-half annual dues.

Membership for a period of less than three months in a calendar year shall not require the payment of dues.

Section 4. In order to participate in Society functions and benefits, or to serve in any official capacity of the Society, annual dues must be paid by June 1 of the calendar year. A member whose dues are not paid by October 1 of the calendar year may be suspended from membership in the Society without right of hearing or appeal.

Section 5. All surviving spouses of retired/deceased Society physician members will be eligible to continue to purchase health insurance benefits under their existing Society group policy until remarriage.

Section 6. Annual dues may be omitted because of financial hardship upon application to the NHMS Board.

Section 7. A member of the Society who is temporarily in the armed forces or serving as a missionary or any similar type of service shall not be required to pay dues for the years or portions thereof during which he/she is absent from his/her practice or usual paid medical work.

Section 8. All motions or resolutions appropriating money, or creating special assessments, shall specify a definite amount and must be approved by a majority vote of the Board of Directors.

Section 9. The Treasurer shall prepare and present a balanced budget at the General Session. Any dues increase shall be approved at the General Session.

Section 10. The Board of Directors is authorized to shift budget items provided the total sum of the budget is not exceeded.

ARTICLE ELEVEN.

STANDING COMMITTEES

Section 1. The permanent standing committees reportable to the Board of Directors include:

- Governance Committee
- Finance Committee
- Legislative Committee
- Physician Health Committee
- Education Committee

Section 2. The permanent standing committees reportable to the Council include:

- Nominating Committee

Section 3. The Governance Committee shall be chaired by the President and shall consist of the Immediate Past-President, the President-Elect, the Treasurer, the Secretary, a Director-at-Large (non-first-term), and the CEO. The Governance Committee shall ensure that there is an appropriate orientation to help all new officers and council members understand their roles and responsibilities, and shall also ensure that there is a reasonable process for holding individuals and other committees accountable for fulfilling their obligations. The Committee (minus the CEO) shall also be tasked with conducting annual evaluations of CEO performance, as well as a general assessment of staff adequacy and job-satisfaction.

Section 4. The Finance Committee shall be chaired by the Treasurer and shall consist of the President, President-Elect, Trustee of the Bowler Bartlett Foundation, a Director-at-Large (non-first-term), and the CEO. It will meet at appropriate intervals, and at the call of the President or the Treasurer, to deliberate matters of financial importance of the Society.

Section 5. The Legislative Committee shall be chaired by the President, and shall consist of Committee members drawn from various medical specialties and geographic areas of New Hampshire, a Director-at-Large, the CEO, and the Society's Advocacy Director. The committee shall concern itself with state and federal legislation that impacts patients, physicians, public health, insurance, medical liability, etc. The Committee shall make recommendations on policies, positions, and provide general strategic advice to the NHMS Council.

Section 6. The Physician Health Committee shall consist of a chairperson, a Director-at-Large, and at least two additional members. Other members, in order to deal with local, county, or regional matters, may be appointed as needed. The Physician Health Committee shall assure that there is a functioning program of high quality in the State that supports the care of physicians challenged with physical, psychological, substance or other problems that may interfere with the physician's ability to perform his/her normal duties in relation to his/her patients, the hospital or the community, while at the same time assuring protection of the public from actions of impaired physicians.

Section 7. The Education Committee shall consist of a chairperson, a Director-at-Large, and a composition made up of physicians and other health professionals, drawn from the various geographic areas of New Hampshire, who have a genuine interest in assuring quality continuing medical education is available. The committee shall concern itself with the education of physicians and allied health care professionals. The Committee shall be responsible for oversight of continuing medical education provided at various institutions in New Hampshire. The committee shall also collaborate with the President and society staff in developing a robust agenda for the annual NHMS Scientific Conference.

Section 8. The Nominating Committee shall be chaired by the Immediate Past-President, and shall additionally consist of a Director-at-Large (non-first-term), the CEO, the Director of Advocacy, and two additional NHMC Council members chosen at the chair's discretion. The committee shall consult with members of the Society to seek out nominees for the various positions to be filled, remind the general membership to apply for positions when necessary, and hold at least one meeting when nominees/applicants for all positions will be reviewed and discussed. This committee is obligated to promote diverse and equitable representation of backgrounds and specialties in the NHMS leadership, so that the best interests of the Society and membership of different practice settings and geographic locations can be served. The committee shall also work with staff to ensure the roster of NHMS Council members appointed by specialty-societies and other external organizations are accurate, and shall develop a complete slate of recommendations for consideration or election at the General Session.

ARTICLE TWELVE.

EXECUTIVE STAFF

Section 1. The Board of Directors shall hire a Chief Executive Officer (CEO).

Section 2. The Chief Executive Officer will be responsible for management the organization and

will be expected to act as a strategic partner with Society leadership to achieve strategic goals. To facilitate these duties, the CEO shall be granted powers necessary to oversee the administration of societal operations, staff, facilities, and to operationalize the vision and direction for the society as developed and articulated by Society leadership.

Section 3. The salary of the CEO shall be fixed by the Board of Directors upon recommendation of the Society's Finance Committee.

ARTICLE THIRTEEN.

RULES OF CONDUCT

The principles, which shall govern the conduct of members of the Society in their relations to each other and to the public, are the principles of the Medical Ethics of the American Medical Association set forth below, and any future amendments thereto, provided they are not in conflict with the principles of this Society.

Preamble: The medical profession has long subscribed to a body of ethical statements developed primarily for the benefit of the patient. As a member of this profession, a physician must recognize responsibility to patients first and foremost, as well as to society, to other health professionals, and to self. The following Principles adopted by the American Medical Association are not laws, but standards of conduct which define the essentials of honorable behavior for the physician.

Principles of Medical Ethics

- I.** A physician shall be dedicated to providing competent medical care, with compassion and respect for human dignity and rights.
- II.** A physician shall uphold the standards of professionalism, be honest in all professional interactions, and strive to report physicians deficient in character or competence, or engaging in fraud or deception, to appropriate entities.
- III.** A physician shall respect the law and also recognize a responsibility to seek changes in those requirements which are contrary to the best interests of the patient.
- IV.** A physician shall respect the rights of patients, colleagues, and other health professionals, and shall safeguard patient confidences and privacy within the constraints of the law.
- V.** A physician shall continue to study, apply, and advance scientific knowledge, maintain a commitment to medical education, make relevant information available to patients, colleagues, and the public, obtain consultation, and use the talents of other health professionals when indicated.
- VI.** A physician shall, in the provision of appropriate patient care, except in emergencies, be free to choose whom to serve, with whom to associate, and the environment in which to provide medical care.
- VII.** A physician shall recognize a responsibility to participate in activities contributing to the improvement of the community and the betterment of public health.

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

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

Amended and re-adopted by the AMA's House of Delegates June, 2016.

ARTICLE FOURTEEN.

THE SEAL

The Society shall have a common seal, with the power to break, change or renew the same at pleasure.

ARTICLE FIFTEEN.

RULES OF ORDER

The Speaker of the Society shall serve as Parliamentarian and the deliberations of this Society shall be governed by a rules-of-order manual of his/her selection. The Parliamentarian's decision on all parliamentary questions shall be final, unless otherwise overruled by a two-thirds vote of members present and voting. In the event the Parliamentarian so named is unable to serve, a substitute Parliamentarian shall be named by the Speaker.

ARTICLE SIXTEEN.

UNUSUAL SITUATIONS

Questions will arise which may not be specifically covered by these By-Laws. Most issues, including those pertaining to Societal governance, finance, or contractual obligations with external entities, shall be directed to the Board of Directors. Issues regarding policy shall first be directed to the NHMS council for development of recommendations. In general, issues may be resolved by majority vote of the appropriate body if deemed necessary.

ARTICLE SEVENTEEN.

REPEAL

All rules, regulations, constitutions, customs, practices, or By-Laws heretofore adopted or followed, to the extent inconsistent with these By-Laws, are hereby repealed and discontinued.

ARTICLE EIGHTEEN.

AMENDMENTS

These By-Laws may be amended at any meeting of the General Session by a majority vote of all the members present at the meeting.

Any proposed amendments to the bylaws must be circulated to the membership for review at least 30 days prior to any proposed meeting of the General Session (in writing or digitally), and made available to active members online via the NHMS webpage.

While only members in attendance at the General Session will vote on By-law amendments, commentary and suggestions received prior to the General Session from active-members who cannot attend must be reviewed and discussed. Multiple comments related to a single item may be collated and reviewed together as a recurring issue.

ARTICLE NINETEEN.**INDEMNIFICATION**

Each present and future member and officer of the Board and the Council, whether or not then in office, and each executive officer of the Society, will be indemnified by the Society against expenses actually and reasonably incurred by or imposed upon him (including but without being limited to, settlements, judgments, costs, and counsel fees) in connection with the defense of any administrative, civil or criminal action, suit or proceeding in which he or she is made a party by reason of being or having been a member or officer of the Board or Council or an executive officer of the Society, except in relation to matters as to which he or she will be actually adjudged in such action, suit or proceedings to be liable for gross negligence or misconduct in the performance of duty to the Society.

Revisions approved by the New Hampshire Medical Society General Session and recorded as of November 4, 2023.