

BY-LAWS
OF THE
NEW HAMPSHIRE MEDICAL SOCIETY



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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.

ARTICLE TWO.

VISION, MISSION, VALUES & GOALS

Section 1. VISION

The world we hope to create through our work together.

The New Hampshire Medical Society 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 New Hampshire Medical Society 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 will be grounded in principles and knowledge that can be 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.

COMPONENT SOCIETIES

As provided for in its Act of Incorporation, only the New Hampshire Medical Society is authorized to issue charters for its component Societies. It has chosen to issue one charter to each county medical society as follows: Belknap County Medical Society, June 11, 1906; Carroll County Medical Society, June 5, 1848; Cheshire County Medical Society, June 6, 1815; Coos County Medical Society, October 20, 1906; Grafton County Medical Society, June 6, 1820; Hillsborough County Medical Society, June 1, 1816; Merrimack County Medical Society, February 4, 1807; Rockingham County Medical Society, June 2, 1824; Strafford County Medical Society, December 16, 1811; Sullivan County Medical Society, August 10, 1909.

NOTE: Hillsborough County Medical Society was granted dissolution by the Merrimack Probate Court on 1/28/09.

ARTICLE FOUR.

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. All membership is subject to Council approval.

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 Council.

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. Emeritus members shall be determined by a majority vote of the Council. 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 Council 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 Council.

Section 8. All officers, members of the Council shall be members in good standing of the state 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 for dues payment.

ARTICLE FIVE. NEW HAMPSHIRE MEDICAL SOCIETY COUNCIL

Section 1. The New Hampshire Medical Society Council (Council) shall be the governing body of the Society. Except as otherwise specifically provided in these By-Laws, it shall have and may exercise all powers, which may be necessary, or convenient, in order to effectuate the purposes of the Society. Decisions by the Council shall be policy of the Society.

The Council shall be responsible to assure that the Society maintain a dynamic and relevant strategic plan that advances the vision, mission and goals of the Society.

The Council shall have charge of the relations of the profession to the public. It shall represent the Society in securing and enforcing legislation 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 legislation so as to secure the best results for the whole people.

Its work shall be done with the dignity becoming a great profession and with the wisdom which will make effective its power and influence.

Section 2. All members of the Council must be members of the Society and shall reflect the makeup and diversity of the physician membership of the Society.

The Council shall consist of:

- President
- President-Elect
- Immediate Past President
- Penultimate Past President
- Vice President
- Secretary
- Treasurer
- Speaker

- Vice Speaker
- Delegate to AMA
- Alternate Delegate to AMA
- 3 Members of the Board of Trustees
- 1 Medical Student
- 1 Physician Assistant
- 1 NH Osteopathic Association Representative
- Specialty Society Representatives - one for the first 200 and one for each successive 200 physicians in each specialty
- 2 Young Physicians (under 40 years old or under 5 years in practice)
- 6 At-Large Members
- 1 Physician Member of the NH Board of Medicine
- 1 Lay Person
- Physician Representative of the NH Department of Health & Human Services

Section 3. The Council shall meet every month unless otherwise agreed to by a vote of the Council.

Section 4. A quorum shall consist of at least nine members, including a minimum of three members of the Executive Committee.

ARTICLE SIX.

OFFICERS

Section 1. The officers of this Society shall be President, President-Elect, Vice President, Immediate Past President, Penultimate Past President, Speaker, Vice Speaker, Secretary, Treasurer and three Trustees.

Section 2. The President-Elect shall be elected for a term of one year, succeeding thereafter to the office of President for a term of one year. The Vice President shall be elected for a term of one year. The Secretary, Treasurer, Speaker and Vice Speaker shall be elected annually. The Trustees shall be elected for terms of three years and shall be staggered so that one shall be elected annually. The Trustees may be elected to two consecutive terms only; this does not preclude election at a later date for an additional two consecutive terms.

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. Officers may receive such compensation as may be determined justifiable by the Council. No person shall be elected an officer of the Society who has not been a 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. Nothing in this article shall be construed to prevent additional nominations being made by members of the Society at the General Session.

Section 6. If the President dies, resigns, is physically or mentally unqualified 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.

If there is a vacancy in the offices of both President and President-Elect, the Vice President shall act as president until the next General Session. A vacancy in the office of President-Elect shall not be filled until the next General Session. In case of a vacancy existing in the offices of either Secretary or Treasurer, 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 Vice 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, as well as other such venues that evolve over time and are hosted by the Medical Society, are of high quality and appropriate content.
- D. Other such duties as may be assigned by the Council or Executive Committee are carried out.

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

- A. supervise the receipt of all dues assessed by the Society and other revenue;
- B. supervise the keeping of an accurate record of funds received and dispersed by the Society;
- C. subject his/her accounts to annual audit by an accounting firm engaged by the Society for this purpose;
- D. provide an annual report to the General Session and a monthly report to the Council together with recommendations pertaining to fiscal affairs of the Society;

- E. he/she shall be bonded.
- F. 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 Executive Committee.

Section 5. The Trustees shall be the custodians of all the special funds of the Society. They shall also serve as Directors of the Bowler-Bartlett Foundation.

At the request of the Council, the Trustees shall turn over to the Treasurer such available money over and above \$200,000 in the Bowler-Bartlett Foundation as may be needed to meet Society deficits. All Funds in the custody of the Trustees shall be subject to audit by the Society's auditor.

If a Trustee dies, resigns, is physically or mentally unqualified to serve or is removed from office, the President, in consultation with the Trustees and the concurrence of the Council, shall nominate a replacement who will serve as a Trustee until the next General Session at which time a Trustee shall be elected according to the By-Laws.

Section 6. The Speaker shall preside at the meetings of the General Session, shall assist the President at Council meetings and shall perform such duties as custom and parliamentary usage requires.

Section 7. The Vice Speaker shall serve as Parliamentarian and shall officiate in the place of the Speaker during his/her absence or at his/her request. In the case of death, resignation or removal of the Speaker, the vacancy shall be filled by the Vice Speaker.

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 XIX.

The General Session shall be responsible for the election of Society officers and other elected members of the Council, as well as approval of the annual budget of the Society, as presented by the Treasurer. In addition, other matters in the form of motions or formal may be proposed at the General Session meeting, understanding that final authority for Society policy, other than elections and budget approval, rests with the Council, which must, in a timely manner, 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 Executive Committee; 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 IV. 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 Council to issue a call for a general referendum upon any question or issue.

Any referendum shall be conducted as determined by the Council by a written ballot by mail, electronically or at the General Session or a special meeting of the Society called for this specific purpose. Notice and purpose of such a referendum shall be sent, in writing, to all members at least 30 days prior to distribution of the ballots or the date of the general meeting.

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 shall consist of annual membership dues as determined by the Council, such funds as may accrue from scientific sessions of the Society and such other sources as the Council may direct.

Section 2. The Council shall determine the annual dues of active and associate members of this Society. 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. 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 3. 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 4. 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 5. Annual dues may be omitted because of financial hardship upon application to the Secretary of the Society.

Section 6. 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 7. All motions or resolutions appropriating money, or creating special assessments, shall specify a definite amount and must be by a majority vote of the Council.

Section 8. The Treasurer shall prepare and present a balanced budget at the General Session. Any dues increase shall be approved at the General Session.

Section 9. The Council is authorized to shift budget items provided the total sum of the budget is not exceeded.

ARTICLE ELEVEN.

STANDING COMMITTEES

Section 1. In addition to the Council, the permanent standing Committees shall be as follows:

- Executive Committee
- Nominating Committee
- Physician Health Committee
- Finance Committee
- Education Committee
- Legislative Committee

Section 2. The Executive Committee shall consist of the:

- President
- President-Elect
- Immediate Past President
- Vice President
- Secretary
- Treasurer

The Executive Committee may exercise, between meetings of the Council, any and all powers of the Council subject to subsequent ratification by the Council.

Section 3. The Nominating Committee shall consist of the Immediate Past President as Chair, the Penultimate Past President, two members chosen from the Council appointed by the Chair, and the Executive Vice President. It shall be the duty of Nominating Committee, as previously defined, to consult with members of the Society to seek out nominees for the various positions to be filled, then hold at least one meeting when nominees for all positions will be reviewed and discussed so that the best interests of the Society, geographic location of the nominees notwithstanding, can be served, and then presented as a slate for consideration by the General Session.

Section 4. The Physician Health Committee shall consist of a chairman 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 5. The Finance Committee shall consist of the President, President-Elect, Immediate Past President, Penultimate Past President, three Trustees and the Treasurer. It will meet at appropriate intervals, at the call of the President or the Treasurer, to deliberate matters of financial importance of the Society.

Section 6. The Education 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 have a Chair appointed by the Council 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.

Section 7. The Legislative Committee shall concern itself with state and federal legislation that impacts patients, physicians, public health, insurance, medical liability, etc. The President or his/her designee shall serve as Chair and Committee members shall be drawn from various medical specialties and geographic areas of New Hampshire. The Committee shall make recommendations on policies or positions to the Council.

ARTICLE TWELVE.

EXECUTIVE STAFF

Section 1. The Council shall appoint an Executive Vice President.

Section 2. The Executive Vice President shall exercise all such powers, carry out all such duties and shall observe all such duties and restrictions as the Council may from time to time impose on him/her. The duties shall include the following:

- A. The Executive Vice President shall be directly responsible to the Council.
- B. The Executive Vice President shall be bonded.
- C. The Executive Vice President shall act as general administrative officer and business manager of the Society, subject to the advice and direction of the Council.
- D. The Executive Vice President shall be custodian of all communications and paper and records pertaining to the duties of his/her office.
- E. The Executive Vice President shall collect the Society dues and shall record and promptly turn over to the Treasurer, all funds of the Society, which may come into his/her possession.
- F. The Executive Vice President shall aid the Council in the organization and guidance of the component societies.
- G. The Executive Vice President may hire additional staff as necessary for the operation of the Society, subject to budgetary approval at the General Session.
- H. The Executive Vice President shall prepare an Annual Report for presentation at the General Session.

Section 3. The salary of the Executive Vice President shall be fixed by the Council upon recommendation of the Finance Committee of the Society.

ARTICLE THIRTEEN.

BOWLER-BARTLETT FOUNDATION

Section 1. The Bowler-Bartlett Foundation is organized for charitable, educational and scientific purposes in accordance with 501(c)3 of the Internal Revenue Code, including the advancement of the practice of medicine, enhancement of the quality of medical care, and the betterment of the health of New Hampshire citizens, as well as promotion and preservation of the history of medicine in the Granite State. The Foundation also may render pecuniary aid to members who are needy, sick, disabled or aged, or to needy widows and/or widowers and children of deceased members. The distribution of the Foundation's funds shall be vested in a committee whose members shall consist of the Trustees of the Society.

Section 2. The Foundation shall maintain a basis of at least \$200,000. The Trustees of the Society may add to the basis any income not otherwise expended and may accept contributions from any other source. Any amounts in the Foundation greater than \$200,000 may be used to meet Society deficits per Article 7, Section 5.

Section 3. Applications for distribution of money for purposes provided for in Section 1 of this Article must be made to the Trustees. No money shall be expended without consent of the Trustees. The method of distribution of money, the amount to be expended in each case, and the method of repayment, if any, shall be decided in all cases by the Foundation's Board.

ARTICLE FOURTEEN.

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 FIFTEEN.

THE SEAL

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

ARTICLE SIXTEEN.

RULES OF ORDER

The Vice 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 SEVENTEEN.

UNUSUAL SITUATIONS

Whenever a question arises which is not specifically covered by these By-Laws, it may be resolved by majority vote of the Council. If the question arises when said body is not in session, it shall be resolved by the Executive Committee subject to subsequent approval by the Council. (to be consistent with Article 11, section 2)

ARTICLE EIGHTEEN.

REPEAL

All rules, regulations, constitutions, customs, practices, or By-Laws heretofore adopted or followed are hereby repealed and discontinued.

ARTICLE NINETEEN.

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.

ARTICLE TWENTY.

CONTRACTS/AGREEMENTS

Notwithstanding any other provision in these By-laws to the contrary, neither the Society nor any duly organized body there under shall be empowered in any manner to determine, or limit the compensation, which a member of the Society may assess for his/her professional services. Any resolution, contract or agreement so affecting the prerogative of the individual member shall be null and void and have no binding significance.

ARTICLE TWENTY-ONE.

INDEMNIFICATION

Each Trustee, officer and executive employee of the Society (and his/her heirs, executors and administrators) shall be indemnified by the Society against any cost, expense (including attorney's fees), judgment and liability reasonably incurred by or imposed upon him/her in connection with an action, suit or proceeding, civil or criminal (including any proceedings before any administrative, legislative, professional or oversight agency or committee) to which may be made a party or with which he/she shall be threatened by reason of his/her being such, or conducting his/her respective office and/or employment for the Society, or of any other corporation which he/she similarly serves or has served at the request of the Society (whether or not he/she continues to be a Trustee, officer and/or executive employee of the Society or such other corporation at the time any such action, suit or proceeding is brought or threatened), except with respect to criminal matters as to which he/she shall be finally found guilty or civil matters as to which he/she shall be finally adjudged in such action, suit or proceeding to be liable for willful and/or malicious misconduct as such Trustee, officer, or executive employee. In the event of settlement of any such action, suit or proceeding brought or threatened, such indemnification shall be limited to matters covered by the settlement as to which the Society is advised by independent counsel that such Trustee, officer or executive employee is not liable for willful and/or malicious conduct as a Trustee, officer or executive employee. The foregoing right of indemnification shall be in addition to any rights to which any Trustee, officer or executive employee may otherwise be entitled. The word "Trustee" as used in this article shall be deemed to include members of the Executive Committee, the Council or any member acting in an official capacity for the Society.

Revisions approved by the New Hampshire Medical Society General Session and recorded as of November 4, 2017.