

Arkansas Medical Society Constitution and Bylaws

ARTICLE I.

Name of Society

The name of this organization shall be the Arkansas Medical Society.

ARTICLE II.

Purposes of the Society

The purposes of this Society shall be:

1. To federate and bring into one compact organization the entire medical profession of the State of Arkansas and to unite with similar societies of other states to form the American Medical Association;
2. To extend medical knowledge and advance medical science;
3. To elevate the standard of medical education, and to secure the enactment and enforcement of just medical laws;
4. To promote friendly discourse among physicians;
5. To guard and foster the material interests of its members and to protect them against imposition;
6. To enlighten and direct public opinion in regard to the great problems of state medicine, so that the profession shall become more capable and honorable within itself, and more useful to the public in the prevention and cure of disease and in prolonging and adding comfort to life; and
7. To maintain medical ethics and to secure compliance with the art and science of medical practice.

ARTICLE III.

Component Societies

Component societies shall consist of those societies which hold charters from this Society as provided in the bylaws.

ARTICLE IV.

Members

The Arkansas Medical Society is composed of individual members of its component societies and others as may be provided for in the bylaws.

ARTICLE V.

Sections and District Societies

The Board of Trustees may provide for a division of the work of the Society into appropriate sections, and for the organization of such district societies as will promote the best interests of the profession; such societies to be composed exclusively of members of this Society.

ARTICLE VI.

General Officers

The officers of this Society shall be a president, president-elect, three (3) vice presidents, a secretary, a treasurer, an immediate past president, district trustees and student trustees. Their qualifications and terms of office shall be as provided in the Bylaws.

ARTICLE VII.

Board of Trustees

Section 1. Duties

The Board of Trustees, or the Board shall be the fiduciary, legislative and policy making body of the Society with such powers as authorized by the Constitution and Bylaws.

Section 2. Composition

The Board of Trustees shall consist of the district trustees, the president, vice presidents, president-elect, secretary, treasurer, immediate past president, and the student trustees. The past presidents and the delegates and alternate delegates to the American Medical Association shall be members ex-officio without vote.

Section 3. Executive Committee

The chairman of the Board of Trustees, the president, the president-elect, the vice presidents, the secretary, the treasurer, and the immediate past president shall constitute the Executive Committee of the Board. The president shall serve as chairman of the Executive Committee. The Executive Committee shall have such powers and duties as provided in the Bylaws and as may be defined from time to time by resolution of the Board.

ARTICLE VIII.

Membership Meetings

The Society shall hold a meeting of the membership at least annually and at other times as deemed necessary or as provided in the Bylaws. The place and time for holding each meeting shall be determined by the Board of Trustees.

ARTICLE IX.

Funds, Dues and Assessments

Funds may be raised by annual dues, or assessments, on the members of the Society except as provided in the Bylaws. The amount of dues or assessments shall be fixed by the Board on two-thirds vote of the trustees present, provided that a written notice has been sent to all dues-paying members at least 30 days prior to the meeting at which the vote will occur. Funds may also be raised from voluntary contributions, society publications and services.

ARTICLE X.

Referendum

The Board may, at any meeting, by a two-thirds vote of the trustees present, order a general referendum on any question pending before it, and when so ordered the Board shall submit such questions to the members of the Society, who may vote by electronic means, by mail or in person. If the members voting shall comprise a majority of all the members of the Society, a majority of such vote shall determine the question and be binding upon the Board.

ARTICLE XI.

The Seal

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

ARTICLE XII.

Amendments

The Board may amend any article of this constitution by a two-thirds vote of the trustees present at any meeting of the Board, provided that the amendment shall have been communicated to all members at least 30 days prior to the meeting. Any member of the Society shall be entitled to submit written comments on proposed amendments. The Board shall consider comments from members prior to voting on the amendment.

BYLAWS

CHAPTER I.

Membership

Section 1. General Requirements

A person seeking application to this Society must fulfill at least one of the following requirements:

- (A) possess the degree of Doctor of Medicine or Osteopathy and hold a license to practice medicine and surgery issued by the Arkansas State Medical Board;
- (B) serve as an intern, resident, or fellow in an approved training program in this state; or
- (C) be enrolled as a medical student in an approved medical school in this state. Any person when becoming a member shall agree to abide by the Constitution and Bylaws of this Society and by any changes which from time to time may be made. The member further agrees to abide by the *Principles of Medical Ethics* of the American Medical Association.

Section 2. Membership Categories

Categories of membership are: A. Active; B. Life; C. Emeritus; D. Affiliate; E. Associate; F. Retired.

A. Active

- (1) Active members are members who are entitled to exercise the rights of membership in this society. Active members are admitted to membership upon application to the executive director who shall establish that the applicant meets the requirements of membership as provided in Chapter 1, Section 1, of these Bylaws. Interns, residents, fellows, and medical students shall be entitled to the same rights and privileges accorded other members except that they shall not chair committees or vote.
- (2) The Arkansas Medical Society shall, within 60 days, notify the secretary of each component society of the name and address of those applicants for active membership residing within its jurisdiction.

B. Life

A physician who has been an active member of this Society for a period of ten years and who has continuously been a member of organized medicine and has either (1) attained age seventy or (2) practiced forty-five years shall be eligible for life membership. Such status shall be granted by the board. Life members shall have the right to vote, hold office and all other privileges of membership in this Society except that they shall not hold office unless they have an unrestricted license to practice medicine in Arkansas.

C. Emeritus

A physician who has been an active member of this Society for a period of ten years and who has continuously been a member of organized medicine for less than forty-five years and who has fully retired from the practice of medicine shall be eligible for emeritus membership. Such status shall be granted by the Board. Emeritus members shall be entitled to all privileges of this Society except that they shall not hold office.

D. Affiliate

An active member in good standing may be granted affiliate membership where one or more of the following conditions exists: physical or other disability of a character preventing the practice of medicine, a serious and prolonged illness, financial reverses or service in the armed forces of the United States, not as a career officer. Affiliate membership shall be on an annual basis only and must be approved each year for such special status by the Arkansas Medical Society Executive Committee following a review and reassessment of the particular situation. Affiliate members shall enjoy full membership privileges except that they shall not have the right to vote or hold office.

E. Associate

Physicians who are licensed to practice medicine and surgery in this state as well as an adjacent state and are engaged in the delivery of health services in both states may become associate members of this society provided they are active members of the state medical association in the adjoining state. Associate members may vote as provided in this Constitution and Bylaws and may serve on all committees but shall not hold office.

F. Retired

A physician who has fully retired from the practice of medicine but does not otherwise meet the criteria for Emeritus membership shall be eligible for retired membership. Retired members shall pay one-half the full dues rate. Retired members shall be entitled to full membership privileges except that they shall not vote or hold office.

Section 3. Dues Exemption

- A. Affiliate members shall be exempt from the payment of dues and assessments.
- B. Associate members shall pay one-half of all dues and assessments.
- C. New active members of the Society who join during their first year of practice in Arkansas shall pay one-fourth of the regular membership dues. The following year the dues assessment shall be one-half the regular rate. In the third year, the dues assessment shall be three-fourths the regular rate. Thereafter, full dues are payable.
- D. The Board of Trustees may assess a nominal annual fee on life and emeritus members to cover administrative and overhead costs associated with providing Society publications and services.
- E. Intern, resident, fellow, and medical student members may be assessed a nominal membership fee. Such amounts, if any, shall be set by the Board of Trustees.

Section 4. Delinquency

Members are considered delinquent if their dues and assessments are not received by this Society by March 1, of each year, or by such other date as may be prescribed by the Board. Delinquent members shall not be entitled to any rights or benefits of this Society, nor shall they take part in any of its proceedings until such delinquency has been resolved.

Section 5. Suspension or Termination of Membership

- A. Any member shall have their membership suspended or terminated for failure to pay their annual dues and assessments or upon official notification from a component society that a member is not in good standing, subject to the member's right of appeal as provided in Section 6 of this Chapter.
- B. The Executive Committee, after due notice and hearing, may suspend or terminate a person's membership in the Arkansas Medical Society for an infraction of the constitution or these Bylaws, for a violation of the *Principles of Medical Ethics*, or for unethical or illegal conduct, subject to the member's right of appeal as provided in Section 6 of this Chapter.
- C. Membership in the Arkansas Medical Society shall automatically be terminated if a member ceases to meet the requirements for membership as specified in Section 1 of this Chapter. This provision shall not apply to life or emeritus members who have fully retired from the practice of medicine.

Section 6. Appeals

- A. Any member who may feel aggrieved by the action of this Society or of the member's component society in denying membership, or in suspension or termination, shall have the right to appeal to the Board of Trustees.
- B. Notice of Appeal shall be filed with the Board within thirty (30) days of the date of the action on which the appeal is taken, and the appeal shall be perfected within ninety (90) days thereof. The decision of the Board shall be final.
- C. The Board of Trustees chairman shall have the power to appoint special committees from among the members of the Board to hear appeals; provided no member from the same trustee district as the appellant shall serve on said committee.
- D. The Board of Trustees shall establish rules and procedures to be followed in hearing appeals and shall furnish these to all parties involved in the appeal upon receipt of the Notice of Appeal.

CHAPTER II.

COMPONENT SOCIETIES

Section 1. Charters for Component Societies

- A. All component societies now in affiliation with this Society or those which may hereafter be organized in this state, which have adopted principles of organization not in conflict with this Constitution and Bylaws, shall, on application and submission of their constitution and bylaws, receive a charter from and become a component part of this Society.
- B. Charters shall be issued only on approval of the Board of Trustees and shall be signed by the president and secretary of this Society. The Board may revoke the charter of any component society whose actions are in conflict with the letter or spirit of this Constitution and Bylaws.

Section 2. Component Organization

Only one component medical society shall be chartered in any county except in the counties where medical schools are located. In those counties there may be, in addition to the regular county medical society, one component society for interns, residents, and fellows, and one component society for medical students. Where more than one component society exists in any other county, friendly overtures and concessions shall be made, with the aid of the district trustee if necessary, and all of the members brought into one organization. In case of failure to unite, an appeal may be made to the Board of Trustees which shall decide what action shall be taken.

Section 3. Membership Qualifications

Each component society shall judge the qualifications of its own members, but as such societies are chartered components of the Arkansas Medical Society, every person who possesses the qualifications for membership required by Chapter I, Section 1 of these Bylaws shall be eligible for membership.

Section 4. County Jurisdiction Physicians living near a county line may hold their membership in that county society which is most convenient for them to attend, on permission of the component society in whose jurisdiction they reside.

Section 5. Efforts to Increase Membership

Each component society shall have general direction of the affairs of the profession in its county, and its influence shall be constantly exerted for bettering the scientific, moral and material condition of every physician in the county; and systematic efforts shall be made by each member, and by the society as a whole, to increase the membership until it embraces every qualified physician in the county.

CHAPTER III.

Membership Meetings

Section 1. Annual Membership Meeting

The Society shall hold an annual membership meeting at such place as has been fixed by the Board of Trustees.

Section 2. Special Meetings

Special meetings of membership shall be called by the president on petition of the Board of Trustees or fifty members.

CHAPTER IV.

Election of Officers

Section 1. Nominating Committee The Nominating Committee is composed of the current President-elect, President, Immediate Past President, and the senior voting trustee from each of the ten districts. "Senior voting trustee" is defined as a currently elected trustee who is a voting member of the Board and has served longer than any other qualifying trustee in their district. If there is more than one senior trustee, they will alternate years of service on the Nominating Committee, with the first year assigned to the trustee whose last name comes first alphabetically.

The names of the members appointed to the Nominating Committee shall be submitted to the Immediate Past President, who shall serve as Chairman of the Nominating Committee. It shall be the duty of the Nominating Committee to consult with members of the Society and to hold one or more meetings, at which time the best interest of the Society and of the profession of the state for the ensuing year shall be carefully considered. The Nominating Committee shall report the result of its deliberations to the headquarters office no later than sixty (60) days before the annual meeting, or as soon as reasonably possible, in the shape of a ticket containing the names of one or more members for each of the offices subject to the election, including, but not limited to, the following positions: President-elect, Vice Presidents, Treasurer, Secretary, Medical Student Trustees, and the delegates and alternate delegates to the American Medical Association except that one alternate delegate position will remain vacant and designated for a member of the Executive Committee.

Section 2. Medical Student Representation on the Board of Trustees

The medical student component societies shall submit the names of one or more nominees for the medical student Board of Trustee positions to the chairman of the nominating committee no later than February 1.

Section 3. Elections

The election of General Officers and delegates and alternate delegates to the American Medical Association shall be by popular vote of the membership. Elections shall be held annually at a time and in a manner determined by the Board of Trustees. Election winners will be confirmed by the Executive Committee and shall begin their terms at the next Board meeting following the elections. Questions or disputes regarding qualifications, conduct of the voting process, or election results shall be forwarded to the Executive Committee for resolution.

A. All ballots shall include one or more spaces for write-in candidates.

B. District trustees shall be elected by popular vote of the membership in each of the respective

districts.

- C. The Board of Trustees shall adopt a process to be followed for the election of district trustees that:
 - (a) Allows nominations from any member in the district
 - (b) Certifies nominees as eligible candidates
 - (c) Establishes an efficient method of voting
- D. The Board of Trustees shall divide the ballot for a district trustee election if a disproportionate number of members reside in a single geographic area. If more than 10% of the district members reside outside that single area, the ballot shall be divided such that at least one trustee is elected, if nominated, to represent those areas outside the disproportionate area.
- E. Past presidents, other than the immediate past president, serve as ex-officio members of the Board of Trustees, as described in Chapter VII, Section 3(A), and shall not be eligible for election as district trustees.

Section 4. Terms of Office

- A. District trustees shall be elected to serve a two-year term provided no trustee shall serve more than four consecutive terms. This limit shall not apply to the trustee who (1) is serving as chairman of the board of trustees, and (2) is otherwise eligible to be re-elected chairman; provided no member shall serve as chairman more than two years. The student trustees shall be elected to a one-year term and are eligible to be reelected for up to four consecutive terms.
- B. Delegates and Alternate Delegates to the American Medical Association shall be elected in accordance with the Bylaws of that organization. Unless in conflict with AMA Bylaws, terms of office shall be two years, provided however that no member shall serve more than three consecutive full terms as a Delegate or three consecutive full terms as an Alternate Delegate. This limit shall not apply to any member while serving in an elected or appointed position to an AMA council, committee, or board.
- C. All other terms of office shall be for one year; provided no member shall serve more than two consecutive years in the same executive committee officer position.
- D. Members who have served in an office for the maximum number of years or terms are eligible for re-election to that same office after two years.
- E. All officers shall serve until their successors are installed.

Section 5. Automatic Succession of President-elect

On the expiration of the term as president-elect, that person shall automatically succeed to the presidency and shall serve as president for the ensuing year.

Section 6. Vacancy in Presidency

In the event of the death or removal of the president, the president-elect shall succeed to the presidency to serve the remainder of that year and the ensuing year.

Section 7. Vacancy in Office of President-elect

In the event of the death, resignation or removal of the president-elect, a special election shall be held to elect a replacement. The Nominating Committee shall convene within 30 days of the vacancy to prepare a ballot with the name or names of one or more candidates to fill the vacancy. The board of trustees shall designate one of the vice presidents to fulfill the duties of the president-elect until the election results are confirmed by the Board of Trustees.

Section 8. Board of Trustees Vacancy

In the event of the death or resignation of a district trustee, the Board shall appoint a member of the district to fill the unexpired term. The remaining trustees for the district shall confer with members of the district and make nominations for the vacancy to the Board. In the case of a student trustee, the executive body of the medical student component society shall nominate a member for the vacancy to the Board.

Section 9. Vacancy in Office of Vice Presidents, Secretary or Treasurer

In the event of a vacancy in the office of the vice presidents, secretary or of the treasurer, the Board shall fill the vacancy until the next annual election. If the board creates one or more new vice president positions between annual elections, the board may elect a qualified member to serve in such positions until the next annual election.

Section 10. Other Vacancies

The Board shall, by appointment, fill any vacancy in office not otherwise provided for until the next annual election.

CHAPTER V.

DUTIES OF OFFICERS

Section 1. President

The president shall preside at all meetings of the Society and shall appoint all committees not otherwise provided for. The president shall deliver an annual address at such time as may be arranged and shall perform such duties as custom and parliamentary usage may require. The president shall be a member of the Board of Trustees and shall serve as chair of the Executive Committee.

Section 2. President-elect

The president-elect shall be a member of the Board of Trustees and the Executive Committee. It shall be the president-elect's duty to assist the president in visiting the component and district societies, and to become familiar with, and prepare for, the performance of the duties of the office of President. In the event of the president's temporary inability to serve, the president-elect shall serve until such time as the president is able to return.

Section 3. Vice Presidents

The vice presidents shall be members of the Board of Trustees and the Executive Committee. The vice presidents shall assist the president in the discharge of the president's duties and may be assigned by the president to other committees of the Society. Committees working with the vice presidents shall not be limited in size and shall serve along with the term of the respective vice president. These committees shall be appointed by the president on the advice of the respective vice presidents. There shall be three (3) vice presidents.

- (1) Vice President of Governmental Affairs shall oversee legislative, governmental and advocacy issues; coordinate with the Society's administrative leadership and lobbying personnel to

advance the Society's legislative agenda; and oversee a committee of members who can testify in legislative hearings and interact with legislators and governmental leaders.

- (2) Vice President of Membership shall oversee membership recruitment and engagement efforts in coordination with a membership committee.
- (3) Vice President of Activities will oversee and coordinate the planning, implementation, and fundraising for the annual Membership Meeting and other Society events as directed by the board of trustees.

Section 4. Treasurer

The treasurer shall be a member of the Board of Trustees, Executive Committee, and the Finance and Auditing Committee. The treasurer shall give bond in the sum as directed by the Board and shall demand and receive all funds due the Society, together with bequests and donations. The treasurer shall pay money out of the treasury only on a written order of the executive director and he shall subject the Society's accounts to such examinations as the Board may order. The treasurer shall annually render an accounting of the state of the Society's funds.

Section 5. Secretary

The secretary shall be a member of the Board of Trustees and the Executive Committee. The secretary, in case of vacancy in the office of the executive director, shall assume the duties of that office pending the filling of the vacancy, and shall perform such other duties as are imposed by the Constitution and Bylaws. The secretary shall be the scientific and professional advisor of the executive director.

Section 6. District Trustees

Every district trustee shall be an organizer, peacemaker and censor for their district. The one in each district with the longest tenure shall be considered the senior trustee. It is recommended that the trustees in each district call a meeting of the members in the district at least once each year for the purpose of organizing component societies where none exist, for inquiring into the condition of the profession, and for informing, improving, and increasing the knowledge and zeal of the component societies and their members.

Section 7. Chairman of the Board of Trustees

The chairman of the Board shall preside at all meetings of the Board and appoint Board committees.

CHAPTER VI.

BOARD OF TRUSTEES

Section 1. The Board of Trustees shall:

- A. Divide the state into trustee districts, specifying what counties each district shall include and, when the best interest of the Society and profession will be promoted thereby, organize in each a district medical society, and all members of the Arkansas Medical Society shall be members in such district society.
- B. Have authority to appoint committees for special purposes from among members of the Society. Such

committees shall report to the Board of Trustees and may be present and participate in the debate on their reports.

- C. Approve all memorials and resolutions issued in the name of the Society before they shall become effective.
- D. It shall transact all business of this Society not otherwise provided for herein.

Section 2. Power and Duties

- A. The Board of Trustees shall be the fiduciary, legislative and policy-making body of the Society. It shall consider all questions involving the rights and standing of members, whether in relation to other members, to the component societies or to this Society. All questions of an ethical nature brought before the Society shall be referred to the Board without discussion. It shall hear and decide all questions of discipline affecting the conduct of members on which an appeal is taken. At its first quarterly or regular meeting following the election of officers, the Board shall elect a chairman. The member serving as chairman shall continue to serve until their successor is elected.
- B. The Board of Trustees, at the first quarterly meeting following the elections, shall elect a chairman of the board. The candidate for chairman can be any member in good standing who has served as a district trustee for at least one full term (2 years) and has not previously served as chairman for two (2) years. The chairman can serve a maximum of two years.
- C. The chairman will be a voting member of the board of trustees and the executive committee. If the person elected as the chair is a current district trustee or executive committee officer, that person can either resign from their other position, in which case the board shall appoint someone to fill that position, or they can continue to serve in both positions with approval of the board.
- D. The Board of Trustees shall be responsible for the conducting of all the business affairs of the Society. It shall employ a chief executive officer who shall be known as the executive director.
 - (a) The executive director shall be responsible for implementation of policies of the Society and conducting affairs of the Society under the direction of the Board and its Executive Committee and the president.
 - (b) The executive director shall be the directing manager of the Society's headquarters office and the Journal office, and shall supervise the work of all salaried employees in the Society's offices.
 - (c) The executive director shall discharge the administrative functions of the Society not within the duties of other officers or of committees to perform and shall assist, at their request, all officers and committees.
 - (d) The executive director shall keep informed in regard to nonprofessional matters affecting the medical profession, for the purpose of remaining qualified to perform the services herein mentioned.
 - (e) The amount of salary shall be fixed by the Board and the executive director shall give bond as directed by the Board.

Section 3. Composition

- A. The Board of Trustees shall consist of the district trustees, the president, vice presidents, president-elect, secretary, treasurer, immediate past president, and the student trustees. The past presidents and the delegates and alternate delegates to the American Medical Association

shall be members ex-officio without vote and shall be entitled to attend executive sessions of the Board.

B. There shall be two trustees from each trustee district which has two hundred members or less. In districts where there are more than two hundred members, there shall be an additional trustee for each additional one hundred members.

C. There shall be one trustee from each component society composed of medical student members in which at least 25% of the students are members of this society.

D. All trustees shall have equal voting privileges. A majority of the voting members shall constitute a quorum.

Section 4. District Trustee Representation

A Representation of District Trustees shall be based upon the number of active, life, emeritus and associate members as of December 31 of the year preceding the election. Medical student, intern, resident and fellow members shall not be included in the enumeration of active members for purposes of representation.

B. If the number of members in a district drops to a level that would cause that district to lose one or more trustees, the trustees in that district shall be entitled to submit a corrective action plan. The corrective action plan must set out what the trustees will do to improve the membership numbers over the ensuing 12-month period. The corrective action plan must be submitted to the executive director no later than January 31 in the year in which the loss would occur. If a corrective action plan is submitted, the district shall retain the existing number of trustees for that year after which representation shall be reexamined according to Section 4.A. A corrective action plan may not be submitted in two consecutive years.

Section 5. Organizing Component Societies

The Board shall have authority to organize the physicians of two or more counties into societies, to be suitably designed so as to distinguish them from district societies, and these societies, when organized and chartered, shall be entitled to all rights and privileges provided for component societies until such counties shall be organized separately.

Section 6. Publications and Records The Board shall provide for and superintend the publication and distribution of all proceedings, transactions and memories of the Society, and shall have authority to appoint an editor and such assistants as it deems necessary. All money received by the Board and its agents, resulting from the discharge of the duties assigned to them, must be paid to the treasurer of the Society. It shall annually audit the accounts of the treasurer and secretary and other agents of this Society and present a statement of the same in its annual report to the membership, which report shall also specify the character and cost of all the publications of the Society during the year, and the amount of all other property belonging to the Society under its control, with such suggestions as it may deem necessary.

Section 7. Meetings

The Board shall meet during the Annual Membership Meeting and at such other times as necessary, subject to the call of the chairman of the Board or on petition of three trustees. Between Annual Membership Meetings, the Board shall meet at least quarterly.

Section 8. Reporting

The Board shall, through its chairman, make an annual written report to the membership.

Section 9. Bonds

The Board shall have authority to accept or reject all bonds, commitments and contracts.

Section 10. Committees

A. Executive Committee

The chairman of the Board, the president, the president-elect, the vice presidents, the secretary, the treasurer and the immediate past president shall constitute the Executive Committee of the Board. The president shall serve as chairman of the Executive Committee. The Executive Committee shall have the power and authority to act for the Board between meetings of that body; all actions of the Executive Committee shall require approval or ratification of the Board. The Executive Committee shall consider matters referred to it by officers of the Society and shall report its findings or recommendations to the Board. The Executive Committee shall have jurisdiction in all matters pertaining to discipline of members, subject to the member's right of appeal as provided in Chapter 1, Section 6 of these Bylaws.

B Finance and Auditing Committee

The Finance and Auditing Committee shall consist of (a) seven members appointed by the chairman of the Board from among the district trustees, and (b) the Arkansas Medical Society treasurer. The seven trustees shall be appointed to four-year terms, staggered so that no more than two members are replaced each year. The terms shall begin on January 1 and end on December 31 of the appropriate years. The Arkansas Medical Society treasurer shall serve as chairman. The Finance and Auditing Committee shall:

- (a) Present to the Board, before the first of each year, an annual budget consisting of anticipated revenue and expenses for the ensuing year as well as a report of the Society's committed and non-committed reserves. Any significant request for funds not included in the annual budget should be reviewed by the Finance and Auditing Committee before they are committed.
- (b) Shall appoint a certified public accountant or firm to conduct an annual independent financial audit. The auditor shall present the results of the audit directly to the Committee. A copy of the audit and any irregularities or concerns identified by the audit shall be presented to the Board of Trustees.
- (c) Work with the executive director to review and monitor the financial reserves of the Society and recommend investment policy changes when necessary or recommended by Arkansas Medical Society financial advisors.
- (d) Monitor the financial resources of the Society and make recommendations, as appropriate, to ensure the availability of necessary funding to achieve the short-term and long-term mission and purpose of the Society.

C. Committees of the Board

The chairman of the board shall, with concurrence of the Board appoint such committees as are necessary to carry out the duties assigned to the Board by the Bylaws.

Section 11. Appointments to Fill Vacancies

The Board shall, by appointment, fill any vacancy in office not otherwise provided for which may occur during the interval between elections.

CHAPTER VII.

COMMITTEES

Section 1. Authority to Appoint Committees

Committees may be appointed by the president or chairman of the Board, to carry out the goals and responsibilities of this Society.

Section 2. Types of Committees Unless otherwise provided, all committees will be of two types: (1) standing committees with staggered membership terms; and (2) ad hoc committees and task forces for specific purposes with limited duration.

Section 3. Statement of Purpose The person or body appointing any committee shall ensure the existence or creation of a written mission-statement that includes to whom the committee reports, the goal or purpose of the committee, and when applicable, the perceived or required timeframe for completion of the committee's work.

Section 4. Sunset Provision

All committees except those required by the Constitution and Bylaws shall sunset at the end of three (3) years from the date of initial appointment, unless reauthorized for successive three-year (3) periods. It shall be the responsibility of the Executive Committee to conduct an evaluation and make recommendations regarding reauthorization to the appropriate body.

Section 5.

Membership and Terms Unless otherwise provided, standing committees shall consist of at least six members with each member appointed to a three-year term; provided no member shall serve more than two consecutive terms.

CHAPTER VIII.

Required Attendance by Elected and Appointed Members

Any member, appointed or elected, to any position within this Society who is absent from three consecutive meetings shall be presumed to have resigned that position, provided written notification has been given prior to a person missing the critical number of absences.

CHAPTER IX.

Parliamentary Procedures

The deliberations of this Society shall be governed by parliamentary usage as contained in *The Standard Code of Parliamentary Procedures*, 4th Edition, by Alice Sturgis, and its subsequent revisions, when not

in conflict with this Constitution and Bylaws.

CHAPTER X.

Medical Ethics

The *Principles of Medical Ethics* promulgated by the American Medical Association shall govern the conduct of members in their relation to each other and to the public.

CHAPTER XI.

Amendments

The Board may amend any article of this constitution by a two-thirds vote of the trustees present at any meeting of the Board provided that the amendment shall have been communicated to all members at least 30 days prior to the meeting.

Any member of the Society shall be entitled to submit written comments on proposed amendments. The Board shall consider comments from members prior to voting on the amendment.

CHAPTER XII.

Legal Counsel

The Society's legal counsel is obligated to provide guidance and counsel as sought by the executive committee and the majority of the active voting members of the board of trustees. In the event there is a disagreement between members including board and executive committee members, the legal counsel is obligated to represent and act in the interest of the majority active voting members of the board. Any other members who think they need legal representation must do so at their own expense.