

**DRAFT**

ALASKA STATE MEDICAL ASSOCIATION

AMENDED BYLAWS

May 8, 2021

ARTICLE I – GENERAL MEMBERSHIP

Section A – General

1. The general membership consists of physicians, physician assistants and physician and PA students or residents. The membership is the final authority on all association decisions and policies.
2. Eligibility for each category of membership is described below in Sections B through D.
3. Membership of any licensed member whose medical license has been revoked will be terminated on date of revocation.
4. Membership of any member convicted of a felony will be revoked on date of conviction.
5. Dues and categories of dues (including full or partial exemption from dues) are set by the Board of Trustees and approved by the General Assembly at its next meeting.

Section B – Physician Membership

1. Eligibility for regular membership is contingent upon the applicant satisfying the following conditions:
  - (a) Hold a license to practice medicine or osteopathy in Alaska: or
  - (b) Be employed as a physician by the federal government and not in private practice and thus not subject to licensure in Alaska.
2. Duties of physician members are as follows:
  - (a) Adhere to the Principles of Medical Ethics of the American Medical Association as well as any additional ethical principles the Association may adopt.
  - (b) Pay dues and special assessments as established by the Association.
  - (c) Serve as a voting member of the General Assembly by attending General Assembly meetings and by taking part in the decision process which guides the activities and policies of the Association.

3. Physician members receive all benefits and privileges the Association offers.

#### Section C - Student/Resident Membership

1. Student membership is open to any student or resident in an accredited MD, DO or PA educational or training program affiliated with the State of Alaska or who is an Alaska resident participating in an accredited out of state educational or training program.
2. Student members receive all benefits and privileges of physician members, except they may not hold association office.
3. Student membership is terminated upon graduation from the program.

#### Section D - Physician Assistant Membership

1. Eligibility for a PA membership is contingent upon the applicant holding a valid license issued by the Alaska State Medical Board to practice as a physician assistant in Alaska;
2. Duties of the Physician Assistant members are as follows:
  - (a) Adhere to ethical principles of the American Academy of Physician Assistants and any additional ethical principles adopted by the Association; and
  - (b) Be subject to any disciplinary actions pursuant to the provisions of these bylaws and any applicable rules or regulations adopted pursuant to these bylaws.
3. The benefits and privileges available to Physician Assistant members are as follows:
  - (a) Physician Assistant members receive all benefits and privileges of physician members, except they may not hold association office except as provided in subparagraph (b);
  - (b) Are represented by one voting member on the Board of Trustees, with that representative elected by the General Assembly for a two-year term from January 1 to the second December 31.

#### Section E - Discipline

1. All members of this Association are subject to disciplinary action pursuant to the provision of these bylaws and any applicable rules or regulations adopted pursuant to these bylaws.
2. Disciplinary action may be taken against a member for any of the following reasons:
  - (a) Violation of the Articles of Incorporation, Bylaws, or Rules and Regulations of this Association.
  - (b) Violation of Medical Ethics.
  - (c) Violation of the Alaska Law or Regulations applicable to the practice of medicine.
  - (d) Conviction, adjudication, or other determination as guilty by a court of competent jurisdiction of a felony under the laws of any state or of the United States of America.
  - (e) Unprofessional conduct that tends to bring the medical profession into disrepute.
4. The Board of Trustees shall initially determine by a majority vote if a basis exists for discipline. In the event of a majority vote that a basis for discipline exists, the President, with approval of the Board, shall appoint three disinterested members of the Association not on the Board to review the matter (Review Committee.) The Review Committee shall determine if discipline is warranted and, if so, recommend the disciplinary action to the Board. The Board may implement the recommendation of the Review Committee or modify it. If any member is dissatisfied with the Board's decision, the member may appeal the result to the General Assembly at its next regular or special meeting.
5. The disciplinary actions that may be taken against a member under the provision of these bylaws are as follows:
  - (a) Censure - An entry will be made in the member's membership file to the effect that he/she has been found guilty of the act complained of and has been properly advised of the finding. The entry will remain in the file for two (2) years. No deprivation of membership privileges will be imposed.
  - (b) Probation for a period not to exceed three (3) years, during which time the member's conduct shall be monitored and/or evaluated by the Board of Trustees.

If the member is found not to be in compliance with the terms of the probation, he/she shall be required to appear before the Board of Trustees. During the term of probation, the member shall retain all rights and privileges in the Association, except the right to hold office.

- (d) Expulsion from membership. A member expelled from the Association shall be denied all rights and privileges of the Association beginning the date of expulsion. An expelled member shall be eligible to reapply for membership after three (3) years from the date of expulsion, on the same terms and in the same manner as an original applicant. A member who resigns while disciplinary proceedings are pending shall be eligible to reapply for membership after four (4) years from the date of expulsion, on the same terms and in the same manner as an original applicant.

6. In addition, the Board of Trustees may impose upon the member:

- (a) Such corrective action for the member to take as may be warranted by the findings of the Review Committee.
- (b) Such remedial action with reference to third parties as may be appropriate under the Disciplinary Committee's findings.
- (c) Such additional education or clinical training as may be deemed to be appropriate under the Disciplinary Committee's findings.

## ARTICLE II - GENERAL ASSEMBLY

### Section A - Meeting of the General Assembly

1. The General Assembly shall meet twice a year in the spring and fall, at a time and place chosen by the President.
2. Only members with their dues current may vote during a meeting of the General Assembly. Fifteen regular members present constitute a quorum. Each member has one vote and proxies may not be voted.
3. The General Assembly may review and reconsider the actions of the Board of Trustees.
4. Only members, staff, and invited guests may attend a General Assembly meeting. The President may declare a meeting or a portion of a meeting to be in executive session, excluding all but members and invited staff and guests.

5. Minutes are approved at the next meeting of the General Assembly.

#### Section B - Special Meetings of the General Assembly

1. Special meetings may be called by the President, at a time and place chosen by the President, with the approval of twenty regular members.
2. The general membership must be notified in writing of a call for a special meeting at least thirty days in advance. Shorter notice may be given in an emergency situation.
3. Only members, staff, and invited guests may attend a special meeting of the General Assembly.
4. All members may vote at a special meeting of the General Assembly. Fifteen members constitute a quorum. Each member has one vote and proxies may not be voted.
5. The President may declare a meeting or a portion of a meeting to be in executive session excluding all except members, staff and invited guests.
6. Minutes are approved at the next regular meeting of the General Assembly.

### ARTICLE III - BOARD OF TRUSTEES

#### Section A - General

1. The Board of Trustees is the operational authority for the day to day activities of the Association. All actions of the Board of Trustees are subject to the approval of the General Assembly.
2. The Board of Trustees is composed of the officers of the Association.
  - (a) President
  - (b) President-Elect
  - (c) Immediate Past-President
  - (d) Secretary-Treasurer
  - (e) Secretary-Treasurer-Elect
  - (f) Delegate to the American Medical Association
  - (g) Alternate Delegate to the American Medical Association
  - (h) Speaker of the General Assembly
  - (I) Trustee residing in the First Judicial District of the State of Alaska.
  - (j) Trustee residing in the Kenai Peninsula.

- (k) Trustee residing in the Second or Fourth Judicial District of the State of Alaska.
- (L) A physician assistant.
- (M) The Chair person of each standing committee.

#### Section B - Election of Officers

1. Nominations may be made by any member prior to the spring meeting of the General Assembly. Other nominations may be made from the floor at the spring meeting of the General Assembly.
2. Elections may be conducted:
  - (a) By mail ballot.
  - (b) By vote at the spring meeting of the General Assembly. In the event that there is only one nominee for an office, by acclamation at the spring meeting.
3. Officers are elected by a simple majority of regular voting members in attendance.

#### Section C - Terms for Officers

1. The President and Secretary-Treasurer serve one year terms running from July 1 to the following June 30.
2. The President and Secretary-Treasurer are elected one year in advance of taking office and serve as President-Elect and Secretary-Treasurer-Elect during that year from July 1 to June 30.
3. The Immediate Past President serves one year.
4. The Delegate and Alternate Delegate to the American Medical Association each serve two year terms staggered by one year, running from January 1 to the second December 31.
5. The Speaker of the General Assembly serves a three (3) year term, July 1 through the third June 30.
6. The three Trustees from specific geographic locations shall each serve three year terms staggered by one year each running from July 1 through the third June 30. The Initial terms to be staggered by vote of the General Assembly.

7. Physician Assistant serves a two year term.
8. The Section Chairs serve at the pleasure of the President.
8. Intra-term vacancies are filled as follows:
  - (a) When an intra-term vacancy occurs in the office of President, Secretary-Treasurer, or Delegate to the AMA, the officer-elect or alternate completes the term of office.
  - (b) An intra-term vacancy in the office of Immediate Past President remains vacant until the end of the term.
  - (c) Intra-term vacancies in the offices of President-Elect, Secretary-Treasurer-Elect, Alternate Delegate to the American Medical Association, Physician Assistant or geographic Trustee are filled by individuals appointed by the Board Trustees. Intra-term appointees are subject to election by the membership at the next regular or special meeting of the General Assembly.

#### Section D - Duties of Officers

1. The President is the principle representative and spokesperson for the Association. The President presides over the General Assembly and the Board of Trustees, and is a voting member of the General Assembly and the Board of Trustees. The President appoints all committees, is an ex-officio voting member of all committees, and may substitute as Delegate or Alternate Delegate to the American Medical Association.
2. The President-Elect assists the President, represents the President during an absence, and serves as a voting member of the General Assembly and Board of Trustees. The President Elect assumes the Presidency when that office becomes vacant, and may substitute as Delegate or Alternate Delegate to the American Medical Association. The President-Elect is responsible for planning the meetings of the General Assembly.
3. The Immediate Past President assists the President and serves as a voting member of the General Assembly and Board of Trustees, and may substitute as Delegate or Alternate Delegate to the American Medical Association.
4. The Secretary-Treasurer is a voting member of the General Assembly and Board of Trustees, and may substitute as Delegate or Alternate Delegate to the American Medical Association. The Secretary-Treasurer is responsible for:

- (a) keeping records, monies, and properties of the Association;
  - (b) minutes of the General Assembly and Board of Trustees meetings;
  - (c) maintenance of an accurate roster of members;
  - (d) collection of dues and other monies and paying just debts and obligations;
  - (e) serving as the principle correspondent of the association;
  - (f) preparing the annual budget; and
  - (g) arranging for independent audits.
5. The Secretary-Treasurer-Elect assists the Secretary-Treasurer and assumes the office of Secretary-Treasurer when it becomes vacant, is a voting member of the General Assembly and Board of Trustees, and may substitute as Delegate or Alternate Delegate to the American Medical Association.
  6. The Delegate to the American Medical Association serves as the liaison between AMA and ASMA, represents the association at AMA meetings, works for the AMA's adoption of the Association's proposed resolutions, reports to the ASMA general membership at the meetings of the General Assembly, and serves as a voting member of the General Assembly and Board of Trustees.
  7. The Alternate Delegate to the AMA assists the Delegate and serves as a voting member of the General Assembly and Board of Trustees.
  8. The Speaker presides over meetings of the General Assembly and serves as a voting member of the General Assembly, and the Board of Trustees.
  9. The Chairs of the standing committees keep the committee minutes and report to the Board of Trustees and General Assembly as appropriate.

#### Section E - Board of Trustees

1. The Board of Trustees meets at a time and place chosen by the President. Planning for Board of Trustee meetings is the responsibility of the President. Attendance by Trustees may be by teleconference.
2. Only members of the Board of Trustees and invited staff and guests may attend Board of Trustee meetings.
3. Only Board of Trustees members may vote at a Board of Trustees meeting. A quorum consists of six members of the Board of Trustees. Each Board of Trustee member has one vote. Proxies may not be voted. No one may serve as a substitute trustee.

4. Minutes are approved at the next Board of Trustees meeting and shall be posted on the Association's web site.

## ARTICLE IV – MEETINGS

### Section A - General

1. The Association's General Assembly and Board of Trustees will conduct business through scheduled meetings. Items of business may include election of officers, financial review, committee reports, staff reports, current events and projects, guest speakers, and resolutions. Resolutions are statements of policy which guide the actions of the Association.
2. Any meeting of the Association including, but not limited to, meetings of the Board of Trustees, the General Assembly, or Committees, may be held in person or by remote communication. Any meeting may be held at a designated place (either within or outside of the State), by remote communication, or at a designated place and by remote communication. The notice of any meeting shall include, the time, date, whether the meeting will be held remotely; and the place of the meeting (if the meeting is to be held at a designated place), including whether the in person meeting will also be held by remote communication.

### Section B - Rules of Order

Meetings are conducted in accordance with the latest available edition of Roberts' Rules of Order.

## ARTICLE V - COMMITTEES

### Section A - Committees

1. Standing Committees are:
  - (a) Physician Health Committee
  - (b) Political Action Committee
  - (c) Public Health
2. Ad hoc committees may be established or eliminated at any time throughout the year by the President.

3. Committee members and committee chairs are appointed by the President. The President will base committee appointments upon the response to a call to members for committee participation prior to the spring General Assembly meeting.
4. All categories of members may serve on standing or ad hoc committees. Only physician members may chair a committee. The President is an ex officio voting member of all committees.
5. Committee chairs are responsible for submitting reports to the Board of Trustees and to the general membership at meetings of the General Assembly as appropriate.
6. Committees are responsible for fulfilling their duties as defined, and for following procedures as specified in the Rules and Regulations of this Association.

#### Section B - Definitions of Standing Committees

1. Physician Health Committee (“PHC”): The PHC may monitor any person who is eligible for membership in the Association. The PHC may charge for its services. The PHC may, at its discretion, require membership in the Association as a requirement of providing services.
2. Political Action Committee: The PAC considers state and federal legislative issues, and speaks and acts for the Association only when there is clear association policy.
3. Public Health Committee: The Public Health Committee reviews state and local policy and legislation on issues broadly affecting the health of the public, and interfaces with the state medical officer and other officials responsible for enacting such policies and legislation to protect and promote the health of Alaskans.

### ARTICLE VI - FINANCE, DUES, AND ASSESSMENTS

#### Section A - Administrative Year Dates

1. The fiscal year is January 1 - December 31.
2. The budget year is January 1 – December 31.

#### Section B - Budget

The annual budget is prepared by the Secretary-Treasurer and the Executive Director for approval by the Board of Trustees and General Assembly prior to the budget year.

### Section C - Financial Audit

The financial condition of the Association may be audited by an independent auditor at the discretion of the Board of Trustees, but must be audited at least once every three (3) years unless waived by the General Assembly.

### Section D - Charge for Services

The Association may charge individuals or organizations for its services.

### Section E - Valid Signatures

The Association may only make payments from its bank accounts with two valid signatures. Authorized signers include members of the Board of Trustees, the Executive Director, or others authorized by the Board of Trustees. The Board of Trustees may require authorized signers to be bonded.

### Section F - Remuneration

Remuneration of the members of the Board of Trustees may be set only by the membership at a meeting of the General Assembly.

### Section G - Investment

Surplus funds may be prudently invested.

### Section H - Indebtedness

1. The Association may incur aggregate indebtedness up to one million dollars for contracts relating to purchase or ownership of real estate, furnishings, and equipment.
2. It may become necessary for the Association to borrow funds to meet the cash flow needs of the Association. The Board of Trustees may authorize the President to borrow funds not to exceed \$100,000 through a line of credit which may be secured by the assets of the Association. Any amount in excess of \$100,000 borrowed for any reason must be authorized by the General Assembly.

### Section I - Employees and Purchase of Services

1. The Association may employ an Executive Director and other employees as necessary.

2. The Executive Director is hired and supervised by the Board of Trustees. The Executive Director hires and supervises all other employees.
3. The Association may purchase accounting, legal, lobbying, and other services as necessary.

#### Section J - Dues

1. The category of dues, level of dues for each category and methods of dues payment are set by the Board of Trustees and approved by General Assembly at its next regularly scheduled meeting.
2. If a member does not make the appropriate dues payment by April 1, the Board of Trustees may suspend that individual. A suspended member will not receive any benefits, privileges, or participate in association activities. Suspension automatically ends when dues are paid. If dues remain unpaid at the end of the year, the member is dropped from membership until or unless they pay dues for the current year and become members again.
3. A member may be excused from dues payments at the discretion of the Board of Trustees subject to approval by the General Assembly.

#### Section K - Special Assessments

1. Assessments may be levied upon regular and associate members by a two-thirds affirmative vote of regular members attending a regular or special meeting of the General Assembly.
2. A member who does not pay an assessment by the end of the fiscal year in which the assessment is levied may be dropped from membership. Membership may be reinstated by payment of the assessment or by exemption granted by the Board of Trustees.
3. A member may be excused from paying partial or full special assessments at the discretion of the Board of Trustees. Exemption from assessment payment is made only in extenuating circumstances such as financial hardship, disability, illness, etc.

### ARTICLE IX - PUBLICATIONS

The Association may publish periodicals and other materials, so long as the publications are ethical in character and the advertisements conform to the guidelines of the American Medical Association. The editors are supervised by the Board of Trustees.

## ARTICLE X - AMENDMENTS

### Section A - Procedure

These Bylaws may be amended at a regular or special meeting of the General Assembly by a two-thirds affirmative vote of the regular members present. The proposed amendment(s) must be mailed to all regular members at least thirty (30) days prior to the meeting at which the amendments will be presented for a vote.

### Section B - Repeal of Previous Bylaws

Previous Bylaws are repealed upon adoption of these Bylaws.

## ARTICLE XI - RULES AND REGULATIONS

### Section A - General

Rules and regulations governing the day to day operation of the Association may be adopted by the General Assembly upon recommendation by the Board of Trustees.

### Section B - Amendments

Rules and regulations may be amended by the General Assembly upon recommendation by the Board of Trustees, and with at least thirty (30) days written notice to the membership.

### Section C - Authority

Any action by the Association regarding any matter will be governed by the Rules and Regulations in place at the time the initial Association action was taken. As with other policies, successive versions of the Rules and Regulations take precedence over prior versions.

## ARTICLE XII - DEFINITIONS

Association: Alaska State Medical Association.

Physician: A doctor of medicine or osteopathy qualified for Alaska licensure pursuant to AS 08.64.200 & .205.

Private practice: Practicing medicine for remuneration outside of any local, state, or federal government body.

State: Alaska