



Hillsborough County Medical Association, Inc.
Est. September 3, 1895

By-Laws

**The Hillsborough County Medical Association, Inc.
By-Laws**

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The Hillsborough County Medical Association, Inc.

By-Laws

Acknowledgement

Grateful appreciation is hereby acknowledged to the members of the Charter and By-Laws Committee for the monumental task of revisiting the HCMA By-Laws. The committee believes that these By-Laws will enable the Association to better meet the challenges of a rapidly growing cosmopolitan membership and allow more responsible flexibility to adhere with changing conditions.

1983 Charter and By-Laws Committee

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Edward Homan, M.D.

Bruce Shephard, M.D.
Michael Wasylik, M.D.

*Adopted November, 1982
Amended April, 1983
Amended October, 1990
Amended February, 1995
Amended March, 1995
Amended September, 2001
Amended January, 2015
Amended May, 2015
Amended April, 2016*

The Hillsborough County Medical Association, Inc.

Successor to

The Hillsborough County Medical Society

The Hillsborough County Medical Society was organized in Tampa, Florida on September 3, 1895 at a meeting held in the office of Doctors B.G. Abernathy and W. P. Lawrence.

The following physicians were present: Doctors B.G. Abernathy, J.S. Board, U.S. Bird, W. H. Jones, W. P. Lawrence, L.S. Oppenheimer, J. Petty, L.W. Weedon, W.E. Norton, J.W. Douglas, C.W. Bartlett, Manuel R. Moreno, Martin Carabello, G.H. Symmes of Peru (Riverview), W. H. Snavely of Seffner, J.L. Edgar of Clearwater, and O.S. Wright of Plant City.

At the organization meeting Doctor B.G. Abernathy was elected President and Doctor L.S. Oppenheimer, Secretary-Treasurer.

Principles of Medical Ethics

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 not only to patients, but also 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.

- I.** A physician shall be dedicated to providing competent medical service with compassion and respect for human dignity.
- II.** A physician shall deal honestly with patients and colleagues, and strive to expose those physicians deficient in character or competence, or who engage in fraud or deception.
- 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, of colleagues, and of other health professional.
- V.** A physician shall continue to study, apply and advance scientific knowledge, 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 services.
- VII.** A physician shall recognize a responsibility to participate in activities contributing to an improved community.

The Principles of Medical Ethics of the American Medical Association constitute the code of ethics of the Hillsborough County Medical Association. The AMA Judicial Council Opinions & Reports and the opinions of the Judicial Council of the Florida Medical Association are utilized by the Hillsborough County Medical Association as guidelines for the interpretation of the Code of Ethics to local situations.

**BY-LAWS
of the
HILLSBOROUGH COUNTY MEDICAL ASSOCIATION, INC.**

**CHAPTER I
MEMBERSHIP**

Section 1. Judge of Qualifications

The Hillsborough County Medical Association, Inc., a Florida non-profit corporation (the "Association"), acting through its Executive Council, shall be the sole judge of membership qualifications.

Section 2. Classifications

Each Doctor of Medicine, or Doctor of Osteopathic Medicine, who has satisfactorily completed an internship and/or residency program approved by either the Accreditation Council for Graduate Medical Education (ACGME) or the American Osteopathic Association (AOA) and has the major portion of his or her practice in Hillsborough County; each student enrolled at the University of South Florida College of Medicine; and each medical intern or resident physician actively participating in a training program acceptable to this Association shall be eligible to apply for membership.

Each Applicant must be of good moral and professional character; subscribe to the Principles of Medical Ethics of the American Medical Association and the Hillsborough County Medical Association; and recognize the authorized officers of the Association as the proper authority to interpret any doubtful point of ethics.

The classes of membership in the Association granted to approved applicants shall be the following:

- A. **Active Member:** Each physician who at the time of adoption of these By-Laws is an Active Member in good standing of the Association; and each physician licensed to practice medicine in the State of Florida and practicing principally in Hillsborough County is thereafter elected to Active Membership in the manner fixed by these By-Laws.
- B. **Life Member:** Any physician who has been an Active Member in good standing for thirty-five years, or is 70 years old.
- C. **Affiliate Member:** physician whose primary practice is not in Hillsborough County and who are Active members (or the equivalent) of another county medical society in Florida.

- D. **Associate Member:** Any Doctor of Medicine or Doctor of Osteopathy who has satisfactorily completed an AMA approved internship or residency training program but is ineligible for Active Membership because he or she is:
1. A commissioned medical officer on active military duty in Hillsborough County; or,
 2. A non-licensed physician employed on a full-time basis, principally in Hillsborough County, Florida, by any federal, state or county government agency; or,
 3. A non-licensed physician legally residing in Hillsborough County, Florida, not holding membership in another county medical association and whose previous membership, if any, in another county medical association was terminated in good standing and without prejudice; or
 4. A practicing physician who does not hold an active license or University Faculty not holding a medical Faculty Certificate.
- E. **Honorary Member:** An individual who has rendered distinguished service to the profession of medicine or has in some way benefited the Association and is thereafter elected to such status by the Executive Council only.
- F. **In-Training Member:** An applicant serving on a full-time basis in an American Medical Association approved internship, residency or fellowship in Hillsborough County, which membership shall automatically terminate when enrollment is terminated, for whatever reason.
- G. **Medical Student Member:** A duly enrolled medical student in an appropriately accredited school of medicine located in Hillsborough County, which membership shall automatically terminate when enrollment is terminated, for whatever reason.
- H. **Retired Member:** An Active Member in good standing in their Medical Association who has ceased the practice of medicine for a reason satisfactory to the Executive Council. If a Retired Member resumes the active practice of medicine, his or her Retired Member status shall be automatically terminated and Active Membership shall be resumed.
- I. **Sustaining Membership:** Any member, upon written request to the Membership Committee, may request a change of status to this category from any of the above membership categories. Dues may be reduced or waived upon proof of meeting the requirements of a Sustaining Membership (Section 4).

Section 3. **Rights and Privileges of Membership**

- A. **General:** No class of membership in the Association confers a vested right to the holder, but rather is a conditional privilege revocable for cause or for failure to maintain his or her membership in good standing in accordance with these By-Laws. Each Doctor of Medicine or Osteopathy and each medical student, by accepting membership in the Association, becomes subject to all provisions of these By-Laws and subject to disciplinary proceedings authorized hereunder.
- B. **Active, Affiliate, and Life Members** shall have the right to vote, hold office, chair committees and enjoy all other privileges of the Association according to its Certificate of Reincorporation and By-Laws.
- C. **Retired Members** shall have the same rights as Active Members other than the right to vote or hold office.
- D. **Associate, Medical Student, and In-Training Members** shall have the same rights as Active Members other than the right to vote, to hold office or to chair committees.
- E. **Honorary Members** shall exercise no rights of membership in the Association other than the right to attend all membership meetings and functions.
- F. **Retired Past Presidents** shall have the right to vote.

Section 4. **Sustaining Member**

- A. **Leave of Absence:** If a member is, or is to be, absent from his or her practice for at least six (6) months but are anticipating resuming activities within a specified period of time, the Executive Council upon notification and recommendation from the Membership Committee may grant a leave of absence. If leave of absence is granted for pregnancy, illness, or post graduate work, dues may be reduced or waived for the period of the leave.
- B. **Military Services:** During any period in which the United States is at war or requires the service of physicians under a military training or draft program, annual dues may be reduce or waived by vote of the Executive Council with the respect to those members serving in the Armed Forces during that period of time.
- C. **Financial Inability:** When there is reasonable evidence that member is unable to pay the dues and assessments of the Association, the Council

will consider giving the member a leave of absence and a reduction or waiver of dues.

- D. **Attendance During Leave:** During the period that leave of absence is granted, the member may attend meetings at the member's expense, but will not have the right to vote, hold office or chair or serve on committees.
- E. **Yearly Review:** The continuation of a leave of absence shall be reviewed annually.

Section 5. Application Procedures

- A. **Form:** Every application for membership shall be submitted on a form authorized by the Association. Within three months of the date of receipt of the application, the Executive Council will consider membership requests.
- B. **Fee:** An application fee equal to the appropriate part of the annual dues of each membership category, as otherwise determined in these By-Laws, shall be submitted by each applicant with the completed application form. If the application is disapproved, the application fee shall be returned.

Section 6: Election to Membership

Election to membership in any class of the Association shall be affirmative vote of not less than two-thirds (2/3) of the membership of the Executive Council in attendance and voting at the meeting at which such vote is taken.

Section 7: Reapplication

A decision by the Executive Council not to admit an applicant to membership shall be final and without recourse on the part of said applicant; provided, that a candidate for Active, Affiliate, Associate, or Retired Membership may reapply one time after the expiration of six months from the date on which the vote on his or her initial application shall have been taken.

Section 8. Dues, Assessments, Exemptions

Dues, assessments, and exemptions from dues shall be determined by the Executive Council as delineated in Chapter I, Section 4 and Chapter X of these By-Laws.

Section 9. Reinstatement of Membership

Procedures for reinstatement of membership are described in Chapter VIII, Section 5.

**CHAPTER II
POWERS, DUTIES, AND RESPONSIBILITIES OF
EXECUTIVE COUNCIL AND OFFICERS**

Section 1. Management

The affairs of the Association shall be managed by its Officers under the supervision and control of the Executive Council which latter body, except as otherwise specified in the Certificate of Reincorporation or these By-Laws, shall constitute the governing body of the Association with power to transact such business as it deems advisable and in the best interest of the Association.

Section 2. Officers

The Officers of the Association shall be the President, President-Elect, Vice-President, Secretary and Treasurer. No individual may serve in more than one officer position at the same time. All officers shall be elected by and serve at the pleasure of the voting membership of the Association.

Section 3. Duties of Officers

- A. **President:** The President shall be the chief elected officer of the Association and as such shall carry out the expressed will of the Executive Council and the membership in all matters not in conflict with the Certificate of Reincorporation or By-Laws of the Association and the laws of the State of Florida.

The President shall (1) put forth every effort to preside and/or attend all required meetings of the Association, (2) establish and appoint the membership of all committees not otherwise provided for in these By-Laws (subject however, to the approval of the Executive Council), (3) serve as member ex-officio of all Association committees, (4) have the authority to dismiss any appointed committee member or committee chairman unless overruled by the Executive Council, (5) perform such other duties as custom and/or parliamentary usage may require or which the Executive Council may direct, and (6) is exempt from HCMA dues for the year following his/her installation.

The President may call special meetings of the Association upon his or her request and shall be required to do so upon the request of at least four members of the Executive Council or 10% of the voting membership of the Association.

- B. **President-Elect:** The President-Elect shall (1) perform such duties and exercise such authority as may be delegated to him or her by the

Executive Council, (2) have the right to attend, as and ex-officio and non-voting member, each meeting of any Association committee of which he or she is not already a regularly appointed member, (3) in the absence of the President, perform the duties of that office, or if the same is vacated during the year, succeed to the Presidency to fulfill that term and then complete his or her own term, and (4) automatically succeed to the Presidency at the close of the annual meeting coinciding with the expiration of his or her term as President-Elect.

- C. **Vice President:** The Vice President shall perform such duties as are delegated by the President and the Executive Council and shall serve as a member of the Board of Censors and serve as Chairman of the Membership Committee.
- D. **Secretary:** The Secretary, through the medium of an administrative designee, shall (1) perform the duties generally pertaining to that office, (2) have charge of all records, correspondence and archives of the Association and record and keep on file correct minutes of the Association, (3) during normal business hours and following a reasonable written request, allow the review by any member of the recorded transactions, except privileged matters, of any previous regular, special or annual membership, Executive Council, Board of Trustees, or administrative committee meeting, (4) keep a current roster of members, together with data regarding each as the Executive Council deems to be of general and appropriate interest to the Association, (5) timely provide the membership with each voting ballot prepared and supplied by or under supervision of the Board of Censors, acting as an Election Board, and act as a receiving agent for each returned ballot and protect and be responsible for the safe delivery of same to the Board of Censors, and (6) the administrative designee will submit a report, as needed, to the current Secretary.
- E. **Treasurer:** The Treasurer, through the medium of an administrative designee, shall (1) be responsible for the collection and receipt of all dues and assessments levied by, and all other funds due to, the Association, (2) act as custodian for all funds and financial assets of the Association, (3) ensure the keeping of accurate and adequate financial records which shall be open for examination by any member of the Association during normal business hours and following reasonable written request, (4) prior to the expiration of each fiscal year of the Association submit to the Board of Trustees an estimate of the financial needs of the Association for the succeeding fiscal year, detailed in such particulars as may be requested by the Board, (5) within ninety days after the expiration of each fiscal year, submit to the Board of Trustees a statement of financial position and separate income statement, unaudited but prepared by a Certified Public Accountant, itemizing the Association's receipts and disbursements during

and its financial status as of the end of such year, (6) as of January 1 of each calendar year, mail each member an invoice for his or her dues and assessments for the ensuing year, and as of the succeeding April 30 notify delinquent members of the penalty incurred for non-payment, and (7) the administrative designee will submit a report, as needed, to the current Treasurer.

The Treasurer shall be bonded at the expense of the Association for such reasonable sum as the Board of Trustees shall determine.

Section 4: Powers and Responsibilities of the Executive Council

A. **Composition:** The Executive Council shall be composed of twenty members, including the five elected Association Officers, the immediate past president, the Chairman of the Board of Trustees (as subject to the provisions of Chapter VII), the HCMA Alliance President, and eleven elected members. Five of the elected members shall be elected at large, and each of the remaining seven separate voting Districts. The districts include Districts 1-5, the USF College of Medicine, and the Young Physician (under age 40) seat.

One representative from each of the following groups be seated with the Executive Council. These members will simply be representatives with input, but no vote.

1. Medical Student
2. Resident

Ex-officio members can be appointed at the discretion of the President, and with the approval of the Executive Council. Ex-officio members will be representatives with input, but no vote.

- B. **Interpretation of By-Laws:** The Executive Council shall have sole responsibility for the interpretation of these By-Laws.
- C. **Quorum:** In order to transact its business, the Executive Council must have a quorum consisting of a simple majority of its membership.
- D. **Meetings:** The Executive Council shall meet bi-monthly or at such other appropriate intervals as designated by the President. A special meeting of the Executive Council shall be called whenever the President deems it necessary or at the written request of at least four Council members or 10% of the voting membership of the Association.
- E. **Voting Approval:** Unless otherwise expressly stated within these By-Laws, any action requiring a vote of the Council shall be deemed approved only if the same shall receive the affirmative vote of not less

than a simple majority of its members in attendance and voting at the meeting at which such vote is taken.

- F. **Council Member Disqualification for Non-Attendance:** The Council shall keep a written record of the attendance of its members. If any member is absent from three (3) successive regular Council meetings, without a satisfactory reason therefore, the Council shall promptly remove such member from office, effective as of the date of its action.
- G. **Attendance by Association Members:** Any Association member in good standing may attend any meeting of the Executive Council and may be recognized by the Chair to discuss a specific item of business approved in advance by the President. Any Active or Life Member in good standing may introduce a written resolution, either through any Council member or individually with prior recognition from the Chair.
- H. **Term of Office:** Each officer of the Association shall be elected for a one (1) year term of office. The normal term of each elected member of the Executive Council shall be for two (2) years. No officer or Executive Council member shall be eligible to hold the same position for more than four (4) consecutive years.

To provide for staggered terms, at the first election of the Executive Council members held under these By-Laws, two District members shall be elected to one year terms and two District members to two year terms. The President shall determine which District seats shall have attached a particular term of office. At the second annual election, in addition to electing the District members otherwise required by these By-Laws, two at-large members shall be elected to one year terms and three at-large members of two year terms.

- I. **Geographical Districts:** For purposes of determining district representation on the Executive Council, Hillsborough County shall be divided into six (6) geographical districts based insofar as is feasible on member physician population (each a "District"). The boundaries shall be initially defined by the Executive Council as constituted under the Association By-Laws preceding the adoption of these by-Laws and the configuration of each District will be reviewed every three (3) years (or more frequently if determined by the Executive Council) and adjusted as necessary.
- J. **The Bulletin:** The Executive Council shall supervise the preparation, editorial policy and distribution to the membership of a periodic publication to be known as The Bulletin of the Hillsborough County Medical Association and shall name an Editor based on (1) the recommendations of the President submitted to the Council at its first

meeting following the annual membership meeting, to serve for a one-year term coincidental with the term of each Association officer, or (2) an existing appointee can volunteer to serve unlimited terms. The Editor is subject to removal and replacement by action of the current President and Council.

CHAPTER III BOARD OF TRUSTEES

Section 1. Composition

The Board of Trustees shall be composed of the President, President-Elect, Immediate Past President and Treasurer, as well as four members elected by the Association membership. The term of office of each elected member shall be four years, fixed on a staggered basis, with one such member to be elected each year. The term of office of the four most recently elected members presently serving on the Board of Trustees is hereby ratified and confirmed. The senior elected member shall serve as Chairman of the Board and also as a member of the Executive Council.

Section 2. No Other Office

No elected member of the Board of Trustees shall hold any additional office in the Association other than that of Delegate to the House of Delegates of the Florida Medical Association.

Section 3. General Responsibilities

Except as otherwise provided in the Certificate of Reincorporation or these By-Laws, the financial affairs of the Association shall be under the supervision, and subject to the management of the Board of Trustees, which shall adopt a fiscal year budget for the Association based on an estimate submitted by the Executive Director. Expenditures not considered in the budget shall require prior endorsement by the Board of Trustees. The resolutions and recommendations of the Council or general membership pertaining to the expenditure of money become effective only when they are determined by the Board of Trustees to be economically feasible and within the financial resources of the Association.

Additionally the Board shall (1) be responsible for the employment and as necessary, the termination of a chief administrative employee to be designated the Executive Director, and for negotiation of the terms and conditions of his or her employment, (2) be responsible for studying the existing and future needs and requirements of the Association, engage in long range planning, and report its findings and recommendations to the Executive Council, (3) be responsible for final approval of all partnerships, and (4) consider matters referred to it by, and report its findings and recommendations to the Executive Council.

Section 4. Periodic Reports

At the beginning of each fiscal year, the Board shall report to the Executive Council the budget it has adopted and its recommendation regarding any change in the amount of the annual per capita dues payable by each member within a particular membership class, and shall thereafter submit quarterly financial reports to the Executive Council.

Section 5. Meetings/Quorum/Voting

The Board shall hold meetings at its discretion and when requested by the Executive Council or the membership to consider a particular matter. Five members of the Board present at any meeting shall constitute a quorum for the transaction of its affairs. Unless otherwise stated in these By-Laws, each matter requiring a vote shall be approved by the affirmative vote of at least a simple majority of the Trustees in attendance at the meeting at which such matter is considered. If absolutely unavoidable, Board members can join the discussion and vote via phone conference.

CHAPTER IV VACANCIES IN OFFICE

Section 1. President

In the event of the death, resignation, or removal of the President, the President-Elect shall fill the remainder of the unexpired term, and then his or her own term.

Section 2. President-Elect

In the event of the death, resignation, or removal of the President-Elect, the Vice President shall fill the unexpired term. At the next annual election a President and a President-Elect shall be elected by the membership.

Section 3. Other Offices

In the event of the death, resignation or removal of any other officer, Council member, Trustee, or committee member, the office shall be filled by action of the Executive Council, approved by simple majority vote, until expiration of its normal term. If a District Council seat vacancy occurs, the Executive Council shall appoint a member whose principal medical office is located within that same District.

Section 4. Removal

Any member holding an elected office may be removed from office, with or without cause, by affirmative vote of at least two-thirds (2/3) of the membership of the Executive Council present at a meeting convened to consider such an action.

CHAPTER V DUTIES AND RESPONSIBILITIES OF THE HCMA DELEGATES TO THE FMA

Section 1. Election

The Association's Delegates to the Florida Medical Association (FMA) shall be elected as provided for in, and their activities governed by, the By-Laws of this Association and the FMA. A failure to faithfully carry out his or her duties, as determined by the Executive Council, shall subject the Delegate to removal from office.

Section 2. Organization

The Delegates shall meet and organize at least two months prior to the annual meeting, or ten days prior to any special or called meeting, of the FMA. All pertinent matters and proposed resolutions to be discussed at the annual FMA meeting will be presented to the Executive Council prior to the meeting for its recommendations and approval.

Section 3. Instructions

The Executive Council may instruct the Delegation concerning their policies or actions as members of the House of Delegates of the Florida Medical Association. The Delegates shall use every effort to carry out these instructions insofar as practical, and whenever possible shall present their position as a unified Delegation.

Section 4. Chairman

The Chairman of the Association's Delegation shall be the Immediate Past President and the President shall serve as Vice Chairman. The President or Secretary of the Association shall certify the credentials of all Delegates as provided for in the FMA By-Laws.

Section 5. Report

The Chairman of the Delegation shall present a report to the Executive Council at its first meeting following conclusion of the meeting of the House of Delegates of the FMA.

Section 6. Delegates

The President, President-Elect, and Immediate Past President shall automatically serve as Delegates and shall be included in the total number of Delegates from the Association. The total number of Delegates shall be determined as provided for in the By-Laws of the FMA.

Section 7. Medical Student Delegate

Each year, the Medical Student Members of the University of South Florida College of Medicine shall select one Delegate whose name shall be submitted to the Executive Council for approval, and who, following approval, will serve as a Delegate in addition to those chosen to represent other members.

Section 8. Term of Office

Each Delegate shall be elected for a three-year, staggered term, and may be re-elected to unlimited successive terms.

Section 9. Character of Nominee

The Nominating Committee shall make every effort to place in nomination for Delegates those members of the Association who have demonstrated a willingness to contribute to the progress of the Florida Medical Association and the American Medical Association.

CHAPTER VI COMMITTEES

Section 1. The Standing Committees of the Association:

Board of Censors
Membership Committee
Nominating Committee

Each member of a standing committee and of each other committee established by the President and with the approval of the Executive Council shall be appointed by the President from the general membership, subject to the approval by the Council unless otherwise provided for in these By-Laws.

Section 2. Board of Censors

The composition and duties of the Board of Censors are included in Chapter VIII, below.

Section 3. Membership Committee

The Membership Committee will be comprised of those who accept appointment by the President as well as additional members who volunteer to serve on the committee.

The Committee shall have the responsibility of (1) indoctrinating new members with the ideals and obligations of membership in the Association, (2) aiding new members in orienting himself or herself with the community, (3) assisting in consistently promoting and recruiting members, and (4) assisting in the retention of unpaid members after the first of each calendar year.

Section 4. Nominating Committee

The Nominating Committee shall consist of seven members, including the President, three immediate past presidents, and the two elected District members of the Executive Council serving the first year of their term of office (who, in the case of the initially elected District members, shall be the two designated to serve full two year terms), and the most recently elected at large member of the Executive Council receiving the highest number of votes at the time of his or her election to the Council. The President shall serve as chairman of the Committee. The duties and responsibilities of the Committee are delineated in Chapter VII.

Section 5. Appointed Committees

The duties of each appointed committee of this Association shall be provided for in rules and regulations promulgated from time to time by the Executive Council or as otherwise determined by the Executive Council or the President.

Section 6. Additional Committees

Each additional committee shall be established by the President, subject to the approval of the Executive Council; report directly to the Executive Council as often as the Council may direct, and be directly responsible to the Council for the satisfactory performance of its duties. In addition, it may have under its cognizance such subcommittee(s) as the President or the Executive Council shall from time to time approve, each of which shall report directly to the chairman of the additional committee under whose cognizance it is appointed and shall be directly responsible to that committee for the satisfactory performance of its duties.

Section 7. Ad Hoc Committees

Each ad hoc committee may be appointed by the President, subject to the approval of the Executive Council, shall perform any specific duties assigned and

will be dissolved at the completion of its assignment or on the date of the annual membership meeting.

Section 8. Meetings/Quorum/Voting

Time, place, and frequency of meetings shall be determined by the chairman of each committee. A simple majority of the membership shall be considered a quorum for each committee meeting, and the voting requirements for passage of any matter shall be the same as those specified with respect to the Executive Council.

Section 9. Correspondence and Records

The HCMA staff shall be responsible for preparing minutes of all committee meetings and shall handle necessary correspondence on behalf of the committee chair.

Section 10. Terms of Office

Unless otherwise stated in this Chapter, each member of an Additional Committee shall serve for one year. Subcommittees shall automatically be dissolved upon the completion of their assigned task/s or on the date of the annual membership meeting, but may be reappointed by the Executive Council.

CHAPTER VII NOMINATIONS AND ELECTIONS

Section 1. Nominating Committee

The Nominating Committee shall select candidates for elective office as delineated in this Chapter. The Committee shall meet on such time schedule as will enable it to advise Association members of the identity of proposed candidates at least 60 days prior to the annual meeting of the Association.

Section 2. Criteria

Subject to the provisions of Chapter II, Section 4.1. above and to Chapter VII, Section 3 below, the Nominating Committee whenever possible shall select:

- A. One or more Active or Life Members in good standing for the office of President-Elect.
- B. One or more Active or Life Members in good standing for each of the offices of Vice President, Secretary, and Treasurer.

- C. One or more Active or Life Members in good standing for each vacant At-Large and/or District Member seat on the Executive Council.
- D. One or more Active or Life Members in good standing for each vacant seat on the Board of Trustees.
- E. One or more Active or Life Members in good standing for each vacant position of Delegate to the House of Delegates of the Florida Medical Association.
- F. One or more Active or Life Members in good standing for each vacant position on the Board of Censors.

Section 3. First Election

At the first election held under these By-Laws, the nominations for the Executive Council shall be sufficient in the number and for such staggered terms as will establish the Council as delineated in Chapter II; provided that each of the five members of the Executive Council as it was constituted in 1982 under the previously existing By-Laws who was elected to a two-year term in 1982 as an at-large member shall continue to serve as an at-large member of the Executive Council as it is to be constituted as a result of the annual election to be conducted in 1983, each for a term of one year ending in 1984, without the necessity of having to run for such seat.

Section 4. Nominee Acceptance

The Nominating Committee shall obtain the acceptance of each candidate to run for the office for which he or she is nominated.

Section 5. No Multiple Candidacy

Any member may be a candidate for only one office other than that of Delegate to the House of Delegates of the Florida Medical Association.

Section 6. Additional Nominations

Any voting Association member shall have the right to make additional nominations for all offices, provided that he or she delivered to the Secretary of the Association at least 31 days prior to the annual membership meeting a written statement indicating an intention to nominate one or more additional persons and executed by each intended nominee and at least 10% of the voting members of the Association. Any name placed in nomination by this method shall be added to the names selected by the Nominating Committee and included in the official ballot which is mailed to the membership at least 30 days prior to

the installation dinner with the exception of an uncontested ballot, in which the nominations will then be emailed to the membership.

Section 7. Ballot

The ballot shall list alphabetically the name of each candidate nominated for a particular elective position to be filled and shall clearly state the position for which each candidate is nominated. The ballot will be mailed to the membership at least 30 days prior to the installation dinner with the exception of an uncontested ballot, in which the nominations will then be emailed to the membership.

Section 8. Election Board

The Board of Censors shall act as the Election Board at any election.

Section 9. District Seats

In voting for Executive Council candidates to represent a particular District, all members who meet the criteria for eligibility to vote, can vote on the entire slate. Only members who have paid HILLPAC dues can vote for candidates for HILLPAC.

Section 10. Voting Roster

The Treasurer shall supply the Board of Censors with a list of all Active, Affiliate, and Life members whose current year's dues are paid in full. This roster shall constitute the registration of those eligible to vote.

Section 11. Conduct of Election

The Executive Council shall determine the manner in which the election shall be conducted, as among paper ballot, mechanical, or electronic devices.

Section 12. Plurality Vote

The candidate or candidates receiving the most votes, based on a plurality vote, of those ballots cast shall be declared the winner or winners of a particular election. In the event of a tie, the winner shall be determined by coin toss conducted by the then acting Chairman of the Board of Censors.

Section 13. Election Results

At the annual meeting of the Association, the Board of Censors shall announce the election results and its report shall be published for benefit of the membership. All those elected shall assume their duties immediately following adjournment of the annual membership meeting.

**CHAPTER VIII
BOARD OF CENSORS
DISCIPLINE AND TERMINATION OF MEMBERSHIP**

Section 1. Composition and Meetings

The Board of Censors shall be composed of seven members of the Association, including the individual occupying the office of Vice President and six elected members of each of whom shall serve for a staggered term of three years. The term of office of each elected member presently serving on the Board of Censors is ratified and confirmed, two of such members having been elected to three-year terms at each of the last three annual meetings.

The Board of Censors shall elect its own Chairperson. Subject to the provisions of Section 10 of this Chapter, if a vacancy shall occur in the membership of the Board of Censors, the President, with the approval of the Executive Council, shall appoint a member to fill such vacancy until the next subsequent election.

The meetings of the Board shall be held at the discretion of its Chairperson or when requested by the Executive Council. Four members of the Board of Censors present at any meeting shall constitute a quorum for the transaction of its affairs.

Section 2. Jurisdiction

Except to the extent otherwise provided in these By-Laws, the Board of Censors shall have jurisdiction over the interpretation of all provisions of the Association's Certificate of Reincorporation, By-Laws, Code of Ethics, and internal rules and regulations which pertain to matters of conduct or ethics.

Section 3. Acts and Conduct Subjecting Members to Disciplinary Action

A. Jurisdiction over Members. A member who (1) shall have misrepresented any material fact in her or her application for membership in the Association, (2) is convicted of having committed a felony or any criminal offense involving moral turpitude, (3) is guilty of gross anti-social misconduct as a physician or as a citizen, (4) is guilty of a violation of any of the provisions of Principles of Medical Ethics of the American Medical Association, or the ethical standards that are adopted by the Association or (5) is subjected to disciplinary action by the Florida State Board of Medicinal Examiners, the Florida Department of Professional Regulation, or any other state agency having jurisdiction over the professional activities of the member, shall, in any such case, be subject to censure, suspension, or expulsion from the Association.

- B. Board's Scope of Investigative Responsibilities.** The Board of Censors may, at its discretion, investigate all matters coming to its attention from any source which, if proven to be true, would tend to establish the existence of a breach of the Association's standards of professional conduct or Code of Ethics, or the commission or omission of an act which would reasonably constitute cause for discipline. In addition, it may investigate all charges preferred against a member regardless of the source of such charge or its apparent merit. Notwithstanding the foregoing, if a member is convicted of a crime specified in Section 3.A(2) above, or is made the subject of any disciplinary action contemplated by Section 3.A(5) above, the Board may, without further review, inquiry or investigation, accept such conviction or action as the basis for imposing any form of disciplinary action and may, by majority vote of those Board members present at a duly constituted meeting called for such purpose, recommend to the Executive Council that it censure, suspend, or expel the member.
- C. Arbitrator.** In the capacity of a Board of Arbitration, the Board of Censors may receive and act upon all requests submitted by two or more members of the Association who are the sole parties to a dispute which has not been susceptible of resolution or compromise, provided that the parties first agree, to the satisfaction of the Board, to be bound by any decision which the Board may render in such matter.

Section 4. **Resignation of Membership**

A member desiring to resign from this Association shall submit his or her resignation in writing. Upon acceptance of such resignation, a member's rights and interests in and claims against the Association are forfeited.

Section 5. **Reinstatement of Membership**

- A. Non-payment of Dues or Resignation.** Any person whose membership has been terminated because of non-payment of dues or resignation may make written application to the Secretary for readmission in the usual manner as provided by these By-Laws for new members. Such application shall be accompanied by the current year's dues.

Reinstatement within 30 days after membership termination for non-payment of dues and/or assessments may be requested by letter and need not be by application, but the request must include the payment of the indebtedness.

- B. Return to Hillsborough County.** Any person whose membership has been terminated by reason of the member's decision to practice in another

locality, upon returning to Hillsborough County may reapply for membership in the usual manner provided for new members under these By-Laws. If approved by the Executive Council, the applicant shall be admitted to Active or other appropriate membership classification and the application fee applied to the current year's dues and any unpaid assessments, if appropriate.

CHAPTER IX MEMBERSHIP DINNER MEETINGS

Section 1. Annual Installation Dinner

The Installation Dinner of the Association shall be held in May of each year or on such other convenient date as may be selected by the Executive Council. Notice of the time and date of the meeting shall be given by the Secretary in writing or through the Bulletin at least seven (7) days prior thereto.

Section 2. Membership Dinner Meetings

A membership dinner meeting shall be held at least three separate months of the Association's fiscal year as determined by the Executive Council.

Section 3. Special Membership Meetings

Special membership meetings shall be called by the President upon his or her own motion or upon the written request of at least four (4) members of the Executive Council or 10% of the Active, Affiliate, or Life Members of the Association, who shall specify therein the particular object for which such meeting is called. Notice of the purpose and place of the meeting shall be given as required for a regular meeting except in cases where an immediate meeting is deemed imperative by the President and in such an instance the Secretary shall make every effort to notify the membership. At such special meeting, no business other than that specified in the notice shall be transacted.

Section 4. Time and Place

The time and place of all membership meetings, unless otherwise directed by the membership, shall be selected by the President subject to the approval of the Executive Council.

Section 5. Quorum

Five percent (5%) of the membership eligible to vote shall constitute a quorum for any membership meeting.

CHAPTER X DUES AND ASSESSMENTS

Section 1. Dues

Upon the recommendation of the Board of Trustees, the Executive Council shall fix the amount of annual dues payable for the ensuing year by each member, provided that dues may not be increased more than twenty-five percent (25%) in any one year without approval of the membership.

Section 2. Assessments

Assessments for any purpose may be levied upon the membership at any time upon recommendation of the Executive Council with the approval of the Board of Trustees.

Section 3. Delinquency

The annual dues and assessments of the Association shall be payable as of January 1 of each calendar year and shall be deemed delinquent if the amount due has not been fully satisfied by the following April 30. Each delinquent member shall be promptly notified of his or her delinquency.

Any member who has not paid his or her dues or assessments by March 15 shall be deemed "not in good standing" and shall have all rights of membership automatically suspended. Any Active member who has not paid his or her dues by April 30 shall be notified by certified mail to that last known address that he or she has been removed from membership. All other members who have not paid his or her dues by April 30 shall be notified by regular mail to that last known address that he or she has been removed from membership.

Section 4. Exemptions

Dues and assessments may be waived for a class of membership or for individual members, in accordance with procedures approved from time to time by the Executive Council.

CHAPTER XI INDEMNIFICATION

The Association, in order to assure freedom from financial liability on the part of and appropriate performance of duties by its members and personnel, is authorized to provide any such person, at Association expense, with legal counsel and to pay other reasonable expenses if any suit is brought against such person as a result of authorized action taken on behalf of the Association by such person.

CHAPTER XII ASSETS

If the Association ceases to function or is unable, for any reason, to perform its activities in accordance with its Certificate or Reincorporation as a regular corporate body, then the Executive Council is authorized and empowered to transfer the physical assets of the Association to any non-profit organization or organizations as specified in the Certificate of Reincorporation.

CHAPTER XIII RULES OF CONDUCT

The Principles of Medical Ethics of the American Medical Association shall be the Principles of Medical Ethics of this Association and shall govern the conduct of its members in their regulations to each other and to the public. Opinions of the Judicial Council of the American Medical Association shall serve as a guide in the interpretation of these principles.

CHAPTER XIV RULES OF ORDER

The deliberations of this Association shall be governed by parliamentary usage as contained in the current edition of "Sturgis Standard Code of Parliamentary Procedure" when such shall not be in conflict with the Certificate of Reincorporation and By-Laws of this Association.

The Association, through its Executive Council, may adopt such procedural rules, administrative guidelines, and resolutions as may be appropriate to implement the purposes set forth in the Certificate or Reincorporation and By-Laws, but shall not be in conflict therewith. Such rules, guidelines, and resolutions may be adopted by a simple majority vote of the Executive Council without previous notice and may be suspended, amended, or rescinded whenever the best interest of the Association shall be served by such action.

CHAPTER XV AMENDMENTS

Section 1. Certificate of Reincorporation; By-Laws

The Association may amend or repeal any portion of its Certificate of Reincorporation or these By-Laws by a two-thirds vote of the members present at any regular or specially called membership meeting, provided notice of such proposed action shall have been given as hereinafter provided.

Section 2. Submission to Executive Council

Before any amendment, whether of the Certificate or Reincorporation or of the By-Laws, shall be submitted to the membership for vote, it must be submitted in writing or electronically to the Executive Council, which shall approve or reject the same within sixty days at one of its regular meetings or a specially called meeting next succeeding its submission. If approved, a copy of the amendment shall be made available to each voting member of the Association, which shall constitute due notice. It can be announced in any of the following methods: (1) at the first regular meeting, (2) a specifically called meeting, or (3) electronically, following approval by the Executive Council and submitted to the membership for vote in any of the following methods: (1) at the first regular meeting, (2) a specifically called meeting, or (3) electronically. If the amendment is not approved by the Executive Council it shall not be submitted to the membership for vote.

CHAPTER XVI ADOPTION OF BY-LAWS

The adoption of these By-Laws shall repeal all existing By-Laws of the Association.