

BYLAWS
of the
UTAH MEDICAL ASSOCIATION



Revised September 16, 2017

BYLAWS OF THE UTAH MEDICAL ASSOCIATION

TABLE OF CONTENTS

<u>Article</u>		<u>Page</u>
1.00	NAME	1
2.00	SEAL	1
3.00	PURPOSES	1
<u>4.00</u>	<u>MEMBERSHIP</u>	<u>1</u>
4.10	Categories of membership	1
4.20	Application for membership.....	4
4.30	Admission to membership.....	4
4.40	Rights and privileges of active membership.....	4
4.50	Rights and privileges of associate, affiliate, and honorary membership	4
4.60	Maintenance of active, associate, and affiliate membership	5
4.70	Dues and assessments.....	5
<u>5.00</u>	<u>COMPONENT SOCIETIES</u>	<u>6</u>
5.10	Charters	6
5.20	Categories.....	7
5.21	County medical societies	7
5.22	Regional medical societies.....	7
5.23	Sections.....	7
5.30	Bylaws of component societies	8
5.40	Membership in component societies.....	8
5.50	Delegates to the UMA House of Delegates	9
5.60	Transmittal of dues to component societies.....	10
5.70	Functioning Societies.....	10
<u>6.00</u>	<u>HOUSE OF DELEGATES</u>	<u>10</u>
6.10	Composition.....	10
6.20	Voting	11
6.30	Term of office of delegates.....	11
6.40	Seating of delegates	11
6.50	Meetings of the House of Delegates	11
6.60	Committees of the House of Delegates.....	12
6.70	Duties of the House of Delegates	12
6.80	Legal counsel	13

<u>7.00</u>	<u>MEDICAL SPECIALTY SOCIETIES</u>	<u>13</u>
7.10	Charters	13
7.20	Delegates to the UMA House of Delegates	14
<u>8.00</u>	<u>PHYSICIAN PRACTICE GROUPS</u>	<u>14</u>
8.10	Chapters	14
8.20	Delegates to the UMA House of Delegates	15
<u>9.00</u>	<u>OFFICERS AND AMA DELEGATES</u>	<u>16</u>
9.10	Qualifications	16
9.20	Duties of Officers	16
9.30	Duties of Other Elected Positions	17
9.40	Nominations	18
9.50	Elections	19
9.60	Terms of office	20
9.70	Limitation of consecutive years in office	20
9.80	Vacancies	20
<u>10.00</u>	<u>BOARD OF DIRECTORS</u>	<u>21</u>
10.10	Composition	21
10.20	Voting	21
10.30	Standard of Conduct	22
10.40	Conflicts of Interest	22
10.50	Meetings	23
10.60	Committees of the Board of Directors	23
10.61	Council of Trustees	23
10.70	Duties of the Board of Directors	24
10.80	Duties of the CEO	26
10.90	Legal Counsel	27
<u>11.00</u>	<u>COMMITTEES</u>	<u>27</u>
11.10	Appointive Committees	27
11.20	Standing committees	28
<u>12.00</u>	<u>MEETINGS</u>	<u>29</u>
12.10	Notice of meetings	29
12.20	Types of meetings	29
12.30	Orders of business	29
12.40	The right to vote	30
12.50	Meetings of the official assemblies	30
12.51	House of Delegates meetings	31
12.52	Board of Directors meetings	31
12.53	Committee meetings	31
<u>13.00</u>	<u>DISCIPLINARY PROCEDURES</u>	<u>32</u>
13.10	Grounds for disciplinary action	32

13.20	Receipt of written allegations	33
13.30	Initiation of the inquiry process.....	33
13.40	Notice of Proposed Action	33
13.50	Hearings of the Ethics Committee	34
13.60	Board of Directors' Inquiry.....	34
13.70	Board of Directors' Decision	34
13.75	DOPL-Based Action.....	35
13.80	Appeals.....	36
13.90	Implementation of the Decision of Board of Directors	36
13.95	Disclosure of Information.....	36
14.00	<u>POLICY COMPLIANCE</u>	<u>36</u>
14.10	Disclosure of Conflicts of Interest.....	36
14.20	Other Policies.....	37
15.00	<u>PARLIAMENTARY AUTHORITY</u>	<u>37</u>
16.00	<u>PUBLICATIONS</u>	<u>37</u>
17.00	<u>BONDING, INSURANCE</u>	<u>37</u>
18.00	<u>INDEMNIFICATION</u>	<u>38</u>
18.10	Indemnifying Officers and Directors against Third-Party Suits	38
18.20	Indemnifying Officers and Directors against Derivative Suits.....	38
18.30	Discretionary Indemnification of Employees	38
18.40	Determining Indemnitee's Compliance with Standard.....	39
18.50	Advance Payment of Expenses.....	39
18.60	Survival of Indemnification	39
18.70	Insurance on Indemnitees	39
19.00	<u>AMENDMENTS</u>	<u>39</u>
19.10	Proposal and drafting	39
19.20	Prior notice requirement	40
19.30	Vote requirement for adoption	40
19.40	Effective date	40
19.50	Compliance with Bylaws.....	40

**BYLAWS
of the
UTAH MEDICAL ASSOCIATION**

Salt Lake City
Revised
2017

ARTICLE I

1.00 NAME

The name of this organization is the Utah Medical Association.

ARTICLE II

2.00 SEAL

The Association shall have a common seal. The power to modify the seal shall rest with the Board of Directors.

ARTICLE III

3.00 MISSION

Utahns will receive excellent public and individual healthcare services. UMA physicians will practice ethically in a collegial environment without undue regulatory and administrative restrictions and will receive appropriate remuneration.

ARTICLE IV

4.00 MEMBERSHIP

4.10 CATEGORIES OF MEMBERSHIP

Categories of membership are active, associate, affiliate, and honorary.

4.11 ACTIVE MEMBERS

Active members are members in good standing of component county and regional medical societies, (References: 5.21 and 5.22) and are classified in accordance with at least one of the following requirements:

4.111 Residents of the state of Utah who hold the degree of Doctor of Medicine, Doctor of Osteopathic Medicine, or their equivalent, and who hold an unrestricted license to practice medicine and surgery in Utah; or

- 4.112 Physicians who have graduated from a medical school that makes them eligible for Utah medical licensure and have applied to or are presently enrolled in an ACGME (Accreditation Council for Graduate Medical Education)-approved or comparable (as determined by the Board) postgraduate medical education program in the state of Utah; and as such shall constitute the membership of the Utah Medical Association Resident Physicians Section. (Reference: 5.233) Those who have applied to but are not presently enrolled in a qualified postgraduate medical education program may hold membership for at most two consecutive years while in that status.
- 4.113 Medical students presently enrolled in a medical school accredited by the Liaison Committee on Medical Education (LCME) or the Commission on Osteopathic College Accreditation (COCA), including in MD-PhD or other MD-joint degree programs, in the state of Utah; and as such shall constitute the membership of the Utah Medical Association Medical Student Section. (Reference: 5.234)
- 4.114 Full-time active duty military physicians on assigned duty in the state of Utah, who hold the degree of Doctor of Medicine, Doctor of Osteopathic Medicine, or their equivalent, and who hold an unrestricted license to practice medicine and surgery in Utah or another of the United States.
- 4.115 Physicians who are residents of the state of Utah, who hold the degree of Doctor of Medicine, Doctor of Osteopathic Medicine, or their equivalent, who hold or have held an unrestricted license to practice medicine as a physician and surgeon, or its equivalent, in another state or territory of the United States, and who are working in administrative positions in healthcare.
- 4.116 Physicians who have been licensed to practice medicine and surgery, have been or are residents of Utah, and are now fully retired from their practice, regardless of current residency or license status.

4.12 ASSOCIATE MEMBERS

Associate members are those who

- 4.121 hold the degree of Doctor of Medicine, Doctor of Osteopathic Medicine, or their equivalent, and an unrestricted license to practice medicine and surgery in Utah, and i) who are on temporary leave for military service, missionary service, further training, disability, etc.; or ii) who are residents of other states, and practice medicine only on a part time basis in Utah; or
- 4.122 hold the degree of Doctor of Medicine, Doctor of Osteopathic Medicine, or

their equivalent, and an unrestricted license to practice medicine and surgery in Utah or another state, are former residents of Utah, but who, at the time of leaving Utah, were active members in good standing of the Association; or

4.123 are not residents of Utah and either i) hold the degree of Doctor of Medicine, Doctor of Osteopathic Medicine, or their equivalent, and an unrestricted license to practice medicine and surgery in a state other than Utah, and have applied for a license to practice medicine and surgery in Utah, or ii) are medical students or recent graduates of an LCME- or COCA-approved medical school outside Utah and have been accepted into a Utah postgraduate program described in 4.112.

4.1231 Physicians who qualify for membership under 4.123 shall be provisional members whose membership application shall be reviewed for approval by the Executive Committee and whose membership expires within 12 months of approval unless converted to another category of membership within that time.

4.1232 Provisional members shall pay dues at the dues rate for which they would otherwise qualify based on their position, at the time of their application, in training or in practice.

4.1233 When provisional members notify the Association that they have moved to Utah, their applications shall then be reviewed for approval and conversion to a non-provisional category under the usual procedures for an initial application for membership.

4.124 Physicians who were associate members at the time they fully retired from their practice, regardless of current residency or license status.

4.13 AFFILIATE MEMBERS

The number of affiliate members may not exceed 20 percent of the total Association membership; an affiliate membership application shall not be accepted if it will cause affiliate membership to exceed the maximum percentage. Affiliate members are:

4.131 Utah dentists who are members in good standing in their state association.

4.132 Utah pharmacists who are members in good standing in their state association.

4.133 Teachers and fellows of medicine and allied sciences in Utah who are not otherwise eligible for membership in the Association.

4.134 Physician assistants licensed by the state of Utah who are members in good standing in their state association.

4.135 Nurse Practitioners who are employed by a UMA member physician or a physician group who are all UMA members.

4.136 Individuals who were affiliate members at the time they fully retired, regardless of current residency or license status.

4.14 HONORARY MEMBERS

Honorary members are those physicians or other persons, who have made an outstanding contribution to the field of medicine, and/or the Utah Medical Association.

4.20 APPLICATION FOR MEMBERSHIP

4.21 An application form for membership shall be approved by the Board of Directors.

4.22 An applicant shall receive the following:

4.221 an application form; (Reference: 4.21)

4.222 a copy of the Bylaws of the Association;

4.223 an acceptance form which requires the signature of the applicant, and obligates the applicant to abide by the Bylaws of the Utah Medical Association, if elected to membership.

4.30 ADMISSION TO MEMBERSHIP

The Board of Directors shall have the authority to grant or confer membership, and shall decide the category of membership. (Reference: 4.10)

4.40 RIGHTS AND PRIVILEGES OF ACTIVE MEMBERSHIP

Active members shall have the right to:

4.41 vote;

4.42 hold office;

4.43 serve on committees;

4.44 serve as delegate to the House of Delegates;

4.45 receive publications of the Association without additional cost.

4.50 RIGHTS AND PRIVILEGES OF ASSOCIATE, AFFILIATE AND HONORARY MEMBERSHIP

4.51 Associate, affiliate and honorary members shall have the right to:

4.511 attend meetings of the reference committees of the House of Delegates; and, if invited by the Speaker of the House, attend other meetings of the House of Delegates; (Reference: 6.54 and 6.612)

4.512 attend scientific meetings;

4.513 serve on committees by invitation of the President or CEO, as members only;

4.514 receive publications of the Association by subscription only.

4.52 Associate, affiliate and honorary members shall not have the right to:

4.521 vote;

4.522 hold office;

4.523 serve as a delegate.

4.60 MAINTENANCE OF ACTIVE, ASSOCIATE AND AFFILIATE MEMBERSHIP

Active, associate and affiliate membership in good standing is maintained by:

4.61 compliance with the Bylaws of the Association and the represented component society;

4.62 compliance with the Principles of Medical Ethics of the American Medical Association;

4.63 payment of dues and assessments on a current basis;

4.64 avoidance of other causes for disciplinary action. (Reference: 13.10)

4.70 DUES AND ASSESSMENTS

4.71 Annual dues shall be recommended by the Board of Directors or the President and shall be approved by the House of Delegates.

4.72 Special assessments may be recommended by the Board of Directors or the

President and shall be approved by the House of Delegates.

- 4.73 Urgent special assessments may be approved by the Board of Directors after determining that it is important to the mission of the Association to levy a special assessment and that circumstances require action before the next meeting of the House of Delegates.

- 4.74 DUES MODIFICATIONS

Upon request, members may be excused by the Board of Directors from payment of dues and assessments for reasons of financial hardship.

- 4.75 PAYMENT OF DUES AND ASSESSMENTS

Dues and assessments are payable in 30 days. Special arrangements for periodic payments may be made to be completed by four months.

- 4.76 PROTOCOL FOR NONPAYMENT OF DUES AND ASSESSMENTS AFTER 60 DAYS

- 4.761 Nonpayment after 120 days shall result in automatic suspension of membership, unless special arrangements have been made. (Reference: 4.75)

- 4.762 Payment, along with reasonable penalty fees, as approved by the Board of Directors, shall restore the member to previous membership status if received by 12 months.

- 4.77 PROTOCOL FOR NONPAYMENT OF DUES AND ASSESSMENTS AFTER 12 MONTHS

- 4.771 Nonpayment after 12 months shall result in automatic expulsion from the Association.

- 4.772 Payment, along with reasonable penalty fees, as approved by the Board of Directors, shall be required for reinstatement in the Association.

ARTICLE V

5.00 COMPONENT SOCIETIES

The Utah Medical Association shall be organized and chartered into component medical societies.

- 5.10 CHARTERS

- 5.11 A charter shall define jurisdiction of the component society and be approved by the Board of Directors and signed by the President and CEO of the Association.
- 5.12 The Board of Directors may approve coordinated changes to the geographic jurisdiction of adjacent component societies, as described in their charters, including mergers of societies, if agreed to by all affected societies. The President and CEO of the Association shall sign revised charters.
- 5.13 A charter may be revoked by the House of Delegates upon the recommendation of the Board of Directors for actions in violation of the Bylaws of the Association.

5.20 CATEGORIES

Component medical societies shall include all county and regional medical societies, and sections.

5.21 COUNTY MEDICAL SOCIETIES

County medical societies are component societies that are geographically composed of a single county.

5.22 REGIONAL MEDICAL SOCIETIES

Regional medical societies are component societies that are geographically composed of more than one county or part thereof. They may be chartered by the Board of Directors.

5.23 SECTIONS

Sections are component societies composed of non-geographic segments of medicine. Utah Medical Association sections are:

5.231 ORGANIZED MEDICAL STAFF SECTION

The Hospital Medical Staff Section is a component society composed entirely of physicians who are members of hospital medical staffs. Each hospital in the state shall be entitled to one representative in the Organized Medical Staff Section.

5.232 YOUNG PHYSICIANS SECTION

The Young Physicians Section is a component society composed entirely of physicians who are under age 40, or who are within the first 8 years of medical practice following completion of a residency or fellowship program.

5.233 RESIDENT PHYSICIANS SECTION

The Resident Physicians Section is a component society composed entirely of physicians in training.

5.234 MEDICAL STUDENT SECTION

The Medical Student Section is a component society composed entirely of medical students.

5.235 WOMEN PHYSICIANS SECTION

The Women Physicians Section is a component society composed entirely of women physicians, physicians in training and medical students.

5.236 ALLIANCE SECTION

The Alliance Section is a component society composed entirely of spouses or partners of physicians or medical students who are members of the Association.

5.30 BYLAWS OF COMPONENT SOCIETIES

5.31 Each component society shall adopt bylaws compatible with the Utah Medical Association and the American Medical Association.

5.32 Component society bylaws and amendments thereto shall be subject to the approval of the UMA Board of Directors as a function of the power of chartering.

5.40 MEMBERSHIP IN COMPONENT SOCIETIES

5.41 UNIFIED MEMBERSHIP

Each active member of the Utah Medical Association shall be a member of a county or regional medical society, and each active member in a county or regional medical society shall be a member of the Utah Medical Association.

5.42 MEMBERSHIP APPLICATIONS

5.421 An applicant who meets qualifications for membership in the Utah Medical Association (References: 4.10 and 4.50) shall be eligible for component society membership.

5.422 An applicant who is denied component society membership may appeal to the Board of Directors for a review and final decision.

5.423 A component society may also refer an application for membership to the Board of Directors for a review and final decision. Functioning component societies which do not act on approval or denial of an application within 90 days of submission automatically refer the decision to the UMA Board of Directors for review and final decision unless they have requested an extension of time for consideration.

5.424 The UMA Board of Directors may review and approve an application for membership for a component society that does not timely review applications or from an area that does not have a functioning component society.

5.43 ASSIGNMENT TO COUNTY OR REGIONAL MEDICAL SOCIETY

Each active member shall be assigned to the county or regional medical society that is most conveniently located.

5.44 TRANSFER OF MEMBERSHIP

The membership of a member who moves within the state from the area of his or her component society shall be transferred to the component society in the new area.

5.45 MEMBERSHIP DATA REQUIREMENTS

The secretary, or president or president's designee, if there is no secretary, of each functioning county or regional medical society shall keep a roster of its members and also of nonaffiliated physicians which shall show the name, address, birth date, medical school, and other information as requested by the Board of Directors.

5.50 DELEGATES TO THE UTAH MEDICAL ASSOCIATION HOUSE OF DELEGATES FROM COMPONENT SOCIETIES

5.51 ALLOCATION

5.511 Each county or regional medical society shall be entitled to seat at least one delegate or one alternate delegate in the House of Delegates. A county or regional medical society with forty-five or more active members shall be entitled to seat one additional delegate or one additional alternate delegate for each thirty active members after the first thirty; and shall be entitled to seat the additional delegate when its membership has a remainder of fifteen or more above the multiple of thirty.

5.5111 County and regional medical society trustees shall be counted as part of the allotted delegates from their designated county or regional medical society.

5.5112 Section delegates (Reference: 5.512), specialty society delegates (Reference: 7.20) and ex-officio delegates (References: 6.12 and 6.13) shall not be counted as part of the allotted delegates from a county or regional medical society.

5.5113 Section delegates may only serve as delegates from their designated sections.

5.512 Sections with at least 30 members shall be entitled to seat one delegate or one alternate delegate in the House of Delegates; except the Resident Physicians and the Medical Student Sections, which shall be entitled to one delegate or one alternate delegate for each thirty active members of the Section and shall be entitled to seat an additional delegate when the Section membership has a remainder of fifteen or more above the multiple of thirty.

5.52 TERM OF OFFICE OF DELEGATES (Reference: 6.30)

5.53 SEATING OF DELEGATES (Reference: 6.40)

5.60 TRANSMITTAL OF DUES TO COMPONENT SOCIETIES

The Utah Medical Association shall collect and forward to the functioning component societies the names and remittances of their members who have paid their annual dues as soon as is practical following their receipt. The Utah Medical Association shall maintain membership lists for component societies that are not functioning, but shall collect no dues on behalf of those societies.

5.70 FUNCTIONING SOCIETIES

Component societies shall be considered functioning if they hold at least one meeting per year and have currently serving officers, including a designated Trustee to the Council of Trustees.

ARTICLE VI

6.00 **HOUSE OF DELEGATES**

The House of Delegates shall be the ultimate policy-making body of the Association.

6.10 COMPOSITION

Delegates to the House of Delegates shall include:

- 6.11 appointed or elected delegates from component societies, chartered specialty societies and physician practice chapters, provided that the delegate is a member of the Utah Medical Association or is the Alliance Section chair; (References: 5.50, 7.20, and 8.20)
- 6.12 ex-officio delegates by virtue of being the elected officers of the Association; namely, the president, the president-elect, all prior past-presidents, delegates and alternate delegates to the AMA, at-large directors, and speaker and vice speaker of the House (Reference: 9.00); and
- 6.13 ex-officio delegates by virtue of being Senior Vice President for Health Sciences or Dean of the University of Utah School of Medicine, Chair of the Physicians Licensing Board, Chair of the Osteopathic Physicians Licensing Board, the highest ranking physician in the Utah Department of Health, any officer or committee or council member of the AMA who is also a member of this Association, and the chair of the Utah Medical Political Action Committee, or their physician designees, provided that the delegate is a member of the Utah Medical Association; and the CEO.

6.20 VOTING

Each delegate, elected and ex-officio, shall have one vote and only one vote in decision-making of the House of Delegates.

6.30 TERM OF OFFICE OF DELEGATES

- 6.31 The term of office of elected delegates shall be for a period to cover two annual elections, except the delegates from the Resident Physicians and Medical Student Sections, which shall be for a period to cover one annual election. Terms may run consecutively.
- 6.32 The term of office for ex-officio delegates shall be for the duration that the office or appointment is held.

6.40 SEATING OF DELEGATES

A list of delegates and alternate delegates shall be forwarded to the Association from the societies they shall be representing, at least 60 days before the annual meeting, for the delegates to be considered properly credentialed. Late-submitted lists may be accepted at the discretion of the CEO.

6.50 MEETINGS OF THE HOUSE OF DELEGATES

The House of Delegates shall hold an annual meeting at a time and place set by the Board of Directors and may hold interim and special meetings at the call of the president and the Board of Directors. (Reference: 12.51)

- 6.51 The presiding officers shall be the speaker and vice speaker of the House of Delegates. (References: 9.28 and 9.29)
- 6.52 A quorum shall be 35 percent of the allotted and named delegates. (Reference: 12.511)
- 6.53 Order of business (Reference: 12.31)
- 6.54 The House shall hold a closed meeting for Association members only; however, individuals who are not Association members may be invited to attend by the speaker of the House. (References: 12.20, 12.22 and 12.512) Only delegates may speak from the floor, except by special permission from the speaker of the House.
- 6.55 Individual delegates may file resolutions to be considered by the House. Component or specialty societies may also file resolutions if reviewed and approved by the membership or leadership of the societies.
- 6.56 Reports and resolutions for consideration by the House of Delegates shall be filed 30 days prior to the meeting of the House. Filing more than seven days and less than 30 days shall require a majority vote by the House for consideration. Resolutions filed later than eight days prior to the meeting of the House shall not be considered, unless the Board of Directors votes to bring the matter to the House of Delegates. (Reference: 12.31, first session, #10)

6.60 COMMITTEES OF THE HOUSE OF DELEGATES

- 6.61 Reference committees:
 - 6.611 shall be appointed from members of the House of Delegates by the speaker of the House for each meeting of the House.
 - 6.612 shall hold open meetings to consider all reports and resolutions that are for consideration by the House of Delegates. Opportunity for discussion shall be offered to all members, staff, and guests.
 - 6.613 shall meet in executive session after discussion has been completed to prepare its report and recommendations for presentation to the House of Delegates. (Reference: 12.31, second session, #3)
- 6.62 Special committees of the House may be appointed by the Speaker of the House.

6.70 DUTIES OF THE HOUSE OF DELEGATES

The House of Delegates shall:

- 6.71 receive all reports and resolutions through the Reference committees (Reference: 6.61), and make a determination what action, if any, shall be taken by the Association (Reference: 6.00);
 - 6.72 review the annual budget report, and retain authority to direct spending priorities (Reference: 11.224);
 - 6.72 approve the annual dues and any special assessments (References: 4.71, 4.72, and 4.73);
 - 6.73 approve the raising of funds by any other manner;
 - 6.74 annually elect three members to the Nominating Committee (Reference: 9.3111) and elect the officers of the Association (Reference: 9.40);
 - 6.75 biennially elect the speaker and vice speaker of the House of Delegates through a process of open nominations from the floor and election by ballot from a minimum of two candidates for each office;
 - 6.751 if a vacancy occurs in the unexpired term of the office of vice speaker (whether or not filled by appointment by the Board of Directors (Reference: 9.81)), elect the vice speaker and, if a vice speaker appointed by the Board of Directors has succeeded to the office of speaker, also elect the speaker as first order of business after verification of quorum in the first session of the next annual meeting by a process of open nomination and election by ballot from a minimum of two candidates for each office, who shall take office immediately upon confirmation of the election, and who shall serve for the remainder of the unexpired term of office and, if that term expires at that meeting, for the succeeding term;
 - 6.76 have the authority to amend the Bylaws (Reference: 19.30);
 - 6.78 have authority to appoint special committees that meet during the meetings of the House of Delegates;
 - 6.79 have other such powers as are granted elsewhere in these Bylaws.
- 6.80 LEGAL COUNSEL

Legal counsel shall be in attendance at meetings of the House of Delegates.

ARTICLE VII

7.00 **MEDICAL SPECIALTY SOCIETIES**

Utah state medical specialty societies which have been chartered by this Association shall be entitled to representation in the House of Delegates.

7.10 CHARTERS

7.11 A state medical specialty society may be chartered by this Association, provided:

7.111 it is recognized as the component state society of the national organization;

7.112 the national organization continuously maintains representation on the AMA Specialty Section Council;

7.113 the majority of its members also maintain membership in this association;

7.114 it meets at least once a year;

7.115 its bylaws have been received by and are maintained compatible with those of the Association;

7.116 and it agrees to abide by the bylaws of this Association

7.12 The charter shall be approved by the Board of Directors and signed by the president and the CEO of this Association.

7.13 A charter may be revoked by the Board of Directors, if the specialty society no longer complies with the requirements for being chartered. (Reference: 7.11)

7.20 DELEGATES TO THE UTAH MEDICAL ASSOCIATION HOUSE OF DELEGATES FROM SPECIALTY SOCIETIES

7.21 Each chartered specialty society shall elect or appoint one delegate and be entitled to elect an alternate delegate to the House of Delegates, who shall also be a member of this Association, for each thirty active members of this Association; and shall be entitled to seat an additional delegate when its membership has a remainder of fifteen or more above the multiple of thirty.

7.211 Each association member shall be represented in the House of Delegates by no more than one chartered specialty society.

7.212 Each Association member may choose one chartered specialty society to represent him/her, regardless of whether the member has membership in that chartered specialty society.

7.22 A specialty society delegate shall not also serve as an elected delegate from a component society.

7.23 Term of office of the delegate. (Reference: 6.31)

7.24 Seating of the Delegate. (Reference: 6.40)

ARTICLE VIII

8.00 PHYSICIAN PRACTICE GROUPS

8.01 A physician practice group category is formed for the purpose of mode of practice representation in the House of Delegates.

8.10 CHAPTERS

8.11 Categories

8.111 The solo practitioner/small practice chapter consists of all active members of the Association that do not belong to a qualified large practice group.

8.112 A qualified large practice group chapter consists of a "qualified large practice group."

8.12 Qualification Requirements. A large practice group may become qualified by this Association provided:

8.121 It is a physician practice group of more than thirty active members of the Association;

8.122 The majority of its members also maintain membership in this Association;

8.123 The delegates chosen to represent the group are members of this Association;

8.124 Evidence of membership is provided to the Association for purposes of determining delegate allotment;

8.125 It agrees to abide by the applicable bylaws of this Association;

8.126 Its purposes and actions are not in violation of the Sherman Act; and

8.127 Its delegates are chosen by election or appointment of association members in the group.

8.13 Qualification of a large physician practice group shall be approved by the Board of Directors.

- 8.14 Qualification of a large physician practice group may be revoked by the House of Delegates upon the recommendation of the Board of Directors, if the physician practice group no longer complies with the requirements of 8.12 above. Qualification of a practice group may be revoked by the Board of Directors if a majority of the group's members fail to maintain membership in this Association or if fewer than 30 group members maintain UMA membership.

8.20 DELEGATES TO THE UMA HOUSE OF DELEGATES

- 8.21 The solo practitioner/small practice chapter and each qualified large practice chapter shall be entitled to seat one delegate or alternate delegate in the House of Delegates for each thirty active members of this Association and shall be entitled to seat an additional delegate when its membership has a remainder of fifteen or more above the multiple of thirty.
- 8.22 Delegates from the solo practitioner/small practice chapter shall be elected or appointed by the chapter.
- 8.23 The Board of Directors may apportion the solo practitioner/small practice delegates geographically and may assign to component societies the election or appointment of delegates to the House of Delegates from the solo practitioner/small practice chapter.
- 8.24 A solo practitioner/small practice chapter delegate or practice group chapter delegate shall not also serve as a delegate from a component society or specialty society.
- 8.25 Term of office of the delegates (Reference: 6.31).
- 8.26 Seating of the delegates (Reference: 6.40).
- 8.27 Each Association member shall be represented in the House of Delegates by either the solo practitioner/small practice chapter or a large practice group chapter, but may not be represented by both or by more than one large practice group chapter.

ARTICLE IX

9.00 **OFFICERS, DIRECTORS, AND AMERICAN MEDICAL ASSOCIATION DELEGATES**

The officers, directors, and delegates of the Utah Medical Association shall be the president, president-elect, immediate past president, at-large directors, delegates and alternate delegates to the American Medical Association, and speaker and vice speaker of the House of Delegates. The officers, directors, and delegates shall be ex officio delegates to the House of Delegates. (Reference: 6.12)

9.10 QUALIFICATIONS

Each officer, director, and AMA delegate shall have been an active member in good standing of the Utah Medical Association for the two years prior to election but need not be a member of the House of Delegates as a condition to being elected.

9.20 DUTIES OF OFFICERS

9.21 The president shall:

9.211 be the spokesperson for the Association;

9.212 be the chair of the Board of Directors as the chief governance officer;

9.213 appoint members and chairs of standing Board committees, unless otherwise provided for in the bylaws;

9.214 designate and appoint special Board committees, their chairs, and committee members as necessary;

9.215 be an ex officio member of all Board committees that he or she is not otherwise a member, except the nominating committee;

9.216 file an annual report with the House of Delegates;

9.217 perform other duties specifically listed elsewhere in these bylaws, and perform other usual duties of an executive officer not specifically prohibited by these bylaws or by the parliamentary authority of the Association. (Reference: 14.00)

9.22 The president-elect shall:

9.221 act in the absence of the president;

9.222 succeed to the presidency when the president's term expires;

9.223 succeed to the presidency if a vacancy occurs in that office;

9.224 serve as a member of the Board of Directors;

9.225 perform other duties as may be assigned by the president.

9.23 The immediate past president shall:

9.231 be available for advice and counsel to the president;

- 9.232 serve as a member of the Board of Directors;
- 9.233 serve as chair and member of the Nominating Committee (Reference: 9.4113);
- 9.234 perform other duties as may be assigned by the president.

9.24 The Speaker of the House of Delegates shall:

- 9.241 preside at meetings of the House of Delegates;
- 9.242 appoint the House of Delegates Reference committees and their chairs and other special committees of the House of Delegates and their chairs as is felt to be necessary by the speaker; (Reference: 6.60)
- 9.243 appoint tellers for the elections; (References: 6.75 and 6.76)
- 9.244 vote as any other member when the vote is by ballot, and in all other cases may only vote if it will affect the result;
- 9.245 serve as a member of the Board of Directors;
- 9.246 succeed to the presidency if any vacancy occurs in the offices of both president and president-elect.

9.30 DUTIES OF OTHER ELECTED POSITIONS

9.31 Delegates and alternate delegates to the American Medical Association.

- 9.311 Delegates shall represent the Utah Medical Association in deliberations of the House of Delegates of the American Medical Association.
- 9.312 Delegates shall serve as members of the Board of Directors;
- 9.313 Alternate delegates shall, if requested, represent the Utah Medical Association in deliberations of the House of Delegates of the AMA and shall, if willing, succeed to the office of delegate if a vacancy occurs.
- 9.314 The senior alternate delegate shall serve as a member of the Board of Directors.

9.32 The Vice Speaker of the House of Delegates shall:

- 9.321 act in the place of the speaker in the speaker's absence or at his request;

9.322 serve as a non-voting alternate member of the Board of Directors, and shall become a voting member if one of the regular members fails to perform the obligations required under section 10.12; and

9.323 succeed to the office of speaker if willing and a vacancy occurs in that office.

9.33 At-large directors shall serve as members of the Board of Directors.

9.40 NOMINATIONS

9.41 The Nominating Committee shall:

9.411 be composed of five active members of the Association, excluding the president, (Reference: 9.216) and be elected to the committee in the following manner:

9.4111 the House of Delegates shall elect three members to the Nominating Committee from a minimum of four candidates, by a process of open nominations from the floor, and election by ballot. (Reference: 6.75)

9.4112 the Board of Directors at a meeting at least four months before the annual meeting shall elect one member to the Nominating Committee, working from the recommendation of the Council of Trustees. (References: 10.611 and 10.75)

9.4113 the UMA immediate past-president shall serve as the chair and a voting member of the Nominating Committee.

9.412 meet at least three months before the annual meeting to nominate candidates for election. (Reference: 9.413). Prior to this meeting, the committee shall make written solicitation to at least the component societies and specialty societies, inviting suggestions for nomination, but shall not be limited by them.

9.413 nominate one or more active members, preferably two or more, to each of the following offices:

9.4131 president-elect,

9.4132 at-large director,

9.4133 delegate to the AMA,

9.4134 alternate delegate to the AMA,

9.4135 president if a vacancy occurred in the office of president-elect since the last House of Delegates, and

9.4136 at-large director and alternate delegate to the AMA if a vacancy occurred in these offices since the last House of Delegates and the term continues beyond the next annual election.

9.414 inform the delegates to the House of Delegates at least 15 days prior to the election, which candidates have been nominated for the various offices.

9.42 At the meeting of the House of Delegates (Reference 12.31), after the Speaker or Vice Speaker places in nomination the names of the member or members nominated by the Nominating Committee for each officer position, the Speaker or Vice Speaker shall invite further nominations from the floor for that position. Nominations from the floor may be made by any Delegate in attendance. Members must be present, or have made other provisions with the Speaker, to be nominated.

9.50 ELECTIONS

9.51 Except as otherwise provided in these Bylaws, officers of the Association shall be elected at annual meetings of the House of Delegates. Each nominee for president-elect shall be allowed an oral presentation to the House of Delegates.

9.52 VOTING

Election of officers shall be by ballot. A majority of the votes cast is necessary to elect. In case no nominee for a particular office receives a majority of the votes on the first ballot, the three nominees receiving the highest number of votes shall be retained and the remaining nominees shall be dropped and a new ballot taken. If none of the three nominees receives a majority of the votes cast on the second ballot, the nominee receiving the lowest number of votes shall be dropped and a new ballot taken.

9.53 The House of Delegates shall elect delegates to the House of Delegates of the American Medical Association in accordance with the Constitution and Bylaws of the American Medical Association.

9.60 TERMS OF OFFICE

9.61 Each officer, director, and delegate shall serve a term of two years except:

9.611 The president-elect, who shall serve one year each as president-elect, president, and immediate past president;

9.612 If an annual meeting is held less than nine months after the previous annual

meeting, the Board of Directors may defer the election of officers until the next annual meeting; and

9.613 The terms of office shall only expire when the election of the respective new officer becomes final.

9.62 Officers shall assume office immediately upon the election becoming final and shall hold that office until such time as their successors are elected. Delegates and alternate delegates to the AMA shall assume office in December following the UMA House of Delegates or as otherwise provided by the Bylaws of the American Medical Association. In the event that the number of delegates and alternate delegates exceeds the number apportioned to the Association by the AMA and no delegate resigns the delegates serving uncompleted terms shall remain in office and the remaining available delegate positions shall be filled by lot from among the most recently elected delegates and the remaining available alternate delegate positions shall be filled by any delegates remaining after all delegate positions have been filled. Any remaining alternate delegate positions shall be filled by lot from among the alternate delegates until all available positions are filled and the remaining alternate delegates shall not assume office or shall forfeit their office.

9.63 Members of the nominating committee shall serve a term of one election cycle. Several terms may run consecutively.

9.70 LIMITATION OF CONSECUTIVE YEARS IN OFFICE

No member may serve more than seven consecutive years in the office of speaker, vice speaker, at-large director, or president-elect, or any combination of these.

9.80 VACANCIES

9.81 Vacancies occurring between meetings of the House of Delegates in the offices of president-elect, alternate delegate to the AMA, at-large director, and vice speaker shall be filled until the next annual election through an appointment by the Board of Directors. The Board of Directors shall also fill vacancies occurring between meetings of the House of Delegates in the offices of delegate to the AMA or speaker, if the alternate delegate or vice speaker declines to fill the respective vacancy. (References: 6.76 and 9.82)

9.82 The nominating committee shall then, when meeting in accordance with 9.31, nominate members to be elected to fill the remaining terms of any positions appointed by the Board of Directors under section 9.81, except that of vice speaker. (References: 6.761).

ARTICLE X

10.00 BOARD OF DIRECTORS

The Board of Directors shall govern the association and shall be the executive body of the Utah Medical Association. Its decisions and actions shall be subject to policy direction established by the House of Delegates (References: 6.00 and 10.79) and in conformance with the adopted Ends (purposes) of the Association. (Reference: 3.00) The Board of Directors will govern with an emphasis on (1) outward vision, (2) encouragement of diversity in viewpoints, (3) strategic leadership and (4) proactive visioning.

10.10 COMPOSITION

10.11 Members of the Board of Directors shall be the president, president-elect, immediate past president, speaker of the House of Delegates, the two delegates to the AMA, the senior alternate delegate to the AMA, and two at-large directors. The vice speaker of the House of Delegates shall be a non-voting alternate member of the Board, who shall become a voting member if one of the regular members fails to meet the requirements of section 10.12. The CEO shall be a non-voting, ex officio member.

10.12 Board members are required to perform the following obligations, and shall lose their right to vote on the Board if they fail to do so:

10.121 attend a minimum of 80 percent of the regularly scheduled Board meetings or be excused for their absence; and

10.122 serve as an ex-officio delegate to the House of Delegates and attend the annual meeting of the House of Delegates, unless excused.

10.20 VOTING

10.21 Each member of the Board of Directors shall have one vote in decision-making of the Board of Directors.

10.22 The president shall vote as any other member when the vote is by ballot. In all other cases the president may vote only if it will affect the result.

10.23 When an important issue needs to be addressed before the next scheduled meeting, the Board may vote by electronic ballot (such as by email) without physically meeting together. At least five votes must be received from voting members in order to take action by electronic ballot.

10.30 STANDARD OF CONDUCT

A Director shall discharge his or her duties as a Director, including his or her duties as a member of a committee in good faith with the care that a person in a like position would reasonably believe appropriate under similar circumstances, and in a manner the Director reasonably believes to be in the best interests of the association. In determining what the

Director reasonably believes to be in the best interests of the association, a Director may consider the interests of the association's employees and members; the economy of the state, the region, and the nation; community and societal considerations; and the long-term and short-term interests of the association.

10.31 In discharging his or her duties, a Director who does not have reliable firsthand knowledge is entitled to rely on information, opinions, reports, or statements, if prepared or presented by:

10.311 one or more officers or employees of the association whom the Director reasonably believes to be reliable and competent with respect to the information, opinions, reports, or statements presented;

10.312 legal counsel, public accountants, or other persons retained by the association, as to matters involving skills or expertise the Director reasonably believes are matters within the particular person's professional or expert competence or as to which the particular person merits confidence; or

10.313 a committee of the Board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

10.32 A Director is not liable for any action taken as a Director, or any failure to take any action, if he or she performed the duties of his or her office in compliance with this Section.

10.40 CONFLICTS OF INTEREST

10.41 A conflict-of-interest transaction is a transaction with the association in which a Director of the association has a material direct or indirect interest. A conflict-of-interest transaction is not voidable by the association solely because of the Director's interest in the transaction if any one of the following is true:

10.411 The material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or committee authorized, approved, or ratified the transaction;

10.412 The material facts of the transaction and the Director's interest were disclosed or known to the majority of the Board of Directors (excluding the Director whose interests are being examined) and they authorized, approved, or ratified the transaction; or

10.413 The transaction was fair to the association.

10.42 For purposes of this Section, and without limiting the interests that may create conflict-of-interest transactions, a Director of the association has an indirect interest

in a transaction if:

10.421 Another entity in which he or she has a material financial interest or in which he or she is a general partner is a party to the transaction; or

10.422 Another entity of which he or she is a director, officer, or trustee or in which he or she holds another position is a party to the transaction and the transaction is or should be considered by the Board of Directors of the association.

10.43 For purposes of this Section, a conflict-of-interest transaction will be approved by the Board of Directors, and therefore authorized, if it receives the affirmative vote of a majority of the Board of Directors having no direct or indirect interest in the transaction, but a transaction may not be approved under this Section by a single Director. If a majority of the Directors who have no direct or indirect interest in the transaction vote to approve the transaction, a quorum is present for taking action under this Section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under this Section if the transaction is otherwise approved under this Section.

10.50 MEETINGS

The Board of Directors shall meet at the call of the president or on petition of three directors.

10.51 The presiding officer shall be the president. (Reference: 9.212)

10.52 A quorum shall be five voting members present at a meeting, whether in person or electronically, called under Section 10.50 for which all voting members have been sent notification of the date, time, place, and purpose of the meeting at least one week in advance.

10.53 The Board shall hold a closed meeting. (References: 12.20 and 12.22)
Nonmembers of the Association may attend by invitation of the president or the Board.

10.54 Order of business (Reference: 12.32)

10.60 COMMITTEES OF THE BOARD OF DIRECTORS

10.61 Council of Trustees

A Council of Trustees shall:

10.611 be established as an advisory committee to assist the Board of Directors in its duties, including annually recommend to the Board, selected by open

nominations from the floor and election by ballot, the member the Board elects to serve on the Nominating Committee (References: 9.4112 and 10.75);

10.612 be composed of the following voting members: the UMA president-elect as representative of the Board of Directors; the junior Alternate Delegate to the AMA House of Delegates, who shall be vice chair of the Council of Trustees, the trustees of the functioning Component Medical Societies; and the chairs of the following committees: Bylaws Committee, Utah Medical Political Action Committee, Legislative Committee, Healthy Lifestyles Committee, Environmental Health Committee, and any other committees created by the Board;

10.613 include representatives of specialty societies recognized by the Board of Directors, who are voting trustees if they are UMA members, or non-voting invited guests if not; and

10.614 include as non-voting invited guests: Senior Vice President for Health Sciences or Dean of the University of Utah School of Medicine, dean of any other accredited allopathic or osteopathic medical school in Utah, chair of the Physicians Licensing Board, chair of the Osteopathic Physicians Licensing Board, the highest ranking physician in the Utah Department of Health, a senior physician from HealthInsight, and representative of the Utah Hospital Association, or their physician designees;

10.615 elect from its voting membership a chair who shall serve for a renewable two-year term;

10.616 meet four times each year at the call of the chair;

10.617 upon a vote of a majority of the voting members present have the authority to direct the Board of Directors to address a specified issue, and then may bring a resolution or report on that issue to the House of Delegates.

10.618 if it chooses to, hold a training meeting for the delegates to the House of Delegates.

10.62 Special committees may be appointed by the Board of Directors.

10.70 DUTIES OF THE BOARD OF DIRECTORS

Subject to limitation of the Articles of Incorporation and these Bylaws, subject to the duties of Directors as prescribed by the Bylaws, and subject to policy adopted by the House of Delegates, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the association shall be managed under the direction of the Board of Directors. Without prejudice to such general powers, but subject to the same limitations,

the Board of Directors shall have the following powers:

- 10.71 to have charge of and manage the property and financial affairs of the Association which shall, among other necessary things, include the following:
 - 10.711 approve procedures for collection of dues and assessments; (Reference: 9.262)
 - 10.712 annually require a report of a review of financial statements by an independent firm of Certified Public Accountants, which shall be made available to the House of Delegates. (Reference: 10.264)
 - 10.713 have power to purchase, take, receive, lease or otherwise acquire, own, hold, improve and deal in and with real or personal property or any interest therein, wherever situated and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of said property; upon the condition that all property or proceeds thereof are used solely in furtherance of the stated purposes of the Association (Reference: 3.00); and in the event of liquidation, shall dispose of all property in the furtherance of the stated purposes of the Association.
- 10.72 to perform duties and administer to the governance of the Association as directed by the House of Delegates (References: 6.00 and 10.00), which shall, among other necessary things, include the following:
 - 10.721 to act on behalf of the members of the Utah Medical Association to see that the association:
 - 10.7211 achieves appropriate results for appropriate persons at an appropriate cost, and
 - 10.7212 avoids unacceptable actions and situations.
 - 10.722 to govern, direct and control the organization and establish written policy and Executive Limitations and Board-CEO Linkage.
 - 10.723 to establish organizational Ends and means to be avoided.
 - 10.724 to enforce upon itself whatever discipline is needed to govern with excellence.
 - 10.725 to implement the policies and the directives for action of the House Delegates;
 - 10.726 to report at each House of Delegates meeting on the implementation of both the policies of the House of Delegates and the directives for action;

- 10.73 to monitor the activities of the Board committees;
- 10.74 to have jurisdiction over disciplinary problems; (Reference: 13.00)
- 10.75 temporarily fill vacancies in the offices of president-elect, alternate delegate to the AMA, at-large director, and vice speaker; and if the alternate delegate or vice speaker declines to fill the respective vacancy, vacancies in the offices of delegate to the AMA and speaker (Reference: 9.71); and to elect one member annually to the Nominating Committee (working from the recommendation of the Council of Trustees). (References: 9.4112 and 10.611)
- 10.76 to serve as the long range planning body of the Association and a policy-making body of the Association, subject to policy adopted by the House of Delegates;
- 10.77 to determine the time and place of all Board meetings and House of Delegates meetings; (References: 6.50, and 12.51)
- 10.78 to appoint, remove, direct, and be solely responsible for the CEO of the Association, prescribe such powers and duties for him or her as may not be inconsistent with law, or with the Articles of Incorporation or these Bylaws, fix his or her compensation, and require from him or her all duties as agreed to between the Board of Directors and the CEO (Reference: 10.80)

10.80 DUTIES OF THE CEO

The CEO (Reference: 10.78) shall:

- 10.81 be the Association's chief executive officer, have general supervision, direction and control of the business and operations of the association, and have the general powers and duties of management usually vested in the office of the CEO of an association, and in so doing:
 - 10.811 may exercise personal judgment in choosing organizational means within Executive Limitations set by the Board; and
 - 10.812 as long as he or she uses any reasonable interpretation of the Board's Ends and Executive Limitations policies, is authorized to establish all further policies and make all management decisions as needed to carry out the purposes of the management of the association;
- 10.82 advise and assist in the actions of the House of Delegates, Board of Directors, Council of Trustees, and all committees, and can be ex officio a member of all committees;
- 10.83 assist officers in the formulation of policy and performance of duty; (Reference:

9.20)

- 10.84 propose an annual budget for each fiscal year to the Budget Committee (Reference: 11.22) and supervise the expenditure of funds;
- 10.85 maintain the roster of all members as well as non-affiliated physicians in the state; (Reference: 5.45)
- 10.86 notify members of their elections or appointments and inform them of those meetings they are expected to attend;
- 10.87 file an annual report with the House of Delegates and other reports with the Board of Directors as requested;
- 10.88 appoint and direct the Association staff; and
- 10.89 serve in other assigned duties and responsibilities as prescribed by the Board of Directors.

10.90 LEGAL COUNSEL

Legal counsel may be secured by the Board of Directors or the CEO on any matters affecting the interests of the Association within their duties.

ARTICLE XI

11.00 COMMITTEES

There shall be two classes of committees:

- 11.01 Standing Committees
- 11.02 Appointive Committees

11.10 APPOINTIVE BOARD COMMITTEES

All appointive committees shall be established to carry out purposes of the Association, including an Ethics Committee, when determined useful by the President for the accomplishment of those purposes. Appointive Committees shall consist of the number of members appropriate to fulfill their mission, unless otherwise prescribed by the Bylaws. Committees, their chairs, and committee members shall be designated and appointed by the President and may be terminated, released, or replaced by the President. The term of a committee or a committee appointment shall be indefinite unless otherwise designated by the President or provided in the committee's organizing documents. Appointments may also be terminated by a member's resignation. Any vacancy occurring on an appointive committee shall be filled by appointment by the President. The President may assign members of the Board of Directors to oversee and report on the activities of appointive

committees. The chair of each appointive committee shall submit a written report of the committee's accomplishments and policy recommendations to each annual meeting of the House of Delegates.

11.20 STANDING COMMITTEES

The Standing Committees shall be:

11.21 Council of Trustees (Reference: 10.61)

11.22 Budget Committee

The Budget Committee shall:

11.221 be composed of the Board of Directors, with the CEO as a non-voting member;

11.222 approve the report of the review of financial statements by an independent firm of Certified Public Accountants and submit it to the House of Delegates; (References: 9.264 and 10.714)

11.223 review the past fiscal year's expenditures and note for the House of Delegates those items that fell outside approved budgetary guidelines;

11.224 approve an annual budget for each fiscal year and submit it as a report to the House of Delegates (Reference: 6.72).

11.23 Nominating Committee (Reference: 9.40)

11.24 Bylaws Committee

The Bylaws Committee shall consist of a chair and members appointed by the President for an indefinite term, subject to release or replacement by the President, and the president-elect as an ex officio member; shall assist the Association in maintaining current Bylaws; shall annually recommend to the House of Delegates whether to reaffirm, amend, delete, or rescind those resolutions of the Association which are still in effect; and shall evaluate and prepare proposed amendments to the Bylaws and make recommendations on them. (References: 19.11 and 19.12)

11.25 Credentials Committee shall:

11.251 be appointed annually by the Speaker of the House of Delegates from the members of the House;

11.252 be responsible for all matters relating to the registration and certification of delegates as the meetings of the House of Delegates;

11.253 report at meetings of the House of Delegates the number of delegates that are in attendance and whether they have been properly registered and credentialed. (Reference: 12.31)

ARTICLE XII

12.00 MEETINGS

The House of Delegates, the Board of Directors, and committees shall hold meetings in accordance with these bylaws.

12.10 NOTICE OF MEETINGS

Notices, which may be sent by electronic means, shall:

- 12.11 be given for all meetings a reasonable time in advance to allow a substantial percentage of the affected members to attend;
- 12.12 clearly state the date, time and place of the meetings;
- 12.13 be sent by the member responsible for the notice of the meeting or by the designate;
- 12.14 always state the special business to be considered at a special meeting and any special business to be considered at a regular meeting;
- 12.15 not be required for adjourned meetings.

12.20 TYPES OF MEETINGS

Types of meetings include open, closed, and executive. Notwithstanding any other provision of these Bylaws, the type of meeting may be changed to any other by a majority vote of the members present and entitled to vote at the assembled meeting.

- 12.21 An OPEN meeting is one to which any person may be admitted.
- 12.22 A CLOSED meeting is one to which only members and staff of the Association and invited persons may be admitted.
- 12.23 An EXECUTIVE meeting is one to which only members of the body in session, and any necessary staff, may be admitted.

12.30 ORDERS OF BUSINESS

Orders of business shall provide a systematic plan for conducting regular meetings and orders of business ordinarily shall be followed. The order of business,

however, for any particular regular meeting may be changed by majority vote of the assembly.

- 12.31 The order of business for regular meetings of the House of Delegates shall be the following:

FIRST SESSION

1. Call to order.
2. Report of the Credentials Committee.
3. Verification of quorum
4. Approval of minutes
5. Nominations and candidate speeches, with collection of ballots at time designated by speaker (References: 6.75, 6.76, 9.3111, 9.283 and 9.40)
6. Reports
 - President – to be presented orally
 - Budget Committee – to be presented orally (References: 11.222, 11.223, and 11.224)
 - Others (may be presented in writing or orally)
7. Unfinished business
8. New business
9. Special orders
10. Request for consideration of late resolutions
11. Adjourn to Reference committees

SECOND SESSION

1. Call to order
2. Business of the House, to include such items as presentation of the names of those deceased, and announcement of all election results. (References: 6.75, 6.76, and 9.43)
3. Presentation and consideration of Reference committee reports
4. Remarks by the incoming president
5. Remarks by the new president-elect
6. Announcements
7. Adjournment

- 12.32 The order of business for regular meetings of the Board of Directors and committees shall be the following:

1. Verification of quorum
2. Call to order
3. Business of the Board
4. Adjournment

12.40 THE RIGHT TO VOTE

The right to vote is limited to the active members of the Board, House, or committee present and in good standing at the time a quorum is present. Absentee voting is not permitted unless expressly stated elsewhere in these Bylaws.

12.50 MEETINGS OF THE OFFICIAL ASSEMBLIES

12.51 HOUSE OF DELEGATES MEETINGS

The House of Delegates shall hold an annual meeting at a time and place set by the Board of Directors. Interim and special meetings may also be called by the president and the Board of Directors. (Reference: 6.50)

12.511 Quorum

A quorum shall be 35 percent of the allotted and named delegates. (Reference: 6.52)

12.512 Type of meeting

The House of Delegates shall hold a closed meeting (Reference: 6.54). Reference committee meetings (Reference: 6.61).

12.513 Order of business (References: 12.31 and 12.33)

12.52 BOARD OF DIRECTORS MEETINGS (Reference: 10.50)

The Board of Directors shall hold meetings at the call of the president or upon petition by three Directors. (Reference: 10.50)

12.521 Quorum

A quorum shall be a majority of the voting members. (Reference: 10.52)

12.522 Type of meeting

The Board shall hold a closed meeting. (Reference: 10.53)

12.523 Order of business (Reference: 12.32)

12.53 COMMITTEE MEETINGS

Committees shall hold meetings at the call of their chair.

12.531 Quorum

A quorum shall be the active members present at a duly called meeting.

12.532 Type of meetings

Committees shall hold closed meetings. Nonmembers may attend by invitation from the chair.

ARTICLE XIII

13.00 DISCIPLINARY PROCEDURES

13.01 The Board of Directors shall have exclusive jurisdiction over allegations of malfeasance, misfeasance, or nonfeasance of any officer or delegate. The Board of Directors may remove any officer or delegate from such office upon finding malfeasance, misfeasance or nonfeasance after the notice and hearing procedures specified in this article have been afforded to the officer or delegate, but membership privileges shall not otherwise be adversely affected. The Board of Directors shall also have concurrent jurisdiction over allegations of misconduct of any Association member.

13.02 The Board of Directors may assist both members and component societies, when requested, where allegations indicate that grounds may exist for disciplinary action.

13.03 The Board of Directors shall have exclusive jurisdiction to consider appeals from disciplinary proceedings of component societies. (Reference: 13.81)

13.10 GROUND FOR DISCIPLINARY ACTION

Disciplinary action which adversely affects membership rights in the Association or any component society shall only be taken if the action is taken in the furtherance of quality health care, after reasonable effort has been made to obtain the facts, after adequate notice and hearing procedures are afforded to the member, and in the reasonable belief that the facts warranted the action which was taken. Final orders on licensure actions duly taken by the Utah Division of Occupational and Professional Licensing (DOPL) shall be considered to have adequately established the facts and afforded the notice and hearing procedures necessary for the Association to take membership action provided in Section 13.75, under the procedures of that Section. Specific grounds for disciplinary action include the following:

13.11 conviction in a court of competent jurisdiction of a crime which involves moral turpitude or conviction in such a court of violation of a state or federal narcotics law or of violation of the state Medical Practice Act;

- 13.12 revocation, restriction, suspension, probation with conditions or restrictions, or surrender, while under a disciplinary investigation, of a physician's license to practice medicine and surgery or to prescribe controlled substances by DOPL; (Reference: 13.75)
- 13.13 immoral or dishonest conduct or conduct which is unbecoming to a member of the medical profession;
- 13.14 adherence to principles and methods not in accordance with the principles and methods of the science of medicine;
- 13.15 the use by a member of untruthful or improbable statements or flamboyant to extravagant claims concerning the member's professional excellence or abilities;
- 13.16 incompetence or repeated malpractice;
- 13.17 conduct amounting to a breach of professional ethics;
- 13.18 failure to comply with the Principles of Medical Ethics of the American Medical Association. (Reference: 4.62)

13.20 RECEIPT OF WRITTEN ALLEGATIONS

Only written and signed complaints of misconduct regarding a member or licensure actions by DOPL shall be considered.

- 13.21 Written and signed complaints will be immediately forwarded to the CEO, who shall make an initial determination whether further inquiry into the allegations is warranted, based on the grounds for disciplinary action set forth in section 13.10. These proceedings shall be conducted pursuant to Sections 13.30, 13.40, 13.50, 13.60, 13.70, 13.80, 13.90, and 13.95.
- 13.22 Membership actions based on DOPL licensure action shall be conducted pursuant to Sections 13.75, 13.80, 13.90, and 13.95.

13.30 INITIATION OF THE INQUIRY PROCESS

If the CEO determines that an inquiry into allegations relating to conduct of an officer or a delegate or relating to alleged misconduct of a member specified in 13.11 through 13.17 is warranted, the CEO shall so notify the Board of Directors. A summary of the allegations shall then be forwarded to the accused member along with notification of the inquiry. If the CEO believes it will assist in the evaluation of the complaint, the CEO may request written information from the member in conjunction with sending the summary and notification, in which case the notice of proposed action in Section 13.40 shall not be issued until the CEO has finished gathering written information and the Board of Directors has proposed to take a disciplinary review action.

13.40 NOTICE OF PROPOSED ACTION

If the Board of Directors proposes to take a disciplinary review action, the member shall be given a notice stating that a disciplinary review action has been proposed to be taken and an explanation of the reasons for the proposed review. The member shall be advised that a hearing may be requested and the member shall be given at least 30 days to decide whether or not to request a hearing. The member shall also be given a summary of the rights afforded at the hearing. If a hearing is requested, the Board of Directors shall set the date, time and place for the hearing and give the member notice at least 30 days prior to the hearing of its date, time and place. A list of witnesses expected to testify in support of allegations of misconduct shall be given to the member prior to the hearing.

13.50 DISCIPLINARY HEARINGS

- 13.51 The Board of Directors shall conduct hearings to make a thorough inquiry into the allegations unless it chooses to convene the Ethics Committee to conduct the hearings. Any member of the Board or Committee who is in direct economic competition with the accused member shall not participate in the hearing or review process. The Board of Directors may select additional members to serve ad hoc with the Board or Committee, to replace those members who are disqualified because of direct economic competition with the accused member.
- 13.52 At the hearing, the member has a right to be represented by an attorney or someone else of the member's choice and to request that the Association make a recording of the proceedings. The member may obtain a copy of the recording or a transcription of the proceedings by payment of a reasonable charge. The Board or Committee may call witnesses and the accused member has the right to call witnesses. Witnesses may be cross-examined by the other side. The member may also submit a written statement and other relevant evidence in other forms which need not necessarily be admissible in a court of law.
- 13.53 At the completion of a hearing conducted by the Board, the Board shall proceed pursuant to section 13.70. At the completion of a hearing conducted by the Ethics

Committee, the Committee shall prepare a written recommendation which includes a statement of the basis for the recommendation and shall provide a copy of the report to the accused member and to the Board of Directors.

13.60 BOARD OF DIRECTORS' INQUIRY

If the Board of Directors has convened the Ethics Committee to hear the matter, the Board, upon receipt of the Ethics Committee's report, shall:

- 13.61 take the report under advisement; or
- 13.62 conduct whatever further hearings are believed necessary provided that the same notice and hearing requirements required under Sections 13.40, 13.51, and 13.52 are afforded by the Board of Directors to the accused member.

13.70 BOARD OF DIRECTORS' DECISION

The Board of Directors shall prepare a written report which shall state the basis for its decision and which shall enumerate the specific grounds for disciplinary action found to exist.

- 13.71 The Board of Directors may elect to take the following action on the basis of the disciplinary review:
 - 13.711 dismissal of the charges;
 - 13.712 censure, with or without probation;
 - 13.713 suspension of membership in the Association for a period not to exceed three years unless suspension is pursuant to DOPL action under Section 13.753, in which case the suspension shall follow the duration of DOPL's action unless otherwise decided by the Board;
 - 13.714 expulsion from the Association.
- 13.72 A copy of the report shall be forwarded to the accused member within 10 days following its completion. Appeal from and implementation of this decision and report are conducted pursuant to Sections 13.82 and 13.90.

13.75 DOPL-BASED ACTION

- 13.751 Final orders entered by DOPL that find any specific grounds for disciplinary action, as set forth in Section 13.10 herein, shall be considered a basis on which the Association may take disciplinary action.

- 13.752 If DOPL revokes the license of a member to practice medicine and surgery or to prescribe controlled substances, without a stay of enforcement on the revocation, or the member surrenders the license while under a disciplinary investigation, the member's membership in the Association shall be terminated.
- 13.753 If DOPL places a member's license on probation with conditions or restrictions or restricts or suspends a license, that member's membership in the Association shall be put on probation or suspended - mirroring the DOPL action - for the period of DOPL's suspension or probation. Upon DOPL's termination of the suspension or probation and reinstatement of the license with full privileges, the Association shall terminate the probation or suspension of Association membership. Action by the Board of Directors under Sections 13.754 or 13.757 shall supersede the automatic suspension or probation and termination under this section.
- 13.754 The Board of Directors on its own motion may conduct any further proceedings or hearings under this Article, by itself or by referral to the Ethics Committee, it deems appropriate regarding a member whose membership is suspended or put on probation under Section 13.753.
- 13.755 The Association shall inform the member of any action it takes pursuant to Section 13.752 or 13.753, and of any appeal rights.
- 13.756 The member may appeal an action taken under Section 13.753 within 30 days of receiving the notice in Section 13.755 by sending a written notice of appeal to the Board of Directors. The member shall include a written explanation of the member's basis and reasoning for appeal, and shall either request a hearing or submit the appeal for decision based on the written submission.
- 13.757 If the Board does not receive a timely notice of appeal, the action shall become final. If a timely appeal is received, the appeal may be heard by the Board of Directors or may be referred to the Ethics Committee by the Board. If the member requests a hearing, the the Committee or Board shall follow the notice and hearing requirements under Sections 13.40, 13.51, and 13.52. If the matter is referred to the Committee, the Committee's recommendation shall be sent to the accused member and the Board, which shall review the Committee's recommendation under Sections 13.60 and 13.70. Upon determination of its decision, acting with or without referral to the Committee, the Board shall proceed under Section 13.70, except that the decision of the Board of Directors at the conclusion of this process shall be final and there shall be no further appeal.

13.80 APPEALS

13.81 APPEAL FROM THE DECISION OF A COMPONENT SOCIETY

An accused member may appeal within 30 days a decision of a component society to the Board of Directors or the component society's decision shall become final

(Reference: 13.03). The appeal may be heard by the Board of Directors without referral to the Ethics Committee. The notice and hearing requirements set forth in Sections 13.40, 13.51, and 13.52 shall apply to proceedings on appeal from the component society.

13.82 APPEAL FROM THE DECISION OF THE BOARD OF DIRECTORS

An accused member may request within 30 days a rehearing with the Board of Directors based either on the presentation of new evidence or a change in any legal interpretation; otherwise the decision of the Board of Directors shall be final and there shall be no appeal.

13.90 IMPLEMENTATION OF THE DECISION OF THE BOARD OF DIRECTORS

If no request is received for an appeal from the decision of the Board of Directors by 30 days, the Board shall then act to implement its decision.

13.95 DISCLOSURE OF INFORMATION

All information, interviews, statements, documents and results of disciplinary procedures are confidential and shall not be disclosed except as approved by the Board of Directors or as required by law.

ARTICLE XIV

14.00 **POLICY COMPLIANCE**

Officers, Trustees, committee members, employees, and agents of the Association shall comply with all relevant laws and the policies of the Association that are in effect.

14.10 DISCLOSURE OF CONFLICTS OF INTEREST

14.11 Officers, Trustees, committee members, employees, and agents of the Association shall act in their positions in the best interest of the Association. Persons of authority in the Association who have outside interests that may conflict with those of the Association are obligated to be aware of those potential conflicts, to disclose actual conflicts to the Association, and to prevent their conflicting outside interests from influencing the actions or decisions of the Association.

14.12 When speaking on an Association matter in which a delegate to the House of Delegates has actual knowledge that he or she has a conflict of interest, the delegate shall orally declare to the House of Delegates before which the matter is pending what that conflict of interest is. This declaration of conflict of interest shall be noted in the minutes of the House of Delegates meeting.

14.20 OTHER POLICIES

The Board of Directors may adopt additional policies for the Association to further the mission of the Association and comply with relevant law.

ARTICLE XV

15.00 **PARLIAMENTARY AUTHORITY**

The Speaker shall recommend and the Board of Directors shall approve the edition of parliamentary rules and usages that shall govern this organization in all parliamentary situations that are not provided for in the law or in the Bylaws or in any adopted rules.

ARTICLE XVI

16.00 **PUBLICATIONS**

16.10 The House of Delegates shall specify the nature of Association publications and shall approve the budget for all publications as part of the Association's annual budget. (Reference: 6.72)

16.20 The Board of Directors shall superintend the issuance of all publications of the Association; and may appoint editors and assistants as it deems necessary.

ARTICLE XVII

17.00 **BONDING, INSURANCE**

Employees and officers of the Association shall be bonded or insured by directors & officers insurance in such amounts as the Board of Directors deems necessary.

ARTICLE XVIII

18.00 **INDEMNIFICATION**

18.10 INDEMNIFYING OFFICERS AND DIRECTORS AGAINST THIRD-PARTY LAWSUITS. The association will indemnify a person who was or is a party or is threatened to be made a party to any threatened, pending, or completed legal action—civil, criminal, administrative, or investigative—because he or she is or was a Director or officer of the association, or is or was serving at the request of the association as a director, officer, employee, or agent of another association, partnership, joint venture, trust or other enterprise. This indemnity is against expenses—including attorney fees, judgments, fines, and settlement amounts—actually paid and reasonably incurred by him or her in connection with the legal action if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the association, and, with respect to any

criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. This indemnity does not extend to an action by or in the right of the association.

The termination of any legal action by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent will not of itself create a presumption that the person did not act in good faith and in a manner that he or she reasonably believed to be in or not opposed to the best interests of the association, or, with respect to any criminal action, that he or she had reasonable cause to believe that the conduct was unlawful.

18.20 INDEMNIFYING OFFICERS AND DIRECTORS AGAINST DERIVATIVE

LAWSUITS. The association will indemnify a person who was, is, or is threatened to be made a party to any threatened, pending, or completed legal action by or in the right of the association to procure a judgment in its favor because he or she is or was a Director or officer of the association, or is or was serving at the request of the association as a director, officer, employee, or agent of another association, partnership, joint venture, trust, or other enterprise. The indemnity is against expenses—including attorney fees and settlement amounts—actually paid and reasonably incurred by him or her in connection with the defense or settlement of the legal action if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the association. But no indemnification will be made in respect of any claim, issue, or matter as to which the person was adjudged to be liable for negligence or misconduct in the performance of his or her duty to the association unless and only to the extent that the court in which the legal action was brought determines upon application that, despite the adjudication of liability and in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court determines proper.

18.30 DISCRETIONARY INDEMNIFICATION OF EMPLOYEES.

The Board of Directors may extend, on a case-by-case basis, the indemnification provided above to any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed legal action because he or she is or was an employee or agent of the association other than a Director or officer of the association.

18.40 DETERMINING INDEMNITEE'S COMPLIANCE WITH STANDARD OF

CONDUCT. Any indemnification under this Article, unless ordered by a court, will be made by the association only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in these Bylaws. The determination will be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action, suit, or proceeding. If a quorum is not obtainable, or even if obtainable,

if a quorum of disinterested Directors so directs, the determination will be made by independent legal counsel in a written opinion, or by the Shareholder.

- 18.50 ADVANCE PAYMENT OF EXPENSES. The association may pay expenses incurred in defending a civil or criminal action against a Director, officer, employee, or agent in advance of the action's final disposition as authorized by the Board of Directors. In each specific case, the association must have received an undertaking by or on behalf of the Director, officer, employee, or agent to repay the amount unless it is ultimately determined that he or she is entitled to be indemnified by the association as authorized in this Article.
- 18.60 SURVIVAL OF INDEMNIFICATION. The indemnification provided by this Article will continue as to a person who has ceased to be a Director, officer, employee, or agent and will inure to the benefit of the person's heirs, executors, and administrators. This indemnification is not exclusive of any other rights to which those seeking indemnification may be otherwise legally entitled.
- 18.70 INSURANCE ON INDEMNITEES. In order to satisfy its obligations under these Bylaws, the association may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the association and who is indemnified against liabilities under this Article.

ARTICLE XIX

19.00 AMENDMENTS

19.10 PROPOSAL AND DRAFTING

- 19.11 Amendments may be proposed to the Bylaws Committee by any officer, Utah Medical Association delegate, voting member of the Board of Directors, or any component society or committee.
- 19.12 The Bylaws Committee shall evaluate and draft the proposed amendments and make a recommendation on each amendment for presentation to the next House of Delegates meeting.
- 19.13 Proposals must be received at least 30 days prior to the ensuing House of Delegates meeting to assure that they will be ready for consideration at this meeting, provided however that the Board of Directors may waive this requirement for a proposal i) that is received after that date but in time to be prepared, reviewed, and sent to delegates as required in 18.20, and ii) that the Board decides is a proposal that merits consideration by the House of Delegates at its ensuing meeting.

19.20 PRIOR NOTICE REQUIREMENT

Copies of proposed amendments and the Bylaws Committee's recommendations shall be sent to all voting members of the House of Delegates at least 10 calendar days prior to the House of Delegates meeting at which the proposed amendments are to be considered.

19.30 VOTE REQUIREMENT FOR ADOPTION

Proposed amendments shall be adopted at any properly called meeting of the House of Delegates by a two-thirds vote of the delegates present and voting at the time a quorum is present.

19.40 EFFECTIVE DATE

Amendments shall become effective immediately upon adoption.

19.50 COMPLIANCE WITH THE BYLAWS

Suspension of these Bylaws is prohibited. A good-faith, substantial effort to comply with these Bylaws shall be considered full compliance.