

# VMS ANNUAL MEMBERSHIP MEETING

NOVEMBER 6, 2021

9:00 am - 12:00 pm

## AGENDA

1. **CALL TO ORDER - CALL TO ORDER BY ROBERT TORTOLANI, M.D., MODERATOR**
2. **INTRODUCTION OF DISTINGUISHED GUESTS**
3. **MEMORIAL FOR DEPARTED MEMBERS**
4. **ELECTION OF LIFE MEMBERS**
  - a. DOUGLAS CAMPBELL, M.D., South Burlington, VT
  - b. DAVID CODDAIRE, M.D., Morrisville, VT
  - c. BARRY HEATH, M.D., Burlington, VT
  - d. JAMES HEBERT, M.D., Burlington, VT
  - e. RUTH HEIMANN, M.D., Burlington, VT
  - f. J. GREGORY KING, M.D., Bennington, VT
  - g. ROBERT PENNEY, M.D., Middlesex, VT
  - h. STANLEY SHAPIRO, M.D., Rutland, VT
  - i. DANIEL WALSH, M.D., Norwich, VT
  - j. LINDA ZAMVIL, M.D., Morrisville, VT
5. **ELECTION OF 50-YEAR CLUB MEMBERS**
  - a. LAURENCE CROMWELL, M.D., Windsor, NH
  - b. RICHARD KATZMAN, M.D., Waterbury, VT
  - c. ROGER KELLOGG, M.D., Montpelier, VT
  - d. JOSEPH MCSHERRY, M.D., Richmond, VT
  - e. JEFFREY RUBMAN, M.D., Burlington, VT
6. **ANNOUNCEMENT OF ANNUAL AWARDS RECIPIENTS**
  - a. DISTINGUISHED SERVICE – TREY DOBSON, M.D.
  - b. PHYSICIAN OF THE YEAR – SAEED AHMED, M.D.
  - c. PHYSICIAN AWARD FOR COMMUNITY SERVICE – KRISTEN PIERCE, M.D.
  - d. CITIZEN OF THE YEAR – CHRISTINE FINLEY, RN
  - e. FOUNDERS AWARD – AAPVT CHAPTER
7. **REPORTS**
  - a. ADOPTION OF 2019 ANNUAL MEETING MINUTES
  - b. TREASURER'S REPORT
8. **ELECTION OF OFFICERS**
  - a. PRESIDENT: SIMHA RAVVEN, M.D.
  - b. PRESIDENT-ELECT: RYAN SEXTON, M.D.
  - c. VICE PRESIDENT: REBECCA BELL, M.D.
  - d. PARLIAMENTARIAN: JOHN LEPPMAN, M.D.
  - e. GEOGRAPHIC COUNCILORS:
    1. Wendy Davis, MD (Chittenden) (2<sup>nd</sup> 2-year term)
    2. Trey Dobson, MD (Bennington) (2<sup>nd</sup> 2-year term)
    3. Donald Dupuis, MD (Lamoille) (first term)
    4. John Leppman, MD (Windsor) (2<sup>nd</sup> 2-year term)
  - f. COUNCILORS AT LARGE
    1. Anne Morris, M.D. (2<sup>nd</sup> 2-year term)

**9. PRESENTATION OF RESOLUTIONS**

**a. COVERAGE FOR AUDIO-ONLY HEALTH CARE SERVICES**

1. VMS EXECUTIVE COMMITTEE
2. COUNCIL RECOMMENDATION: SUPPORT

**b. CALL TO PRIORITIZE PRIMARY CARE**

1. SUBMITTED BY VMS EXECUTIVE COMMITTEE
2. COUNCIL RECOMMENDATION: SUPPORT

**c. SUPPORT FOR INCREASED ACCESS TO HOME HEALTH AND HOSPICE SERVICES**

1. VMS EXECUTIVE COMMITTEE
2. COUNCIL RECOMMENDATION: SUPPORT

**d. ADDRESSING PEDIATRIC MENTAL HEALTH NEEDS IN VERMONT**

1. SUBMITTED BY VMS EXECUTIVE COMMITTEE
2. COUNCIL RECOMMENDATION: SUPPORT

**10. NEW BUSINESS**

**a. SET 2021 DUES AND DISCOUNTS**

Active Members: \$525.00\*  
Associate Members: \$100.00\*  
Affiliate Members: \$200.00\*  
Physician Assistant Members: \$262.50\*  
Resident, Student and Life Members: \$0.00

\* These categories will be assessed a \$10.00 student/resident & regional outreach activity fee.

Discounts:

- i. New Members: 50% 1st year; 25% 2nd year
- ii. Active Members: \$30.00 discount for Dues received by December 31, 2020
- iii. Physician Spouse (for second membership) 25%

**b. AMENDING THE BYLAWS**

- i. Review November 2021 Draft

**11. UNFINISHED BUSINESS**

**12. ANNOUNCEMENTS**

**13. ADJOURNMENT**

**VERMONT MEDICAL SOCIETY (VMS)  
ANNUAL MEMBERSHIP MEETING  
NOVEMBER 7, 2020**

**Virtual Zoom Meeting**

**MINUTES**

**1. ELECTION OF MODERATOR**

Dr. Cathy Schneider motioned to elect Dr. Robert Tortolani as the VMS Moderator. The motion was seconded and voters unanimously elected Dr. Tortolani for another 2-year term.

**2. CALL TO ORDER**

Robert E. Tortolani, M.D., Moderator, called the meeting to order at 8:40 A.M.

**3. INTRODUCTION OF DISTINGUISHED GUESTS**

- a. **SUSAN BAILEY, M.D.**, President of the American Medical Association
- b. **JOAQUIN FALCON.**, American Medical Association

**4. MEMORIAL FOR DEPARTED MEMBERS**

Dr. Tortolani read the names of departed members:

- a. **DONALD BICKNELL, M.D.**,  
Ferrisburgh, VT
- b. **STANLEY BURNS, M.D.**,  
Shelburne, VT
- c. **THOMAS MALETTA, M.D.**,  
Rutland, VT
- d. **H. GORDON PAGE, M.D.**,  
Williston, VT
- e. **HENRY PAYSON, M.D.**,  
Thetford Center, VT
- f. **DIRK ROMEYN, M.D.**,  
Montpelier VT
- g. **WILLIAM STOUCH, M.D.**  
Beverly, MA

Dr. Tortolani asked for a moment of silence.

**5. ELECTION OF LIFE MEMBERS**

Dr. Tortolani announced those members now eligible for life membership in accordance with the bylaws of the Society:

- a. **JOHN ANTON, M.D.**, Southampton, NY
- b. **RICHARD GAGNON, M.D.**, St. Johnsbury, VT
- c. **JANICE GALLANT, M.D.**, Burlington, VT
- d. **ANN GUILLOT, M.D.**, Burlington, VT
- e. **JOSEPH HAGAN, M.D.**, Burlington, VT
- f. **JANET HINZMAN, M.D.**, Berlin, VT
- g. **MARTIN KRAG, M.D.**, So. Burlington, VT
- h. **THOMAS KRISTIANSSEN, M.D.**, So. Burlington, VT
- i. **JOHN LONG, M.D.**, Jericho, VT
- j. **DANA MCGINN, M.D.**, Brattleboro, VT
- k. **WILLIAM MINSINGER, M.D.**, Randolph, VT
- l. **WILLIAM PENDLEBURY, M.D.**, Colchester, VT
- m. **STANLEY SHAPIRO, M.D.**, Rutland, VT
- n. **RICHARD WASSERMAN, M.D.**, Burlington, VT
- o. **SCOTT YEAGER, M.D.**, Burlington, VT

Hearing no discussion, upon motion duly made and seconded, members voted unanimously to elect these individuals to life membership.

**6. ELECTION OF 50-YEAR CLUB MEMBERS**

Dr. Tortolani announced those members now eligible for the 50-Year Club in accordance with the bylaws of the Society:

- a. **PAUL BERTOCCI, M.D.,**  
Cambridge, VT
- b. **PAUL COTTON, M.D.,**  
Burlington, VT
- c. **GERALD DAVIS, M.D.,**  
Burlington, VT
- d. **THEODORE FINK, M.D.,**  
Shelburne, VT
- e. **PAUL LAFFAL, M.D.,**  
Montpelier, VT
- f. **GEORGE LINTON, M.D.,**  
Coventry, VT
- g. **JAMES MALCOLM, M.D.,**  
Middlebury, VT
- h. **JOEL MUMFORD, M.D.,**  
Springfield, VT
- i. **ANDRES ROOMET, MD.,**  
Burlington, VT
- j. **THEODORE SHATTUCK, M.D.,**  
Rutland, VT
- k. **DAVID SMAIL, M.D.,** Grand  
Isle, VT
- l. **RICHARD SOLOMON, M.D.,**  
Burlington, VT
- m. **RUP TANDAN, M.D.,**  
Burlington, VT

Hearing no discussion, upon motion duly made and seconded, members voted unanimously to elect these individuals to the 50-Year Club.

**7. ANNOUNCEMENT OF ANNUAL AWARDS RECIPIENTS**

Dr. Schneider announced the recipients of the 2020 Society awards. The recipients will receive their awards at the award ceremony.

- a. **DISTINGUISHED SERVICE – MARK, LEVINE, M.D.**
- b. **PHYSICIAN OF THE YEAR – JESSIE LEYSE, M.D.**
- c. **PHYSICIAN AWARD FOR COMMUNITY SERVICE –**  
**JEAN ANDERSSON-SWAYZE, M.D.**
- d. **CITIZEN OF THE YEAR – SENATOR VIRGINIA ‘GINNY LYONS’**
- e. **FOUNDERS AWARD – ANTHONY FAUCI, M.D.**

**6. REPORTS**

**a. Minutes**

It was moved, seconded, and passed by voice vote to accept the minutes from the 2019 Vermont Medical Society Annual Meeting as written.

**b. Audit and Financial Statements**

It was moved, seconded, and passed by voice vote to approve the 2019 Vermont Medical Society Audit and Financial Statements.

**c. Treasurer’s Report –Howard Schapiro, M.D.**

Dr. Schapiro stated is an honor to work with amazing staff despite the challenges of the past year. The VMS achieved and exceeded the budgeted dues revenue. There were only minor increases in expenses and hope to have a decent surplus to carry into 2021.

**7. ELECTION OF OFFICERS**

Dr. Schneider presented the report of the Nominating Committee, recommending the following slate of officers:

- a. PRESIDENT-ELECT: PATRICIA FISHER, M.D.
- b. VICE PRESIDENT: RYAN SEXTON, M.D.
- c. TREASURER: HOWARD SCHAPIRO, M.D.
- d. COUNTY COUNCILORS:
  - i. GEORGE FJELD, M.D. – RUTLAND
  - ii. DAVID CODDAIRE, M.D. - LAMOILLE
- e. AMA DELEGATE: NORMAN WARD M.D.
  - 1. BARBARA FRANKOWSKI, M.D. (*1-YEAR SEAT THROUGH NOVEMBER 2021*)
  - 2. CATHERINE SCHNEIDER, M.D. (*TO BEGIN TERM NOVEMBER 2021*)

Note: Simha Ravven, M.D. was elected as President-Elect in 2019 and will assume her role as President at the close of this meeting.

Hearing no further discussion, upon motion duly made and seconded, the slate of officers as above was approved unanimously.

**8. UNFINISHED BUSINESS**

No unfinished business was heard.

**9. NEW BUSINESS**

- a. The only item of new business was presented: setting the dues for 2021. Dr. Howard Schapiro, VMS Treasurer, made a motion to set the 2021 Dues and Discounts as follows:
  - Active Members: \$525.00\*
  - Associate Members: \$100.00\*
  - Affiliate Members: \$200.00\*
  - Physician Assistant Members: \$262.50\*
  - Resident, Student and Life Members: \$0.00

\* These categories will be assessed a \$10.00 student/resident & regional outreach activity fee.

Discounts:

- i. New Members: 50% 1st year; 25% 2nd year
- ii. Active Members: \$30.00 discount for Dues received by December 31, 2020
- iii. Physician Spouse (for second membership) 25%

Dr. Schapiro noted that VMS dues have not changed for well over 20 years, and with the change in the county dues to an assessment for student/resident & regional outreach, many have seen an overall dues reduction. Hearing no further discussion, upon motion duly made and seconded, the dues and discounts as above were adopted unanimously.

**10. PRESENTATION AND ADOPTION OF RESOLUTIONS**

Dr. Schneider asked Jessa Barnard to review the remote voting procedures previously emailed to members. Dr. Schneider asked that everyone take a moment to review all the resolutions and member comments at one time so you are familiar with all of them, and then we will take each up for discussion and debate individually.

The VMS Executive Committee reviewed the comments and took them seriously. After considering the comments received. The VMS Executive Committee has proposed amendments to both resolutions submitted. Dr. Schneider noted that these amendments do not reflect the personal views of the Executive Committee, but are an attempt to put forth language that responds directly to comments received. Both the original resolutions and proposed amendments are open for motions and discussions.

As a reminder we follow Robert's Rules of Order for this part of the meeting and summaries of the Rules are available in the packet that was previously email to you. Dr. Schneider announced that the passage of the resolutions requires a majority vote of those present and went through the process for resolution introduction and debate.

**I. RESOLUTION IN SUPPORT OF A SINGLE-PAYER, NATIONAL HEALTH PROGRAM**

Submitted by Jane Katz Field, M.D.; Council recommended support  
Dr. Schneider read the resolved clauses, introduced as follows:

**BE IT RESOLVED** that the Vermont Medical Society express its support for universal access to comprehensive, affordable, high-quality health care through a single-payer national health program; and be it further

**RESOLVED** that the Vermont Medical Society will support a national health program provided it meets these core criteria and principles:

- a) Promotes universal, equitable coverage for all US residents (regardless of immigration status);
- b) Provides comprehensive and high quality coverage for all medically necessary or appropriate services, including inpatient and outpatient hospital care, primary and preventive care, long-term care, mental health and substance use disorder treatment, dental, vision, audiology, prescription drug and medical devices, comprehensive reproductive care (including maternity and newborn care, and abortion),
- c) Prioritizes affordability for all, including: no cost sharing ( no premiums, copays or deductibles), a ban on investor-owned health care facilities<sup>1</sup>, and prescription drug prices to be negotiated directly with manufacturers;
- d) Reimburses physicians and health care practitioners in amounts that are sufficient, fair, predictable, transparent and sustainable, while incentivizing primary care;
- e) Allows for collective participation by physicians and other practitioners in negotiating rates and program policies;
- f) Promotes global operating budgets for hospitals, nursing homes and other providers. Continues to move away from fee-for-service reimbursement models to more flexible payment models that incentivize better outcomes and more coordinated care;
- g) Allocates capital funds for hospitals separately from operating budgets;
- h) Eliminates the role of private health insurance companies, thereby greatly reducing administrative costs and burdens on clinicians;
- i) Allocates funding for graduate medical education that assures adequate supply of generalists and specialists
- j) Reforms medical school costs to reduce the amount of debt recent graduates face;
- k) Protects the rights of healthcare and insurance workers with guaranteed retraining and job placement;
- l) Provides high quality software (EMRs) developed in public sector and provided free to all practitioners;

- m) Creates a legal environment that fosters high quality patient care and relieves clinicians from practicing defensive medicine; and
- n) Is funded through a publicly financed system, based on combining administrative savings and the current sources of public funding, with modest new taxes based on individual's ability to pay

<https://www.ncbi.nlm.nih.gov/books/NBK216759/>

Lengthy discussion and debate ensued. Upon motion duly made and seconded, the resolution passed.

**II. Resolution Reaffirming VMS principles of health reform & statement of need for universal coverage**

Submitted Glen Neale, M.D.; Council recommended support

**RESOLVED** that the Vermont Medical Society reaffirms its support as stated in 1992, 2003 and 2005 for universal access to comprehensive, affordable, high-quality health care centered on an increased investment in primary care, reduced administrative burden and public health interventions that address the social determinants of health and be it further

**RESOLVED** that the Vermont Medical Society recommends that any national, universal health coverage system, including a single-payer health program or a government-sponsored public option, be designed to satisfy the following principles and will determine its support for a national universal health coverage system based on meeting these criteria:

- a. Must provide equitable access to essential benefits and emphasize evidence-based, high value care for all;
- b. Cost sharing must not undermine access to evidence-based, high-value and essential care, particularly for low-income patients and patients with certain defined chronic diseases and catastrophic illnesses. Critical healthcare needs must be covered without causing financial insolvency;
- c. Medical payments and reimbursement for care must be sufficient to ensure access to necessary care, especially primary care, and must expand beyond current Medicare rates;
- d. Must include an automatic and mandatory enrollment mechanism and provide relief from burdensome administrative and regulatory requirements;
- e. Payments and charges must be transparent and predictable in order to make it easier for patients to navigate and receive necessary care;
- f. Health information technologies must enhance the patient-physician relationship, facilitate communication across the care continuum, and support improvements in patient care.

**RESOLVED** that the Vermont Medical Society continues to support state-based health reforms in Vermont that meet the criteria VMS established for state-based health reform in 2003 and 2005, including participation in the All-Payer Model; and be it further

**RESOLVED** that the VMS also supports continued improvements in the current pluralistic system, including the ACA and the current employer-based system, even as the United States transitions to new approaches to achieve universal coverage.

Discussion and debate ensued. Upon motion duly made and seconded, the resolution passed.

**11. PAST PRESIDENT’S ADDRESS**

Dr. Schneider recognized the hard work of the VMS Staff and the membership during this extremely challenging year. Dr. Ravven gave Dr. Schneider her medallion.

Dr. Schneider reflected on her tenure as president of the Vermont Medical Society. She expressed great gratitude for her colleagues in Vermont on navigating the practice of medicine during the pandemic. Dr. Schneider declared that she was thankful the medical community stepped up with the challenges of delivering health care during COVID 19. She also stated she was grateful to be a physician practicing in VT to be led by the direction of the VDH Commissioner of Health, Dr. Mark Levine and to Dr. Anthony Fauci. Dr. Schneider also again thanked the staff of the VMS that supported her and the physician and physician assistant colleagues in Vermont.

**12. INSTALLATION OF PRESIDENT AND ADDRESS**

Catherine Schneider, M.D. presented Simha Ravven, M.D. with her medallion and presidential bag. Dr. Ravven thanked Dr. Schneider for her steady and strong leadership and presented her with her medallion and chair.

Dr. Ravven thanked the membership and the staff of the VMS for their dedication and support. She felt lucky to have the trust instilled in her to lead the society in the coming year. She felt strongly that we need to focus on leadership and wellness of our workforce to thrive in the coming years.

**13. ANNOUNCEMENTS**

Dr. Tortolani thanked the staff and members for a successful annual meeting.

**14. ADJOURNMENT**

Dr. Tortolani asked for a motion to adjourn the meeting. It was moved, seconded, and passed by voice vote. The meeting was adjourned at 11:00 a.m.

Respectfully submitted,  
Colleen Magne, Business Manager



**Vermont Medical Society**  
**Balance Sheet**  
As of November 2, 2021

Accrual Basis

	Nov 2, 21
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
1000 · Cash (Cash)	
1025 · TD Checking Account	17,203.78
1035 · TD Bank Money Market	653,242.99
<b>Total 1000 · Cash (Cash)</b>	670,446.77
1800 · Other Cash (Other Cash)	
1882 · VSECU-Child Psych Sav Acct	30.58
1883 · Child Psychol VSECU Money Mkt	19,424.24
1884 · TD Bank Checking Child Psychiat	18,246.56
1885 · VSECU - VOS	4,441.19
<b>Total 1800 · Other Cash (Other Cash)</b>	42,142.57
1890 · VMS Political Action Comm. (Checking Account for PAC)	2,358.14
<b>Total Checking/Savings</b>	714,947.48
<b>Accounts Receivable</b>	
1110 · Accounts Receivable (Accounts Receivable)	53,308.65
<b>Total Accounts Receivable</b>	53,308.65
<b>Other Current Assets</b>	
1166 · Due to VMSERF	325.00
1168 · Due to VMS PAC (Political Action Committee)	-750.00
<b>Total Other Current Assets</b>	-425.00
<b>Total Current Assets</b>	767,831.13
<b>Fixed Assets</b>	
1500 · Land (Land)	2,003.00
1520 · Equipment (Equipment)	
1525 · A/D Equipment (A/D Equipment)	-47,859.00
1520 · Equipment (Equipment) - Other	61,121.40
<b>Total 1520 · Equipment (Equipment)</b>	13,262.40
1530 · Building & Improvements (Building & Improvements)	
1535 · A/D Building & Improvements (A/D Building & Improvements)	-162,712.00
1530 · Building & Improvements (Building & Improvements) - Other	223,275.96
<b>Total 1530 · Building &amp; Improvements (Building &amp; Improvements)</b>	60,563.96
1550 · Office Furniture & Fixtures (Office Equipment)	
1555 · A/D Office Equipment (A/D Office Equipment)	-6,126.00
1550 · Office Furniture & Fixtures (Office Equipment) - Other	6,263.00
<b>Total 1550 · Office Furniture &amp; Fixtures (Office Equipment)</b>	137.00
<b>Total Fixed Assets</b>	75,966.36
<b>Other Assets</b>	
1710 · Prepaid Expenses (Prepaid Expenses)	1,340.00
<b>Total Other Assets</b>	1,340.00
<b>TOTAL ASSETS</b>	<b>845,137.49</b>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Accounts Payable</b>	
2000 · Accounts Payable (Accounts Payable)	4,020.14
<b>Total Accounts Payable</b>	4,020.14

**Vermont Medical Society**  
**Balance Sheet**  
As of November 2, 2021

Accrual Basis

	Nov 2, 21
<b>Other Current Liabilities</b>	
2110 · Deferred Income (Deferred Income)	69.99
2111 · Deferred Income-VMS PAC	885.00
2112 · Deferred Income-VMS ERF	1,315.00
2113 · Deferred Inc - Rev for Evts & T	38,651.00
2119 · Payroll Liabilities (Payroll Liabilities)	
2140 · VT PR Tax W/H Payble (VT PR Taxes W/H Payable)	665.20
2155 · Accrued SUTA (Accrued SUTA)	14.39
2119 · Payroll Liabilities (Payroll Liabilities) - Other	503.68
	1,183.27
<b>Total 2119 · Payroll Liabilities (Payroll Liabilities)</b>	<b>1,183.27</b>
<b>2200 · Cafeteria Plan (Cafeteria Plan)</b>	
2203 · Cafe - SW (Cafeteria Plan - SL)	-199.14
2206 · Cafe - PH	-0.04
2207 · Cafe - JB	-1,269.60
2208 · Cafe-JEB	1,178.58
	-290.20
<b>Total 2200 · Cafeteria Plan (Cafeteria Plan)</b>	<b>-290.20</b>
2301 · Deferred Comp-Roth 401(k)	100.00
2320 · Accrued Payroll (Accrued Payroll)	13,953.73
2330 · Accrued Vacation Payable (Accrued Vacation Payable)	16,743.45
	72,611.24
<b>Total Other Current Liabilities</b>	<b>72,611.24</b>
<b>Total Current Liabilities</b>	<b>76,631.38</b>
<b>Total Liabilities</b>	<b>76,631.38</b>
<b>Equity</b>	
3900 · *Retained Earnings	605,809.11
Net Income	162,697.00
	768,506.11
<b>Total Equity</b>	<b>768,506.11</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>845,137.49</b>

Vermont Medical Society  
**Profit & Loss Budget vs. Actual**

Accrual Basis

January through December 2020

	Jan - Dec 20	Budget	\$ Over Budget	% of Budget
<b>Ordinary Income/Expense</b>				
<b>Income</b>				
4010 · Dues Income (Dues Income)	555,632.51	550,000.00	5,632.51	101.0%
4037 · NE Delta Dental Contracted Svcs	1,366.82	1,000.00	366.82	136.7%
4040 · IC-Contracted Services (IC-Contracted Services)	77.71	100.00	-22.29	77.7%
4045 · MMIC-Contracted Services (MMIC-Contracted Services)	20,000.00	20,000.00	0.00	100.0%
4047 · VT Rx Card - Contracted Service	2,632.80	3,300.00	-667.20	79.8%
4050 · Specialty-Contracted Services (Specialty-Contracted Services)				
4051 · VPA	17,000.00	17,000.00	0.00	100.0%
4052 · ACP	5,000.00	5,000.00	0.00	100.0%
4053 · VOS (Admin Services)	3,000.00	3,000.00	0.00	100.0%
4057 · AAP-VT Chapter (AAP-VT Chapter)	40,000.00	40,000.00	0.00	100.0%
4059 · VT Ophthalmological Society	5,000.00	5,000.00	0.00	100.0%
4085 · VT Academy of Family Physicians	15,000.00	15,000.00	0.00	100.0%
4086 · VT Society of Anesthesiologists	4,000.00	4,000.00	0.00	100.0%
4090 · VT College of Surgeons	3,000.00	3,000.00	0.00	100.0%
4092 · VT Society of Osteopath's	5,000.00	5,000.00	0.00	100.0%
<b>Total 4050 · Specialty-Contracted Services (Specialty-Contracted Ser...</b>	<b>97,000.00</b>	<b>97,000.00</b>	<b>0.00</b>	<b>100.0%</b>
4058 · Admin Income for Grants	18,000.00	5,000.00	13,000.00	360.0%
4091 · AMA SOPP Grant Income	3,173.48			
4500 · Interest Income (Investment Income)	757.69			
4600 · Annual Meeting (Annual Meeting)	1,690.00	13,000.00	-11,310.00	13.0%
4627 · Maine Medical Stipend	0.00	1,400.00	-1,400.00	0.0%
4630 · Child Psychiatry (income for Child Psychiatry)	3,605.00			
4631 · VT Othorpedic Society Revenue	3,760.44			
4650 · Miscellaneous Income (Miscellaneous Income)	1,692.18	1,000.00	692.18	169.2%
4670 · Rev for Events & Trainee Activ	0.00	14,000.00	-14,000.00	0.0%
4800 · VPHP-State of Vermont Contract (VPHP-State of Vermont Cont...	95,068.35	84,000.00	11,068.35	113.2%
4810 · VPHP-Faulkner Fund (VPHP-Faulkner Fund)	11,885.00	29,000.00	-17,115.00	41.0%
4820 · VPHP-Program Donations (VPHP donations)	31,720.00	30,000.00	1,720.00	105.7%
<b>Total Income</b>	<b>848,061.98</b>	<b>848,800.00</b>	<b>-738.02</b>	<b>99.9%</b>
<b>Gross Profit</b>	<b>848,061.98</b>	<b>848,800.00</b>	<b>-738.02</b>	<b>99.9%</b>
<b>Expense</b>				
6110 · Accounting Expense (Accounting Expense)	8,200.00	8,500.00	-300.00	96.5%
6120 · Bank Service Charge (Bank Service Charge)	2,176.34	1,000.00	1,176.34	217.6%
6125 · Business Owners Insurance (Business Owners Insurance)	2,054.49	1,900.00	154.49	108.1%
6150 · Annual Meeting Expense (Annual Meeting Expense)	3,371.39	29,000.00	-25,628.61	11.6%
6160 · Dues and Subscriptions (Dues and Subscriptions)	6,629.87	4,500.00	2,129.87	147.3%
6169 · Communications (Communications)				
6170 · Telephone/Cell Phone (Telephone)	8,319.31	4,900.00	3,419.31	169.8%
6180 · Web, Elec, Computer Updates (Website, Electronics,Comput...	14,639.51	20,000.00	-5,360.49	73.2%
<b>Total 6169 · Communications (Communications)</b>	<b>22,958.82</b>	<b>24,900.00</b>	<b>-1,941.18</b>	<b>92.2%</b>
6201 · VT Orthopaedic Expense	4,574.29			
6204 · Child Psychiatry Expense	368.30			
6205 · Copier (Copier)	6,600.79	6,500.00	100.79	101.6%
6210 · Council Committee Expense	500.00	4,000.00	-3,500.00	12.5%
6221 · rbTech Computer Agreements	8,435.42	10,000.00	-1,564.58	84.4%
6229 · AMA SOPP Expenses/Activities	3,173.48			
6230 · Legal (Legal)	0.00	2,500.00	-2,500.00	0.0%
6245 · Mtgs, Education & Registration	3,640.88	4,000.00	-359.12	91.0%
6246 · Reg Events & Med Student Expens	0.00	13,500.00	-13,500.00	0.0%
6260 · Postage (Postage)	2,514.68	1,500.00	1,014.68	167.6%
6270 · Printing (Printing)	0.00	500.00	-500.00	0.0%
6280 · Supplies (Supplies)	4,209.42	8,000.00	-3,790.58	52.6%
6290 · Taxes-Personal Property	0.00	200.00	-200.00	0.0%
6300 · Payroll Expenses				
6215 · Direct Deposit Fees (Direct Deposit Fees)	335.50	400.00	-64.50	83.9%
6310 · Salary Expense (Salary Expense)	316,821.91	342,300.00	-25,478.09	92.6%
6311 · Salary Exp - Vacation Carryover	5,136.01			
6320 · FICA Expense	26,658.50	27,000.00	-341.50	98.7%
6330 · Pension Expense	27,784.86	27,700.00	84.86	100.3%
6332 · Pension Admin Expense	2,207.00	1,400.00	807.00	157.6%
6340 · Unemployment Tax Expense	654.00	1,400.00	-746.00	46.7%
6350 · D&O Insurance	71.83	1,300.00	-1,228.17	5.5%
6360 · Health & Dental Insurance (Health & Dental Insurance0)	51,522.23	68,100.00	-16,577.77	75.7%
6361 · Vision Insurance	918.72	1,000.00	-81.28	91.9%
6370 · Workers Comp. Insurance	1,380.20	1,500.00	-119.80	92.0%
6380 · Disability Insurance	3,824.56	3,300.00	524.56	115.9%

Vermont Medical Society  
**Profit & Loss Budget vs. Actual**

Accrual Basis

January through December 2020

	Jan - Dec 20	Budget	\$ Over Budget	% of Budget
6397 · Staff Retreat	500.00	1,500.00	-1,000.00	33.3%
6398 · Payroll Expense-Other	953.95	750.00	203.95	127.2%
<b>Total 6300 · Payroll Expenses</b>	<b>438,769.27</b>	<b>477,650.00</b>	<b>-38,880.73</b>	<b>91.9%</b>
6355 · Liability Insurance	2,308.27	2,500.00	-191.73	92.3%
6395 · Donations	450.00	3,000.00	-2,550.00	15.0%
6400 · Travel and Entertainment				
6130 · AMA Travel Expense (AMA-Delegate Travel Expense)	3,353.31	18,000.00	-14,646.69	18.6%
6430 · Staff Travel Expenses	5,468.27	12,000.00	-6,531.73	45.6%
<b>Total 6400 · Travel and Entertainment</b>	<b>8,821.58</b>	<b>30,000.00</b>	<b>-21,178.42</b>	<b>29.4%</b>
7000 · VPHP Expenses				
7010 · Accounting	1,550.00			
7030 · Copier	0.00	100.00	-100.00	0.0%
7040 · Council Committee Expenses	540.37	750.00	-209.63	72.0%
7065 · Meetings, Education	0.00	2,000.00	-2,000.00	0.0%
7070 · Postage	97.17	150.00	-52.83	64.8%
7080 · Printing Expense	207.76	200.00	7.76	103.9%
7090 · Subscriptions & Dues	2,147.70	2,100.00	47.70	102.3%
7110 · Supplies	0.00	200.00	-200.00	0.0%
7120 · Telephones/Cell Phone	1,103.50	1,000.00	103.50	110.4%
7150 · T&E-AIR,Mileage,Taxi,Hotel	374.93	5,000.00	-4,625.07	7.5%
7160 · T&E-Meals	189.54	500.00	-310.46	37.9%
7210 · Personnel-Salary Expenses	57,700.00	57,700.00	0.00	100.0%
7220 · Personnel-FICA Expense	500.00	500.00	0.00	100.0%
7230 · Personnel-Pension Expense	5,770.00	5,770.00	0.00	100.0%
7240 · Personnel-Unemployment Tax	200.00	200.00	0.00	100.0%
7250 · Personnel-D&O Insurance	300.00	500.00	-200.00	60.0%
7260 · Personnel-Health & Dental Ins.	14,400.00	14,400.00	0.00	100.0%
7310 · MD Contract	50,000.04	50,000.00	0.04	100.0%
7320 · Website,Electronics, Computer	524.70	500.00	24.70	104.9%
7370 · Workers Comp Insurance	217.80	200.00	17.80	108.9%
7380 · Disability & Liab Insurance	2,751.66	2,000.00	751.66	137.6%
<b>Total 7000 · VPHP Expenses</b>	<b>138,575.17</b>	<b>143,770.00</b>	<b>-5,194.83</b>	<b>96.4%</b>
8000 · Property Expenses				
8010 · Bulk Gas	1,663.71	2,000.00	-336.29	83.2%
8020 · Custodial	1,050.00	5,000.00	-3,950.00	21.0%
8030 · Electricity	2,200.46	2,000.00	200.46	110.0%
8050 · Insurance-Flood	6,280.67	5,000.00	1,280.67	125.6%
8060 · Repairs and Maintenance	2,018.72	20,000.00	-17,981.28	10.1%
8070 · Rubbish	413.57	600.00	-186.43	68.9%
8080 · Sewer & Water	524.60	700.00	-175.40	74.9%
8090 · Snowplowing/Sanding	1,152.50	2,000.00	-847.50	57.6%
8120 · Taxes-Property	9,110.18	9,200.00	-89.82	99.0%
<b>Total 8000 · Property Expenses</b>	<b>24,414.41</b>	<b>46,500.00</b>	<b>-22,085.59</b>	<b>52.5%</b>
<b>Total Expense</b>	<b>692,746.87</b>	<b>823,920.00</b>	<b>-131,173.13</b>	<b>84.1%</b>
<b>Net Ordinary Income</b>	<b>155,315.11</b>	<b>24,880.00</b>	<b>130,435.11</b>	<b>624.3%</b>
Other Income/Expense				
Other Expense				
9125 · Depreciation Expense (Depreciation Expense)	10,252.00	16,000.00	-5,748.00	64.1%
9145 · Transfer to Investment Accts.	30,000.00			
<b>Total Other Expense</b>	<b>40,252.00</b>	<b>16,000.00</b>	<b>24,252.00</b>	<b>251.6%</b>
<b>Net Other Income</b>	<b>-40,252.00</b>	<b>-16,000.00</b>	<b>-24,252.00</b>	<b>251.6%</b>
<b>Net Income</b>	<b>115,063.11</b>	<b>8,880.00</b>	<b>106,183.11</b>	<b>1,295.8%</b>

Vermont Medical Society  
**Profit & Loss Budget vs. Actual**

Accrual Basis

January 1 through November 2, 2021

	Jan 1 - Nov 2, 21	Budget	\$ Over Budget	% of Budget
<b>Ordinary Income/Expense</b>				
<b>Income</b>				
4010 · Dues Income (Dues Income)	585,782.06	500,000.00	85,782.06	117.2%
4037 · NE Delta Dental Contracted Svcs	1,003.76	1,000.00	3.76	100.4%
4040 · IC-Contracted Services (IC-Contracted Services)	81.40	100.00	-18.60	81.4%
4045 · MMIC-Contracted Services (MMIC-Contracted Services)	20,000.00	20,000.00	0.00	100.0%
4047 · VT Rx Card - Contracted Service	2,285.85	2,500.00	-214.15	91.4%
4050 · Specialty-Contracted Services (Specialty-Contracted Services)				
4051 · VPA	17,000.00	17,000.00	0.00	100.0%
4052 · ACP	5,000.00	5,000.00	0.00	100.0%
4053 · VOS (Admin Services)	3,000.00	3,000.00	0.00	100.0%
4057 · AAP-VT Chapter (AAP-VT Chapter)	40,000.00	40,000.00	0.00	100.0%
4059 · VT Ophthalmological Society	5,000.00	5,000.00	0.00	100.0%
4085 · VT Academy of Family Physicians	15,000.00	15,000.00	0.00	100.0%
4086 · VT Society of Anesthesiologists	4,000.00	4,000.00	0.00	100.0%
4090 · VT College of Surgeons	3,000.00	3,000.00	0.00	100.0%
4092 · VT Society of Osteopath's	5,000.00	5,000.00	0.00	100.0%
4097 · Northern NE Soc of Addiction Me	2,000.00	0.00	2,000.00	100.0%
<b>Total 4050 · Specialty-Contracted Services (Specialty-Contracted Ser...</b>	<b>99,000.00</b>	<b>97,000.00</b>	<b>2,000.00</b>	<b>102.1%</b>
4058 · Admin Income for Grants	0.00	9,000.00	-9,000.00	0.0%
4091 · AMA SOPP Grant Income	1,265.95	0.00	1,265.95	100.0%
4500 · Interest Income (Investment Income)	275.03	750.00	-474.97	36.7%
4600 · Annual Meeting (Annual Meeting)	3,684.34	13,000.00	-9,315.66	28.3%
4627 · Maine Medical Stipend	0.00	1,400.00	-1,400.00	0.0%
4630 · Child Psychiatry (income for Child Psychiatry)	1,452.00	0.00	1,452.00	100.0%
4631 · VT Othorpedic Society Revenue	350.00	0.00	350.00	100.0%
4650 · Miscellaneous Income (Miscellaneous Income)	0.00	1,000.00	-1,000.00	0.0%
4655 · Rental Income	5,875.00	5,940.00	-65.00	98.9%
4670 · Rev for Events & Trainee Activ	7,690.00	14,000.00	-6,310.00	54.9%
4800 · VPHP-State of Vermont Contract (VPHP-State of Vermont Cont...	70,907.25	84,000.00	-13,092.75	84.4%
4810 · VPHP-Faulkner Fund (VPHP-Faulkner Fund)	0.00	29,000.00	-29,000.00	0.0%
4820 · VPHP-Program Donations (VPHP donations)	14,000.00	20,000.00	-6,000.00	70.0%
<b>Total Income</b>	<b>813,652.64</b>	<b>798,690.00</b>	<b>14,962.64</b>	<b>101.9%</b>
<b>Gross Profit</b>	<b>813,652.64</b>	<b>798,690.00</b>	<b>14,962.64</b>	<b>101.9%</b>
<b>Expense</b>				
6110 · Accounting Expense (Accounting Expense)	0.00	10,000.00	-10,000.00	0.0%
6120 · Bank Service Charge (Bank Service Charge)	1,779.20	2,200.00	-420.80	80.9%
6125 · Business Owners Insurance (Business Owners Insurance)	2,786.90	1,900.00	886.90	146.7%
6150 · Annual Meeting Expense (Annual Meeting Expense)	225.00	20,000.00	-19,775.00	1.1%
6160 · Dues and Subscriptions (Dues and Subscriptions)	11,138.99	6,000.00	5,138.99	185.6%
6169 · Communications (Communications)				
6170 · Telephone/Cell Phone (Telephone)	3,712.55	5,200.00	-1,487.45	71.4%
6180 · Web, Elec, Computer Updates (Website, Electronics,Comput...	8,859.61	12,000.00	-3,140.39	73.8%
<b>Total 6169 · Communications (Communications)</b>	<b>12,572.16</b>	<b>17,200.00</b>	<b>-4,627.84</b>	<b>73.1%</b>
6205 · Copier (Copier)	2,526.99	2,000.00	526.99	126.3%
6210 · Council Committee Expense	0.00	1,500.00	-1,500.00	0.0%
6221 · rbTech Computer Agreements	5,753.99	7,800.00	-2,046.01	73.8%
6230 · Legal (Legal)	8,607.00	2,000.00	6,607.00	430.4%
6245 · Mtgs, Education & Registration	5,363.23	4,000.00	1,363.23	134.1%
6246 · Reg Events & Med Student Expns	0.00	13,500.00	-13,500.00	0.0%
6250 · Political Expenses (Political Expenses)	480.00	360.00	120.00	133.3%
6260 · Postage (Postage)	68.36	500.00	-431.64	13.7%
6270 · Printing (Printing)	0.00	200.00	-200.00	0.0%
6280 · Supplies (Supplies)	5,619.54	4,000.00	1,619.54	140.5%
6290 · Taxes-Personal Property	0.00	200.00	-200.00	0.0%
6300 · Payroll Expenses				
6215 · Direct Deposit Fees (Direct Deposit Fees)	272.50	400.00	-127.50	68.1%
6310 · Salary Expense (Salary Expense)	314,267.43	343,000.00	-28,732.57	91.6%
6311 · Salary Exp - Vacation Carryover	0.00	12,000.00	-12,000.00	0.0%
6320 · FICA Expense	22,082.69	27,000.00	-4,917.31	81.8%
6330 · Pension Expense	30,224.87	32,100.00	-1,875.13	94.2%
6332 · Pension Admin Expense	3,732.00	1,500.00	2,232.00	248.8%
6340 · Unemployment Tax Expense	830.70	700.00	130.70	118.7%
6350 · D&O Insurance	2,602.81	900.00	1,702.81	289.2%
6360 · Health & Dental Insurance (Health & Dental Insurance0)	63,958.73	50,000.00	13,958.73	127.9%
6361 · Vision Insurance	876.23	1,000.00	-123.77	87.6%
6370 · Workers Comp. Insurance	2,137.50	1,000.00	1,137.50	213.8%
6380 · Disability Insurance	3,145.78	3,300.00	-154.22	95.3%
6397 · Staff Retreat	791.08	1,200.00	-408.92	65.9%

Vermont Medical Society  
**Profit & Loss Budget vs. Actual**

Accrual Basis

January 1 through November 2, 2021

	Jan 1 - Nov 2, 21	Budget	\$ Over Budget	% of Budget
6398 · Payroll Expense-Other	0.00	1,000.00	-1,000.00	0.0%
6300 · Payroll Expenses - Other	1,318.95	0.00	1,318.95	100.0%
<b>Total 6300 · Payroll Expenses</b>	<b>446,241.27</b>	<b>475,100.00</b>	<b>-28,858.73</b>	<b>93.9%</b>
6355 · Liability Insurance	4,192.50	3,500.00	692.50	119.8%
6395 · Donations	1,645.66	500.00	1,145.66	329.1%
6400 · Travel and Entertainment				
6130 · AMA Travel Expense (AMA-Delegate Travel Expense)	0.00	14,000.00	-14,000.00	0.0%
6430 · Staff Travel Expenses	562.49	6,000.00	-5,437.51	9.4%
<b>Total 6400 · Travel and Entertainment</b>	<b>562.49</b>	<b>20,000.00</b>	<b>-19,437.51</b>	<b>2.8%</b>
7000 · VPHP Expenses				
7010 · Accounting	0.00	1,500.00	-1,500.00	0.0%
7030 · Copier	0.00	100.00	-100.00	0.0%
7040 · Council Committee Expenses	0.00	250.00	-250.00	0.0%
7065 · Meetings, Education	0.00	500.00	-500.00	0.0%
7070 · Postage	0.00	150.00	-150.00	0.0%
7080 · Printing Expense	0.00	200.00	-200.00	0.0%
7090 · Subscriptions & Dues	4,686.60	2,500.00	2,186.60	187.5%
7110 · Supplies	0.00	200.00	-200.00	0.0%
7120 · Telephones/Cell Phone	975.03	900.00	75.03	108.3%
7150 · T&E-AIR,Mileage,Taxi,Hotel	0.00	1,000.00	-1,000.00	0.0%
7160 · T&E-Meals	0.00	500.00	-500.00	0.0%
7210 · Personnel-Salary Expenses	0.00	57,700.00	-57,700.00	0.0%
7220 · Personnel-FICA Expense	0.00	500.00	-500.00	0.0%
7230 · Personnel-Pension Expense	0.00	5,770.00	-5,770.00	0.0%
7240 · Personnel-Unemployment Tax	0.00	200.00	-200.00	0.0%
7250 · Personnel-D&O Insurance	0.00	500.00	-500.00	0.0%
7260 · Personnel-Health & Dental Ins.	0.00	10,483.00	-10,483.00	0.0%
7310 · MD Contract	37,500.03	50,000.00	-12,499.97	75.0%
7320 · Website,Electronics, Computer	143.10	100.00	43.10	143.1%
7370 · Workers Comp Insurance	1,017.00	300.00	717.00	339.0%
7380 · Disability & Liab Insurance	2,859.56	2,000.00	859.56	143.0%
<b>Total 7000 · VPHP Expenses</b>	<b>47,181.32</b>	<b>135,353.00</b>	<b>-88,171.68</b>	<b>34.9%</b>
8000 · Property Expenses				
8010 · Bulk Gas	504.63	1,500.00	-995.37	33.6%
8020 · Custodial	570.00	5,000.00	-4,430.00	11.4%
8030 · Electricity	1,514.95	2,000.00	-485.05	75.7%
8050 · Insurance-Flood	4,880.00	4,000.00	880.00	122.0%
8060 · Repairs and Maintenance	2,439.49	15,000.00	-12,560.51	16.3%
8070 · Rubbish	524.97	400.00	124.97	131.2%
8080 · Sewer & Water	363.60	700.00	-336.40	51.9%
8090 · Snowplowing/Sanding	920.00	2,000.00	-1,080.00	46.0%
8120 · Taxes-Property	7,019.37	9,300.00	-2,280.63	75.5%
<b>Total 8000 · Property Expenses</b>	<b>18,737.01</b>	<b>39,900.00</b>	<b>-21,162.99</b>	<b>47.0%</b>
<b>Total Expense</b>	<b>575,481.61</b>	<b>767,713.00</b>	<b>-192,231.39</b>	<b>75.0%</b>
<b>Net Ordinary Income</b>	<b>238,171.03</b>	<b>30,977.00</b>	<b>207,194.03</b>	<b>768.9%</b>
<b>Other Income/Expense</b>				
<b>Other Expense</b>				
9120 · Miscellaneous Expense	598.00	0.00	598.00	100.0%
9125 · Depreciation Expense (Depreciation Expense)	0.00	14,000.00	-14,000.00	0.0%
9145 · Transfer to Investment Accts.	74,876.03	0.00	74,876.03	100.0%
<b>Total Other Expense</b>	<b>75,474.03</b>	<b>14,000.00</b>	<b>61,474.03</b>	<b>539.1%</b>
<b>Net Other Income</b>	<b>-75,474.03</b>	<b>-14,000.00</b>	<b>-61,474.03</b>	<b>539.1%</b>
<b>Net Income</b>	<b>162,697.00</b>	<b>16,977.00</b>	<b>145,720.00</b>	<b>958.3%</b>

**TO:** VMS Membership  
**FROM:** VMS Executive/Nominating Committee (Drs. Ravven, Fisher, Schneider, Sexton, Schapiro)  
**DATE:** October 25, 2021  
**RE:** Election of Officers at VMS 2021 Annual Meeting

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The VMS by-laws provide for the election of a number of officers during each year's annual meeting. The following is a list of positions that have been approved by the Nominating Committee and proposed as a slate for election on November 6<sup>th</sup> at the VMS Virtual Annual Membership Meeting.

**2021-2022 Proposed Slate:**

**President:** Simha Ravven, M.D (no vote typically needed but this is to fill a second year as President in absence of Dr. Fisher ascending into the role, so a **vote is needed**)

**President-elect:** Ryan Sexton, M.D. (**vote needed**)

**Vice President:** Rebecca Bell, M.D. (**vote needed** – open for nominations)

**Treasurer:** Howard Schapiro, M.D. (no vote needed, elected 2020)

**Past President:** Catherine Schneider, M.D (no vote needed – serving second term)

**AMA Delegate:** Norman Ward, M.D. (no vote needed, elected 2020 to 2<sup>nd</sup> 2-year term)

**AMA Alt. Delegate:** Catherine Schneider, M.D. (no vote needed) (elected 2020, term begins Nov. 2021)

**Annual Meeting Parliamentarian:** John Leppman, M.D. (**vote needed**)

**Geographic Councilors *Voted by membership at annual meeting to serve 2-year terms***

1. Wendy Davis, MD (Chittenden) (**vote needed**) (2<sup>nd</sup> 2-year term)
2. Trey Dobson, MD (Bennington) (**vote needed**) (2<sup>nd</sup> 2-year term)
3. Donald Dupuis, MD (Lamoille) (**vote needed**) (first term)
4. John Leppman, MD (Windsor) (**vote needed**) (2<sup>nd</sup> 2-year term)
5. Carolyn Taylor-Olson, MD (Windham) (no vote needed – **extending 3<sup>rd</sup> term**)
6. David Butsch, MD (Washington/Orange) (no vote needed– **extending 3<sup>rd</sup> term**)

**Councilors at Large. *Voted on by Council – to vote on 11/17 Council Meeting***

1. Anne Morris, M.D (**vote needed**) (2<sup>nd</sup> 2-year term)
2. **Becca Bell, M.D. (no vote needed) (1<sup>st</sup> 2-year term)**
3. Stephen Leffler, MD (no vote needed) (1<sup>st</sup> 2-year term)
4. Robert Tortolani, M.D. (no vote needed) (2<sup>nd</sup> 2-year term)
5. Sean Uiterwyk, MD (no vote needed) (2<sup>nd</sup> 2-year term)

**Thanking past service:**

Patricia Fisher, MD, President-Elect

Barbara Frankowski, MD, AMA Alternate Delegate

David Coddair, MD, Lamoille County & Past-President

Jim Thomas, MD, Investment Committee Chair & Awards Committee Member

Robert Tortolani, MD, Awards Committee Chair

**VERMONT MEDICAL SOCIETY RESOLUTION****Coverage for Audio-Only Health Care Services**

*Submitted by VMS Executive Committee for adoption at VMS Annual Meeting on November 6, 2021*

WHEREAS, audio-only connections offer critical access to healthcare services for patients who face barriers that might otherwise cause them to delay, defer, or cut short medical treatment;<sup>1</sup>

WHEREAS, the COVID-19 pandemic highlighted the number of patients for whom technological barriers (broadband access, affordability, computer equipment, and/or comfort with technology) make an audio-visual connection impractical, and pushed to the fore our understanding for the appropriate clinical circumstances for different telehealth modalities, and demonstrated the challenges many patients face in attending in-person medical appointments;<sup>2</sup>

WHEREAS, in a study published in JAMA, it was found that nationally “26.3% of Medicare beneficiaries lacked digital access at home, making it unlikely that they could have telemedicine video visits with clinicians” and that “the proportion of beneficiaries who lacked digital access was higher among those with low socioeconomic status, those 85 years or older, and in communities of color;”<sup>3</sup>

WHEREAS, a recent report from the Medicare Payment Advisory Council (MedPAC) demonstrates the popularity of telehealth among older adults, with ninety-one percent of those surveyed indicating they were satisfied with the telehealth care they received during the pandemic;<sup>4</sup>

WHEREAS, Vermont health care practices are not experiencing a cost savings as part of implementing audio-only services and many practices report that providing services over the phone requires more time including: working with patients to determine if audio-only is appropriate, helping patients get situated in a new way of connecting with their clinicians, longer appointment times talking through each patient concern and checking that nothing has been missed, more time spent documenting the encounter and more follow-up time by staff to call patients separately to coordinate prescriptions, referrals or other follow-up care;<sup>5</sup>

WHEREAS, there no evidence that audio-only reimbursement will become a driver for increasing remote services beyond what is appropriate; Vermont and national trends in use of telehealth and audio-only services have been as follows:

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<sup>1</sup> Vermont Program for Quality in Health Care, Report: Audio-Only Telemedicine & Clinical Quality Recommendations, October 20, 2020; available at <https://legislature.vermont.gov/assets/Legislative-Reports/Audio-Only-Telephone-Services-Working-Group-Report-v2.pdf>

<sup>2</sup> *Id.*

<sup>3</sup> Roberts ET, Mehrotra A. Assessment of Disparities in Digital Access Among Medicare Beneficiaries and Implications for Telemedicine. JAMA Intern Med. 2020;180(10):1386–1389. doi:10.1001/jamainternmed.2020.2666

<sup>4</sup> [http://www.medpac.gov/docs/default-source/reports/mar21\\_medpac\\_report\\_to\\_the\\_congress\\_sec.pdf?sfvrsn=0](http://www.medpac.gov/docs/default-source/reports/mar21_medpac_report_to_the_congress_sec.pdf?sfvrsn=0)

<sup>5</sup> See VMS Member Survey, circulated June 2021, available from [jbarnard@vtmd.org](mailto:jbarnard@vtmd.org)



- 38 • Significant drop off in overall visit volume in the first wave of COVID-19 shut-downs in  
39 the spring of 2020, and significant increase in telehealth as a percent of visits that did  
40 occur,
- 41 • A rebound in overall volume (although not to 100%) and significant decrease in  
42 telehealth as a percentage of total visits over the summer of 2020,
- 43 • An uptick in telehealth use with the second COVID-19 wave in late fall of 2020 but not  
44 as dramatic as in spring of 2020, and
- 45 • A steady decrease in audio-only as a percent of telehealth services following the spring  
46 of 2020 and a small number of appointments overall using audio-only services;<sup>6</sup>

47  
48 WHEREAS, on March 29, 2021, Governor Scott signed Act 6 of 2021, which requires health  
49 insurance plans, and Vermont Medicaid to the extent permitted by the Centers for Medicare  
50 and Medicaid Services, to provide coverage for all medically necessary, clinically appropriate  
51 health care services delivered by audio-only telephone to the same extent that the plan would  
52 cover the services if they were provided through in-person consultation;

53  
54 WHEREAS, Act 6 further required the Department of Financial Regulation (DFR), working in  
55 consultation with the Department of Vermont Health Access (DVHA) and the Green Mountain  
56 Care Board to determine commercial reimbursement rates for audio-only telephone services  
57 and to “find a reasonable balance between the costs to patients and the health care system and  
58 reimbursement amounts that do not discourage health care providers from delivering medically  
59 necessary, clinically appropriate health care services by audio-only telephone;” and

60  
61 WHEREAS, in July 2021 DFR announced a requirement that for the 2022 calendar year  
62 commercial plans reimburse for telephone services at “a rate no less than 75% of the rate for  
63 equivalent in-person or audio/visual telemedicine covered services”<sup>7</sup> and will revisit this  
64 determination for 2023; and

65  
66 WHEREAS, for the period after the federal COVID-19 public health emergency terminates  
67 Vermont Medicaid currently proposes to “reimburse audio-only service delivery at 55% – 75%  
68 of the in-person reimbursement rate for the equivalent service;”<sup>8</sup> and

69  
70 WHEREAS, Medicare coverage for telephone only services remains in considerable flux after  
71 the end of the federal public health emergency, potentially covering only mental health and  
72 virtual check-in services and ending coverage for any audio-only E/M visits;<sup>9</sup> now therefore be  
73 it

74

---

<sup>6</sup> <https://dfr.vermont.gov/sites/finreg/files/regbul/dfr-order-docket-21-026-i-audio-coding.pdf> (see pages 23-36 of PDF for Medicare, UVMMC, Dartmouth-Hitchcock and BiState Primary Care Association data)

<sup>7</sup> <https://dfr.vermont.gov/sites/finreg/files/regbul/dfr-order-docket-21-026-i-audio-coding.pdf>

<sup>8</sup> <https://dfr.vermont.gov/sites/finreg/files/regbul/dfr-order-docket-21-026-i-audio-coding.pdf> (see pages 10-13 of PDF for DVHA)

<sup>9</sup> Medicare CY 2021 Payment Policies Under the Physician Fee Schedule, <https://www.govinfo.gov/content/pkg/FR-2020-12-28/pdf/2020-26815.pdf> (pages 62-66 of PDF); Medicare Proposed CY 2022 Physician Fee Schedule, <https://public-inspection.federalregister.gov/2021-14973.pdf> (pages 115-116 of PDF)

75 **RESOLVED, The Vermont Medical Society will continue to advocate at the Vermont**  
76 **legislature, with Vermont regulators, with insurance carriers and at the federal level for**  
77 **coverage by Medicaid, Medicare and commercial insurers of all medically necessary,**  
78 **clinically appropriate health care services delivered by audio-only telephone and for such**  
79 **services to be paid for at the equivalent rate to in-person services.**

## Coverage for Audio - Only Health Care Services Member Feedback

1. 100%. Audio-only coverage works very well for two specific populations in my practice. The first is the elderly who often do not have internet access and the second is a large portion of my underserved population who either don't have broadband access at their home or do not have enough data time on their monthly cell phone to allow for MD visits. Finally, this also opens access to allow a quick telephone call for a follow-up on something such as blood pressure or diabetes without exposing patients to the clinic environment. Second finally, this modality should not be undervalued when it comes to winter in Vermont. I have many elderly patients who avoid seeking care from October to May because they don't drive in the dark or inclement weather.
2. Absolutely YES
3. Agree
4. Agree
5. Agree
6. Agree
7. Agree
8. Agree
9. Agree
10. Agree
11. Agree
12. Agree
13. Agree
14. Agree
15. Agree
16. Agree
17. Agree
18. Agree
19. Agree
20. Agree
21. Agree
22. Agree
23. Agree
24. Agree
25. AGREE
26. Agree
27. Agree
28. Agree 100%
29. Agree and support
30. Agree as written
31. Agree that audio only services are an important aspect to be covered at the same rate as in person visits. Patients often prefer this and it helps patients that have difficulty with transportation.
32. agree this should be high priority
33. Agree. All on-call doctors have been doing this for years without compensation. Our time as a health care resource is much more than just face-to-face encounters.
34. Agree. Some patients have no capability for video visits.

35. Agree. This is a very important advancement that arose during the pandemic. In my experience it particularly served the elderly, less internet savvy and more rural, internet access challenged populations.
36. Agree. Very helpful particularly with follow up of imaging and labs
37. Agreed
38. Agreed
39. Agreed
40. Agreed - particularly important for mental health, substance abuse. Additional benefits include that non-in person provision of care improves access - not just to the index patient, but by freeing up more in person visits for those who truly need them
41. Agreed. This is critical even outside pandemic as it saves patients time, gas mileage, need to find transportation, etc.
42. Disagree. Audio only visits and telephone services should not be covered the same way as in person visits. Many diagnoses are being missed. We should not incentivize providers to hold off on seeing patients.
43. For
44. Fully support this
45. Great work!
46. great. agree. also note that some rural vermonters i serve do not have video equipment or even internet !
47. I agree
48. I agree
49. I agree
50. I agree with this resolution as written.
51. I agree with this. Many of my patients in rural areas do not have a way of connecting by video. Having audio-only services be reimburse would add to our ability to care for these patients.
52. I am supportive
53. I don't think this is appropriate. The personpower behind a phone call is far less than that for an office visit or telehealth video visit.
54. I STRONGLY support this. There is NO reason a clinician's time and skill are less valuable on the phone than on a screen or in person. In fact, it takes more skill and effort to provide this service. Many patients do not have good internet but almost all have phone access
55. I support this proposal assuming this is an established physician-patient relationship.
56. I support this resolution
57. I think this is a great resolution though I doubt that we will get paid on par with in-person visits. Regardless, many audio visits are very beneficial for the patients and are as important as in person visits.
58. I think this is an important resolution, in that in person care doesn't always make sense for various reasons and while video is good, VT has a number of issues with access, which make this inaccessible to certain people. It becomes an access issue.
59. I would advocate for this resolution given that the pandemic may limit those from seeking in-person care who may not have broadband wifi and cannot access telehealth.
60. I would prefer that audio-only services be reimbursed at a reduced rate compared to in-person services.
61. If improved patient access to care, both knowledge transference and delivery, are a priority, payors need understand the importance of this resolution in support of patients.
62. My experience in audio only visits has been mixed. Reasonable to allow with appropriate restrictions to avoid overuse/misuse.
63. No

64. Not really in favor. Compensation for telephone services is a good idea, but no way is it equivalent to in person services.
65. Not sure they should be equivalent. Overhead is a bit less and phone calls are faster (in my opinion). I do not want to incentivize phone care over in person care.
66. OK
67. strongly agree
68. Strongly support this resolution
69. Such situations occur when a patient needs care but is not able to connect for telehealth and / or technical challenges make telehealth impossible at the time of the visit. This type of appointment is usually requested by the patient.
70. Support
71. Support
72. Support
73. Talk only is not a visual impression of a patient's condition and certainly no hands on exam is possible. If there is an in person equivalent should be covered the same as.
74. there should be some provision in there to protect physicians who are spending overhead of having an office in state. I'm afraid the unintended consequence would be encroachment by online telehealth services that take away revenue and make local services go out of business. Perhaps some provision that the patient should be seen in person at least ONCE in the last 365 days.
75. This is critical , televideo appointments have actually improved access to care, and the care itself, of patients with disabling progressive neurological disease I care for.
76. This is critically important to our rural patient population. Many patients in our catchment area do not have sufficient internet bandwidth to participate in televideo consultation, yet may still benefit from telehealth encounters for symptom management and medication management, among other things. To deny access to telehealth services because of lack of availability of stable internet connection creates a health care disparity for our rural population of patients, as well as for patients who may not be able to use technological devices. Physician time and clinical space are both valuable resources. If a physician can take the time to appropriately address a patient problem through telephone encounters, this medical expertise should continue to be reimbursed.
77. This is especially important in rural VT where I am CMO because the poor internet infrastructure makes video calls difficult for many patients. Also, the elderly often have great difficulty negotiating the video platforms.
78. This is long overdue, and allows clinicians to care for patients who have neither the ability to travel a or interact with their clinician through the internet.
79. This is very important for our sick, elderly patients, with poor transportation in rural areas, some of whom are homebound, to contact us , and to develop ongoing healthcare plans and supervision
80. time is time. i don't require payors provide their services or communication with me face to face. the very fact that we have to advocate to be paid for time (see auto mechanics, lawyer fee schedules for examples) reflects how far this profession has fallen in respect.
81. Why? Audio Only is inferior to Video TeleHealth, which is inferior to In Person encounters. They each have an appropriate role, but they are not the equal and equivalent.
82. Yes
83. Yes
84. Yes
85. Yes please
86. yes please

87. Yes, thank you!!!!

**VERMONT MEDICAL SOCIETY RESOLUTION****Call to Prioritize Primary Care**

*Submitted by VMS Executive Committee for adoption at VMS Annual Meeting on November 6, 2021*

WHEREAS, high-quality primary care is the foundation of a high-functioning health care system and is critical for achieving health care's quadruple aim (enhancing patient experience, improving population health, reducing costs, and improving the health care team experience). High-quality primary care provides comprehensive person-centered, relationship-based care that considers the needs and preferences of individuals, families, and communities. Primary care is unique in health care in that it is designed for everyone to use throughout their lives—from healthy children to older adults with multiple comorbidities and people with disabilities.<sup>1</sup>

WHEREAS, people in countries and health systems with high-quality primary care enjoy better health outcomes and more health equity, yet in the United States primary care is under-resourced, accounting for 35 percent of health care visits while receiving only about 5 percent of health care expenditures nationally.<sup>2</sup>

WHEREAS, evidence shows that the dominant fee for service payment mechanism, in combination with the process CMS uses to set relative prices for primary care and other services in the Physician Fee Schedule, continues to devalue primary care relative to its population health benefit, resulting in large and widening gaps between primary care and specialty care compensation;<sup>3</sup>

WHEREAS, a 2020 report by the Green Mountain Care Board (GMCB) and the Department of Vermont Health Access (DVHA) determined that in Vermont, the percent of 2018 health care spending on primary care (claims-based and non-claims-based) was 10.2% overall, ranging from 24.3% for Medicaid, 9.2% for commercial payers to 6.5% for Medicare;<sup>4</sup>

WHEREAS, Vermont Medicaid has made cuts to primary care in areas including the primary care case management fee (FY2019); reductions in vaccination administration rates (2017-2019); and reductions to primary care visit rates in the 2020-21 fee schedule;

WHEREAS, COVID-19 has placed primary care under additional pressure between higher costs for labor and supplies; a decline in visits as Vermonters stayed home and put off routine care; and higher demand for services that are not paid for such as screening for COVID testing needs and vaccine advice. Telemedicine has been a lifeline for both practice sustainability and

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<sup>1</sup> National Academies of Sciences, Engineering, and Medicine 2021. *Implementing High-Quality Primary Care: Rebuilding the Foundation of Health Care*. Washington, DC: The National Academies Press. <https://doi.org/10.17226/25983>.

<sup>2</sup> *Id.*

<sup>3</sup> *Id.*

<sup>4</sup> GMCB & DVHA, *Defining Primary Care and Determining Primary Care's Proportion of Health Care Spending in Vermont*, January 15, 2020 [https://legislature.vermont.gov/assets/Legislative-Reports/Act-17-Primary-Care-Spend-Report-15-January-2020\\_Final.pdf](https://legislature.vermont.gov/assets/Legislative-Reports/Act-17-Primary-Care-Spend-Report-15-January-2020_Final.pdf)

39 patient access to care, yet it has not filled the gaps entirely. Vermont's experience is mirrored  
40 in national data. National reports show that as of mid-2020, 8 percent of physicians nationally  
41 had closed their practices as a result of COVID-19. 22 percent of those were in primary care;  
42 the majority (76 percent) were private practice owners or partners, while 24 percent were  
43 employed by a hospital or medical group.<sup>5</sup>  
44

45 WHEREAS, fee for service payments can create barriers for primary care practices to move  
46 away from a biomedical, disease-focused model to one that addresses people's expressed needs  
47 and preferences, includes individuals and families more in their care, and responds to the  
48 multitude of factors that impact health, including the context of the community;<sup>6</sup>  
49

50 WHEREAS, states that have mandated an increasing minimum percentage of health care  
51 dollars be spent on primary care services have achieved an increased investment in primary care,  
52 to over 12% in both Rhode Island and Oregon;<sup>7</sup>  
53

54 WHEREAS, problem-based visits to primary care clinicians have been declining, possibly due  
55 to factors such as lack of primary care clinicians and available appointments, high deductible  
56 health plans and increasing costs to patients, and patients seeking urgent care and retail clinics  
57 for problem-based care;<sup>8</sup>  
58

59 WHEREAS, numerous reports have highlighted the workforce challenges facing primary care,  
60 from an aging workforce to an increasing cost of medical education to frozen federal dollars for  
61 graduate medical education and burnout among existing clinicians;<sup>9</sup>  
62

63 WHEREAS, in Vermont, primary care FTEs per 100,000 population decreased from 80.2 to  
64 69.6 between 2008 and 2018, 31% of primary care physician are over age 60 and 15% are  
65 planning to retire or reduce hours in Vermont within 12 months;<sup>10</sup>  
66

67 WHEREAS, in the summer of 2017, the Green Mountain Care Board conducted a Clinician  
68 Landscape Survey of over 400 Vermont clinicians to assess overall morale and the factors  
69 affecting providers' decisions to practice in hospital or independent settings. The results  
70 revealed that regardless of the employment setting or area of specialization, "paperwork, billing  
71 and administrative/regulatory burden" were among the most frequently cited sources of  
72 provider frustration and threat to practice success;<sup>11</sup>  
73

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<sup>5</sup> *The Physicians Foundation's 2020 Survey of America's Physicians*, <https://physiciansfoundation.org/wp-content/uploads/2020/08/20-1278-Merritt-Hawkins-2020-Physicians-Foundation-Survey.6.pdf>

<sup>6</sup> National Academy of Sciences at p. 96.

<sup>7</sup> National Academies of Sciences at p. 306.

<sup>8</sup> National Academies of Sciences at p. 84-85. In contrast, preventive visits have been increasing.

<sup>9</sup> GMCB Rural Health Task Force, *Workforce Subcommittee Report*, January 10, 2020

<https://gmcbboard.vermont.gov/sites/gmcb/files/documents/Rural%20Health%20Services%20Report-%20Workforce%20White%20Paper%20FINAL%201.23.20.pdf>

<sup>10</sup> Vermont Department of Health, *2018 Physician Census*,

<https://www.healthvermont.gov/sites/default/files/documents/pdf/HS-Stats-phys18-ppt-.pdf>

<sup>11</sup> GMCB, *Vermont Clinician Landscape Study*, October 2017,

[https://gmcbboard.vermont.gov/sites/gmcb/files/files/resources/reports/Vermont%20Clinician%20Landscape%20Study%20Report%20October\\_1\\_2017\\_FINAL.pdf](https://gmcbboard.vermont.gov/sites/gmcb/files/files/resources/reports/Vermont%20Clinician%20Landscape%20Study%20Report%20October_1_2017_FINAL.pdf)



74 WHEREAS, for every hour of physicians' clinical face time with patients, nearly 2 additional  
 75 hours are spent on desk work – a recent time study revealed that during the office day,  
 76 physicians spent 27.0% of their total time on direct clinical face time with patients and 49.2% of  
 77 their time on EHR and desk work;<sup>12</sup>

78  
 79 WHEREAS, despite a 2018 consensus statement on improving the prior authorization process  
 80 jointly drafted by the American Medical Association, American Health Insurance Plans, BCBS  
 81 Association and the American Hospital Association,<sup>13</sup> 85% of physicians surveyed since the  
 82 statement still report the burden associated with PAs as high or extremely high;<sup>14</sup>

83  
 84 WHEREAS, VMS and other health care organizations have been calling on the legislature and  
 85 regulators to address issues of primary care reimbursement, workforce and administrative  
 86 burden for over a decade;<sup>15</sup>

87  
 88 WHEREAS, VMS has successfully advocated for a number of primary care initiatives including  
 89 the recent study of the percent of health care spending on primary care services (Act 17 of  
 90 2019), studying reducing copays for primary care services (Act 74 of 2021), funding for two  
 91 years of a primary care incentive scholarship (Act 74 of 2021), requiring “gold card” pilots  
 92 waiving prior authorization (Act 140 of 2020), mandating parity for telehealth services (Act 64  
 93 of 2017) and coverage of audio-only services (Act 6 of 2021), however many of these items  
 94 require continued advocacy for full implementation;

95  
 96 WHEREAS, primary care initiatives in Vermont are decentralized between the Agency of  
 97 Human Services, Department of Vermont Health Access, Blueprint for Health, Vermont  
 98 Department of Health Office of Rural and Primary Care, Green Mountain Care Board and the  
 99 GMCB Primary Care Advisory Group, OneCare Vermont and their population health,  
 100 prevention and pediatric committees, primary care specialty societies and more;

101  
 102 WHEREAS, Oregon's primary care spend requirement has been coupled with the creation of a  
 103 primary care transformation office in state government;

104  
 105 WHEREAS, at a time when the pandemic has revealed weakness in our health care system and  
 106 the importance of access to health care in addressing health equity and at a time that Vermont

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<sup>12</sup> Allocation of Physician Time in Ambulatory Practice: A Time and Motion Study in 4 Specialties. *Ann Intern Med.* 2016 Dec 6;165(11):753-760. doi: 10.7326/M16-0961. Epub 2016 Sep 6.

<https://pubmed.ncbi.nlm.nih.gov/27595430/>

<sup>13</sup> <https://www.ama-assn.org/sites/ama-assn.org/files/corp/media-browser/public/arc-public/prior-authorization-consensus-statement.pdf>

<sup>14</sup> American Medical Association, *2020 AMA Prior Authorization Physician Survey*, <https://www.ama-assn.org/system/files/2021-04/prior-authorization-survey.pdf>

<sup>15</sup> VMS Resolution, *Addressing Vermont's Primary Care Physician Shortage*, October 2017, [https://vtmd.org/client\\_media/files/vms\\_resolutions/2007%20Primary%20Care%20Physician%20Shortage.pdf](https://vtmd.org/client_media/files/vms_resolutions/2007%20Primary%20Care%20Physician%20Shortage.pdf),

see also VMS Resolution, *Supporting the Practice of Primary Care*, November 2016,

[https://vtmd.org/client\\_media/files/vms\\_resolutions/2016PrimaryCare.pdf](https://vtmd.org/client_media/files/vms_resolutions/2016PrimaryCare.pdf); Testimony to Legislature, Brendan

Buckley et al, *Vermont Primary Care, The Path Forward*, Jan. 2016,

<https://legislature.vermont.gov/Documents/2016/WorkGroups/House%20Health%20Care/Primary%20Care/W~Patrick%20Flood~Primary%20Care->

[%20The%20Path%20Forward%E2%80%94Statement%20from%20Vermont%E2%80%99s%20Primary%20Care%20Physicians~1-27-2016.pdf](https://legislature.vermont.gov/Documents/2016/WorkGroups/House%20Health%20Care/Primary%20Care/W~Patrick%20Flood~Primary%20Care-%20The%20Path%20Forward%E2%80%94Statement%20from%20Vermont%E2%80%99s%20Primary%20Care%20Physicians~1-27-2016.pdf); GMCB Primary Care Advisory Group,

<https://gmcbboard.vermont.gov/content/primary-care-advisory-group-meeting-information>

107 is receiving unprecedented Federal Medical Assistance Percentage (FMAP) for Medicaid and  
108 American Rescue Plan Act funds there is more the state can do to sustain all primary care  
109 practices, therefore be it  
110

111 **RESOLVED, that VMS will advocate for the following mechanisms for strengthening**  
112 **our State's primary care practices:**  
113

114 • **Financial**

115 • **Increase Medicaid primary care payments**

116 ○ **Medicaid to update its Resource-Based Relative Value Scale Fee for**  
117 **Service (FFS) Fee Schedule fee schedule to match 100% of the 2021**  
118 **Medicare Physician Fee Schedule and implement Medicare's E/M coding**  
119 **changes, resulting in increases to the RBRVS Fee Schedule for primary**  
120 **care clinicians and primary care codes that will more than compensate for**  
121 **cuts in primary care case management fee (FY2019); reductions in**  
122 **vaccination administration rates (2017-2019); and reductions to primary**  
123 **care visit rates in the 2020-21 fee schedule.**

124 • **Increase percent of commercial payer spending on primary care services**

125 ○ **Commercial insurers to raise their "primary care spend figure" by 1**  
126 **percentage point per year until the percent of spending reaches 12% of**  
127 **overall spending, without adding to overall premiums and to not be**  
128 **accomplished through FFS increases**

129 • **Increase percent of Medicare spending on primary care services**

130 ○ **Green Mountain Care Board and Agency of Human Services when and if**  
131 **negotiating a longer-term extension of Vermont's All Payer Model**  
132 **Agreement to require that Centers for Medicare and Medicaid**  
133 **Services/Medicare increase its percent of spending on primary care**  
134 **services over time**

135 • **Increase Upfront Investments to Support Practices Participating in Payment**  
136 **Reform**

137 ○ **New participants in OneCare's Comprehensive Payment Reform program,**  
138 **or other new payment reform models, receive additional funds (per-**  
139 **member-per-month payments or one-time investments) to support the**  
140 **operational costs and resources necessary to make a smooth transition to**  
141 **value-based payment and practice redesign. This could support additional**  
142 **care coordination staff, quality improvement project support, and helping**  
143 **to take action on data opportunities. Funding to come from American**  
144 **Rescue Plan Act funds or Vermont's Global Commitment for Health 1115**  
145 **Waiver with CMS.**

146 • **Continue advocacy (addressed in separate resolution) for all payers to reimburse**  
147 **at 100% of in-person rates for audio-only telehealth services**  
148

149 • **Reduce administrative burdens**

150 ○ **Participate in stakeholder processes created in Act 140 of 2020 and plan**  
151 **further advocacy based on report outcomes:**



## Call to Prioritize Primary Care Member Feedback

1. "VMS will advocate to staff and fund a Chief Medical Officer of Primary Care position at the Green Mountain Care Board." VMS will fund this role? Has this position been proposed and described elsewhere? I would like to see more details regarding this role. I would suggest adding, or as alternative to "CMO," that VMS advocate for there to always be a physician on the GMCB.
2. Absolutely agree on all counts (except the Audio only reimbursement as discussed in #1)
3. Absolutely essential. We have been working on reducing administrative burden forever, it seems!
4. absolutely yes
5. agree
6. agree
7. Agree
8. Agree
9. Agree
10. Agree
11. Agree
12. Agree
13. Agree
14. Agree
15. Agree
16. Agree
17. Agree
18. Agree
19. Agree
20. Agree
21. AGREE
22. Agree
23. agree
24. Agree - and please include ob/gyn providers, who perform a lot of primary care as well
25. Agree - as a primary care pediatrician, much of the important work I do is either non RVU producing under Medicaid or low RVU producing yet it is important work aiding in shaping of the future of children.
26. Agree 100%
27. Agree strongly
28. Agree strongly with increasing support for primary care. Disagree with expecting embedded EHR tools to streamline anything, unless they are created by someone other than the EHR vendors and interconnected with the EHR. Certain dominant EHR vendors have failed repeatedly to produce end user interfaces that are well designed and user tested. Don't trust them.
29. agree that supporting primary care. should be a very high priority. I worry that GMCB strongly favors UVMMC in an aim to consolidate money and influence, and disregards independent primary care as well as independent hospitals. I am also very skeptical about the role of onecare in this process. I see no actual benefit from what they are offering, and find that they do not offer any clear financial report. They are paying my business in primary care but are literally unable to give us any clear explanation of how the payment is calculated. They are unresponsive to inquiry by my care management staff. Their care management software is

horrific to use and does not seem to offer any actual care management value, rather is just busywork the must be done to get primary care payment. If this is what they are doing across the board I wonder whether there is any real value in to OneCare or whether it is more of a parasitic organism in our system. I find them in general to be shady and unprofessional, and am concerned that they are profiting off VT patients and VT government while offering mostly smoke and mirrors type explanations of what they are actually doing. There are a lot of pretty words on their website, but I want a clear accurate accounting of how money is being used by them that is vetted by a reliable independent auditor.

30. Agree with this resolution. Primary care is the backbone of population health and without adequate reimbursements and less administrative hassle, the workforce of primary care providers in our state could decrease with negative consequences for patients, providers, and the healthcare metrics in Vermont.
31. agree. primary care in Vermont is weak.
32. Agreed
33. Agreed
34. As was argued in the 1980's, I would hope that OBGYN would be included in the category of primary care for this push, in as much as OBGYNs are the primary care docs for many of their patients, particularly during their reproductive years.
35. Disagree
36. Disagree. E/M services were just reevaluated by CMS - extensively - which will by definition improve payment for primary care.
37. do not agree with primary care payment expansion at expense of others.
38. Excellent idea. I agree.
39. for
40. Full support.
41. Fully support this
42. generally in favor
43. Great work! I am especially excited about this as a general pediatrician.
44. I agree
45. I agree 100% with strengthening primary care.
46. I am a specialist but agree that PCPs should receive more support.
47. I have no specific comments on this proposal
48. I support the above and the concept of prioritizing primary care. I would also add some specific language re how to improve the financial health of primary care by not just asking for more money, but by asking for help in improving efficiency to improve the bottom line- like expanding education reimbursement for NPs and HAs who work in primary care, or providing a regional IT service such as what an MSO might provide, allowing group purchasing by removing any barriers to it, etc, etc.
49. I support this, but it does not go far enough: Commercial payers should raise primary care spending by 2% per year until it reaches 15% of overall spending. Medicaid should do likewise. A Chief Medical Officer for Primary Care on the GMCB is a good idea. Medical student scholarship should be expanded to cover all 4 years.
50. I support this. We clearly need to address the shortage and undervaluation of primary care services.
51. I support this. We have a critical shortage of access to primary care and need to do anything we can to make primary care practices more sustainable and to encourage more physicians to enter primary care.
52. In principle, I'm highly supportive of increased payment for primary care. Some of the specific elements of this resolution may not be feasible or make sense from an economic standpoint, such

as "Commercial insurers to raise their "primary care spend figure" by 1 percentage point per year until the percent of spending reaches 12% of overall spending, without adding to overall premiums and to not be accomplished through FFS increases"

53. It would be great to have some protection against insurances that have intentional Med Utilization programs that deny medically indicated and appropriate services to cut their cost. Insurances that are notorious for doing this include United Health Care. They make physicians and our staff wait on hold for hours in order to get a prior auth on something that should not require PAs.
54. Medicaid is woefully underfunded and rural hospitals and physician offices are suffering greatly as result which makes the rural health care system vulnerable to collapsing.
55. No
56. No Comment
57. Not likely that the All Payer Model will extend beyond January 2022. Therefore, Vermont should move forward on other value-based payment models and healthcare for all Vermonters.
58. Ok
59. Ok
60. OK
61. please introduce acronym with 1st time use. I forget what RBRVS (pronounced 'rub ruv suh' ) stands for we believe medicare medicaid fee schedules reflect the value placed on the respective populations we value children and adults equally equitable care principles ( and its charge ) applies to all.
62. Primary care, the most appropriate place for initial access to care for patients needs support to create value, an in turn, availability. It should not be provided on the back of specialty practitioners but rather from reducing the impediments and cost administrative tenets have incessantly created.
63. Prior authorization for all psychiatric medications should not have to be renewed yearly. It. Is. A. Huge. Waste. Of. Time. This includes medications for ADHD.
64. Prior Authorizations have continued to require excessive time, stress for patients and often delayed care; there was very little respite from this during COVID state of emergency. ARPA funds will need to be for finite projects and if so, construction or remodeling of space in the medical home to support embedded care may be an area of need, e.g. Social Workers, Therapists, Care Coordinators, Nutritionists. The ARPA funding could also help support CPR and or Care Coordination programming through the ACO and include all comers, no age limits.
65. reductions in vaccination administration payment rates (2017-2019) We don't want to reduce vaccination rates
66. should be expanded to all physicians not just primary
67. Sounds like take money from others to pay primary care - not sure why I would support this.
68. Strongly agree. After 25 years in, I left primary care to do emergency because of the administrative burden that resulted in less time with patients than 'paperwork' and lower and lower reimbursements. Eight years later, my former practice is down 2 physicians and unable to recruit another. Why would another come?
69. Support
70. Support anything that supports recruiting and retaining primary care physicians
71. Support; but would like to have VMS study whether E&M codes used in psychiatry are being reimbursed at the same amount as those in primary care; if not, these provisions should be applied to psychiatry as well as primary care.
72. The health of the population starts with primary care.
73. The pandemic highlighted the underlying supportive role of primary care especially early on when patients were afraid of going to the ER. Our availability and knowledge of our patients

allowed us to triage and treat many patients over the phone or internet avoiding trips to the ER.

74. They work so much harder (than us specialists) and deserve more.
75. This is all fine, but it seems to me a significant part of this is equally applicable to non-primary MDs, e.g., reducing administrative burdens.
76. This is an extremely long and complex resolution!
77. This is extremely important as patients face the "retirement cliff" in physicians providing primary care, in order to recruit and retain new primary care physicians into rural areas of the state, where > 50% of the patients are Medicaid/Medicare .
78. This is too long. Separate resolutions for the financial and the administrative burdens. The financial increases for primary care should not be realized through direct cuts in specialty care
79. Vermont depends on primary care. This is a major way we are going to prevent overwhelming our health care systems (ER/Urgent Care/Mental Health/NH/SAR) by keeping patient care appropriately in the medical home. If we are honest in recognizing that Vermont's population is growing AND our population is aging, supporting our State's primary care infrastructure is vital.
80. What about increasing Medicaid rates more broadly? for example, the Medicaid rate for inpatient mental health care is so low that inpatient mental health care is essentially non-viable - with the result that these vulnerable Medicaid patients continue to live in emergency departments, often for weeks at a time. A humanitarian crisis right here in VT that could be partially alleviated by a change in Medicaid rates.
81. Without a substantial increase in PCP payments, our state health will decline. My young adult patients "graduating" from my pediatric practice are having difficulty finding an adult PCP, and nearly impossible if they have Medicaid. I would recruit another pediatrician (in anticipation of retirement in the next 5 years) and a Family practice NP (my office nurse is completing his education) but insurance payments are a significant barrier for anyone wanting to move into primary care (especially if they have educational debt). Bennington, I believe, doesn't qualify for educational loan forgiveness. The loan forgiveness should apply to any area in the state.
82. YES
83. Yes
84. Yes
85. Yes
86. Yes, I agree

**VERMONT MEDICAL SOCIETY RESOLUTION****Support for Increased Access to Home Health and Hospice Services**

*Submitted by VMS Executive Committee for adoption at VMS Annual Meeting on November 6, 2021*

WHEREAS, the Vermont Medical Society recognizes the integral role that home health and hospice agencies perform in providing acute and post-acute services that support the entire health care continuum in Vermont for patients who are unable to leave their home; and

WHEREAS, the Vermont Medical Society recognizes the value that services delivered in the home provide to the overall health outcomes for patients in addressing chronic conditions and recovering from acute and post-acute health procedures; and

WHEREAS, the Vermont Medical Society recognizes the cost-savings that services delivered in the home provide to the patient and the overall health care system in Vermont;<sup>1</sup> and

WHEREAS, Vermont is the second oldest state in the nation, with 20 percent of Vermont's population over the age of 65;<sup>2</sup> and

WHEREAS, according to a 2018 study from the American Association of Retired Persons (AARP) 90 percent of Americans over the age of 65 prefer to receive care in their homes as they age;<sup>3</sup> and

WHEREAS, Vermont's home health agencies are heavily dependent on public funding, with about 59 percent of their services covered by Medicare and another 26 percent covered by Medicaid;<sup>4</sup> and

WHEREAS, eligibility for home health services covered by Medicare is narrowly interpreted and dependent on an individual's homebound status, which largely includes individuals who need post-acute, skilled care after a hospitalization, and individuals with longer-term, skilled care needs that require services to be delivered in a home or community-based setting;<sup>5</sup> and

WHEREAS, Medicare's home health benefit provides limited coverage for "skilled care," which includes: skilled nursing care, physical therapy, speech-language pathology services, and

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<sup>1</sup> National Association of Home Care. Defining the Value of Home Health, March 2019.

[https://www.nahc.org/wp-content/uploads/2019/04/NAHC\\_WhitePaper\\_Value-of-HomeHealth.pdf](https://www.nahc.org/wp-content/uploads/2019/04/NAHC_WhitePaper_Value-of-HomeHealth.pdf)

<sup>2</sup> U.S. Census Bureau (2019). American Community Survey 1-year estimates. Retrieved from Census Reporter Profile page for Vermont <<http://censusreporter.org/profiles/04000US50-vermont/>>

<sup>3</sup> [https://www.aarp.org/content/dam/aarp/research/surveys\\_statistics/liv-com/2018/home-community-preferences-survey.doi.10.26419-2Fres.00231.001.pdf](https://www.aarp.org/content/dam/aarp/research/surveys_statistics/liv-com/2018/home-community-preferences-survey.doi.10.26419-2Fres.00231.001.pdf)

<sup>4</sup> VTDigger: Nurses, Lawmakers Plan Fight Home Health Care Cuts. December 5, 2018.

<https://vtdigger.org/2018/12/05/nurses-lawmakers-plan-fight-home-health-care-cuts/>

<sup>5</sup> Commonwealth Fund: Medicare Home Health Taking Stock Covid-19. October 21, 2020.

<https://www.commonwealthfund.org/publications/issue-briefs/2020/oct/medicare-home-health-taking-stock-covid-19-era#5>



36 continuing occupational therapy, of less than 8 hours per day and and/or 28 hours per week;<sup>6</sup>  
37 and in Vermont, Choices for Care (CFC) Long-Term Medicaid covers home and community  
38 based services that support activities of daily living for older adults and adults with physical  
39 disabilities receiving care in a home or community based setting, such as: meal delivery,  
40 shopping, bathing, and dressing; and

41  
42 WHEREAS, according to the VNAs of Vermont, there has been an incremental reduction in  
43 Medicare reimbursement rates for home health agencies in Vermont, which in 2018, were down  
44 by 14 percent since 2009;<sup>7</sup> and Medicaid payments for all home care services, including CFC,  
45 do not cover the cost of doing business as a designated, Medicare approved home health  
46 agency;<sup>8</sup> and

47  
48 WHEREAS, during the COVID-19 pandemic Medicare beneficiaries were provided expanded  
49 access to telehealth services, yet the ability for home health agencies to bill Medicare for  
50 telehealth remains limited; and

51  
52 WHEREAS, home care workers typically receive inadequate compensation for the array of  
53 essential services they provide, with few or no benefits, which results in a reported national  
54 turn-over rate of 65.2% and inconsistent access to home-based services;<sup>9</sup> therefore be it

55  
56 **RESOLVED, the Vermont Medical Society will work with Vermont home health and**  
57 **hospice agencies, the Department of Vermont Health Access, the Department of Aging**  
58 **and Independent Living, the General Assembly and Vermont's Congressional delegation**  
59 **to support:**

- 60     • **Reliable access to quality, home care services in every region of the State;**  
61     • **Adequate reimbursement to Vermont's home health and hospice agencies and to**  
62     **health care professionals who provide home visits, to enable them to serve all**  
63     **eligible Vermonters and provide patients with high quality care;**  
64     • **Expanded coverage for home health services including telehealth services under**  
65     **the Medicare program and telemonitoring services by all payers;**  
66     • **Expanding eligibility for home health services so that all Vermonters who would**  
67     **be best served by health care delivered in the home can receive services in that**  
68     **setting;**  
69     • **Increased inclusion in Vermont's All Payer Model, with adequate payments for**  
70     **care coordination to reduce unnecessary and preventable emergency department**  
71     **utilization and hospitalizations.**

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<sup>6</sup> Medicare Benefit Policy Manual. November 6, 2020. <https://www.cms.gov/Regulations-and-Guidance/Guidance/Manuals/downloads/bp102c07.pdf>

<sup>7</sup> Home Health Care News: Vermont Home Health Agencies Face Big Financial Hit Under Proposed Medicare Changes, November 28, 2018. <https://homehealthcarenews.com/2018/11/vermont-home-health-agencies-face-big-financial-hit-under-proposed-medicare-changes/>

<sup>8</sup> Report on Rate Setting; Medicaid. January 15, 2016. <https://legislature.vermont.gov/assets/Legislative-Reports/FINAL-RateSettingReportCorrectedDate-2.22.16.pdf>

<sup>9</sup> 2021 Home Care Benchmarking Study. May 26, 2021. <https://www.hcoa.org/newsletters/caregiver-turnover-rate-is-652-2021-home-care-benchmarking-study>

**Support for Increased Access to Home Health and Hospice Services  
Member Feedback**

1. Absolutely
2. Add: adequate payment for home visits by primary care physician when this is needed.
3. Agree
4. Agree
5. Agree
6. Agree
7. Agree
8. Agree
9. Agree
10. Agree
11. Agree
12. Agree
13. Agree
14. Agree
15. Agree
16. Agree
17. Agree
18. Agree
19. Agree
20. Agree
21. Agree
22. Agree
23. Agree
24. Agree
25. Agree
26. Agree
27. Agree
28. agree
29. Agree and support
30. Agree as written
31. Agree but would also add under the second bullet point - adequate reimbursement to the physicians who provide such consultations in the office to patients and family
32. Agree, we luckily do not have many hospice patients in pediatrics but do use home visiting nurses as a vital part of what we do. They are a part of the team that can go visit and evaluate more frequently than we are able to in the office.
33. agree.
34. Agree. We need to acknowledge that the infrastructure of people who can provide this level of care is very understaffed.
35. Agreed
36. Agreed
37. As written: "Increased inclusion in Vermont's All Payer Model, with adequate payments for care coordination to prevent hospitalizations and emergency department visits." I recommend changing to "...care coordination to reduce unnecessary and preventable emergency department utilization and hospitalizations."
38. Care at home is better for all and allows for acute care facilities to serve in the role necessary for treatment of serious disease.

39. For
40. Full support
41. Fully support this
42. Good home care, especially at hospital discharge, has been shown to reduce the hospital readmission rates.
43. I agree
44. I agree
45. I am in favor of this resolution
46. I am supportive
47. I fully support this initiative
48. I fully support. I am in oncology and struggle to get access to home health services for patients in some parts of the state. increasing home health and hospice would help to decrease unnecessary hospitalizations.
49. I support this as well given how critical home health services are to pivoting from fee-for-service to upstream preventive population health measures. Such measures promote wellness and do not just deal with downstream illness that results in rising healthcare costs and the stressors that currently exist in healthcare delivery in our state.
50. Improvements in these services are much needed. This is the right thing to do ethically and may save money by avoiding hospitalizations and ED visits.
51. NO
52. Ok
53. Ok
54. OK
55. Patients should not die in the hospital if they can be at home adequately cared for.
56. Recognize that the home health agencies work hard at continuity of care and are not adequately reimbursed at present to cover their administrative burden to keep medical homes in the loop. That and the assumption of risk by working in a patient's home.
57. So important.
58. Strongly agree that we need to create and support a pervasive infrastructure for caring for patients at home rather than in expensive and family-negative hospital settings. We need such systems to be designed to be resistant to dismantling due to circumstances such as pandemic.
59. strongly in favor
60. Support
61. Support
62. Support
63. Support
64. Support
65. Support this resolution
66. The value of care in the home is beginning to be recognized more fully, not just during the post-hospitalization time but on a continuing basis. This is a role more primary care physicians would engage in if it were adequately compensated. I was one of the few primary care MDs who did house-calls prior to retirement. Although the financial compensation was grossly inadequate the benefit to the patient was incomparable.
67. Very important, this has been a concerning gap in our state.
68. what about nursing home care?
69. Would like to hear more discussion about this issue and presentation by the supporters. Is the goal to relax current restrictions to qualify for home health?, to increase reimbursement?, to expand beyond Medicare? Need more info

70. Yay! Home health services are a vital prong in keeping people out of the hospital and nursing homes. Vermonters need help in their homes both to prevent hospitalizations (i.e. provide wound care to prevent need for surgical debridement or parenteral antibiotics) as well as to support our elders and keep them living in their homes independently. Post-partum mothers should not be denied home health services by insurers because they are not "homebound".

71. Yea

72. YES

73. Yes

74. Yes

75. Yes

76. Yes

77. Yes

78. Yes

79. Yes

80. Yes, agree

81. Yes, I agree

82. Yes, I support this.

**VERMONT MEDICAL SOCIETY RESOLUTION**

**Addressing Pediatric Mental Health Needs in Vermont**

*Submitted by VMS Executive Committee for adoption at VMS Annual Meeting on November 6, 2021*

WHEREAS, containment measures, including pandemic-related restrictions and school closures, have been associated with the development and exacerbation of pediatric mental health disorders;

WHEREAS, inadequate treatment for patients with mental health concerns has been an issue for decades with two resolutions passed by VMS in 2014 to try and alleviate boarding of mental health patients in emergency departments;

WHEREAS, acute pediatric mental health needs are rising and mental health boarding times are increasing with increased lengths of stay due to a lack of acute mental healthcare infrastructure and resource availability;

WHEREAS, the emergency department is not a setting with the ability to provide ongoing treatment for patients with primary mental health concerns;

WHEREAS, the impact on emergency department operations is significant, and resources including beds and staff are being diverted from other patients resulting in prolonged wait times and delay in treatment of those with emergent medical conditions;

WHEREAS, the current availability of inpatient psychiatric care continues to be unable to accommodate the need of children and adults in Vermont;

WHEREAS, community-based and transitional units, such as peer respite models, have been shown to reduce the number of acute mental health visit emergency department,

WHEREAS, Child Psychiatry Access Programs (CPAP) are consultation programs for pediatric primary care aimed at improving access to and quality of mental health care for children and adolescents with evidence that CPAPs increase parent satisfaction of care provided by the pediatrician, with a purpose of beginning to address specialist shortages in a rural state like Vermont;

WHEREAS, the impacts of pediatric psychiatric boarding in the emergency department include increased mortality risk, poor quality of care, emergency department crowding, and practitioner burnout;

42 WHEREAS, as an estimated 20% of children in the US were diagnosed with a  
43 behavioral/mental health condition in 2019, which is exponentially growing due to the COVID  
44 pandemic, now is the time to assess a comprehensive and multi-faceted approach to children's  
45 mental health in Vermont, that includes both short-term measures to alleviate the current acute  
46 boarding crisis as well as longer-term interventions designed to support the growing need for  
47 mental health services both inside and outside the hospital setting; therefore be it  
48

49 **RESOLVED, that VMS Work with partners such as the American Academy of Pediatrics**  
50 **Vermont Chapter, American College of Emergency Physicians Vermont Chapter,**  
51 **Vermont Academy of Family Physicians, Vermont Psychiatric Association, Vermont**  
52 **Association of Hospitals and Health Systems and Vermont Department of Mental Health**  
53 **to advocate for sustainable & appropriate funding for a comprehensive and multi-faceted**  
54 **approach to children's mental health in Vermont, that includes both short-term**  
55 **measures to alleviate the current acute boarding crisis as well as longer-term**  
56 **interventions designed to support the growing need for mental health services both**  
57 **inside and outside the hospital setting, including, but not limited to, the following**  
58 **specific areas:**

- 59 1. **Build/bolster the statewide infrastructure to meet the needs of all patients in**  
60 **need of mental healthcare including:**
  - 61 a. **Increase inpatient mental health facility capacity including the**  
62 **development of additional mental health facilities**
  - 63 b. **Community based & transitional units focused on addressing acute mental**  
64 **health concerns (such as Psychiatric Urgent Care for Kids (PUCK), Mobile**  
65 **response, emergency Psychiatric Assessment, Treatment & Healing**  
66 **(emPATH) units, peer respite),**
  - 67 c. **Creation of a comprehensive forensic mental health system**
  - 68 d. **Fully funding the Vermont Child Psychiatry Access Program (CPAP) as a**  
69 **service available full time for pediatric primary care providers**
  - 70 e. **Increase psychiatric capacity in Emergency Departments including the**  
71 **development of safe ED psychiatric treatment space and/or psychiatric**  
72 **specific emergency departments**
- 73 1. **Workforce capacity building - continue to support initiatives and funding which**  
74 **will bolster the mental health workforce capacity in Vermont**
- 75 2. **Advocate for the Department of Mental Health to fund statewide chart**  
76 **auditing/quality measurement of children admitted to emergency departments**  
77 **for mental health services in order identify gaps in care/treatment services to**  
78 **make systematic change, which must include a process to synthesize chart audit**  
79 **results, then review and implement change**

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**Addressing Pediatric Mental Health Needs in Vermont  
Member Feedback**

1. Another critical area of advocacy.
2. "38 WHEREAS, the impacts of pediatric PSYCHIATRIC boarding in the emergency department" "57 a. Inpatient mental health facilities" -- change to "Increase inpatient mental health facility capacity including the development of additional mental health facilities" "Build/bolster the statewide infrastructure to meet the needs of all patients in 56 need of mental healthcare including:" ADD d. Increase ED capacity including development safe ED psychiatric treatment space and/or psychiatric specific emergency departments
3. Absolutely
4. Agree
5. Agree
6. Agree
7. Agree
8. Agree
9. Agree
10. Agree
11. Agree
12. Agree
13. Agree
14. Agree
15. Agree
16. Agree
17. Agree
18. Agree
19. Agree
20. Agree
21. Agree
22. Agree
23. Agree
24. Agree
25. Agree
26. Agree as written
27. Agree this is huge aspect of what we do as pediatricians. We spend a significant amount of time dealing with mental health needs that is really more counseling, case management, family dynamics work due to the limits of these services in our area. We need more "lower level" mental health services (before pediatrician) to support this families better. More readily available access to psychiatry support is also needed.
28. Agree with whatever it takes to to support this crucial need
29. Agree, with two caveats. 1. must address root causes of the mental health epidemic!!! Just building more places for patients and caregivers to watch over them is not going to do that. 2. DO NOT expand the EDs to hold more borders! Put that money and effort into a) helping primary care keep them off the hospital threshold and b) more non-general hospital mental health facilities.
30. Agree.
31. Agreed
32. All good
33. ALL mental health needs to be expanded and supported in Vermont, not just Pediatrics.



34. CPAP means continuous positive air pressure to me and the word salad - Resolved - children, specifically 1 all patients, 2 aggregate a workforce and 3 have the government look at kids charts synthesize review and implement - all clear to the author and not coming through the chosen words and order.
35. Excellent!!!
36. Focusing on mental health of children can only be good.
37. For
38. Full support
39. Fully support
40. Fully support this with emphasis on funding community based mental health care
41. Great work! I am especially excited about this as a general pediatrician.
42. I agree
43. I am a pediatrics specialist and many of my patients are really struggling with mental health issues and have no access to the care they need.
44. I am highly supportive of advocating for improvements around children's (and adult's) mental health services. I would advocate striking resolved #3, as I'm not sure there is need for this level of granularity in process and I believe there is general consensus around the types of services needed.
45. I am not sure about this. more care in this area is needed but the quality of care is, at times, poor.
46. I could not be more strongly supportive of this resolution than I am—and am glad VMS is as well. Having proper services for mental health care delivery to youth in our state has reached an untenable point of crisis--that needs what is in this resolution to try to at least make the mental health crisis for children (and adults) more manageable than it currently is.
47. I strongly feel there is a need for increased inpatient adult psychiatric services in our state as well.
48. I support this
49. I support this resolution
50. I support this.
51. If nothing else gets accomplished, please this.
52. Mental health services have been historically underfunded, and parity with other health services should be a goal. We in the southwest cannot get psychiatric services for out patients.
53. N/a
54. Need to support access to high quality mental health counseling. This is a very important need.
55. NO
56. No Comment
57. no comment
58. Of course, mental health support across the board is needed, but especially in pediatrics.
59. Ok
60. Ok
61. OK
62. Ok
63. PUCK, CPAP no acronyms or jargon please
64. Strongly agree, especially #1 as top priority
65. Support
66. Support
67. Support
68. Support
69. Support this resolution

70. The other major concern is in many rural areas of Vermont, patients do not have access to MD psychiatrist. They only have access to associate clinician psychiatry specialists but never actually see an MD to get serious life major diagnosis like bipolar disorder, schizophrenia, etc.
71. The pandemic in this arena is clear - enough said.
72. The urgency of bolstering our pediatric mental illness capacity could not be greater. Eating disorders, depression, low function from COVID related isolation and trauma has affected our future generation. We need a safety net so that they can gain resilience and not get so sick as to need an ED bed for days to weeks.
73. The VT mental health system is not really a system. Much work, including the above needs to be done to improve the situation which is dire need of overhauling. I strongly support this resolution.
74. There is currently a critical shortage of in-patient psychiatric beds. The infrastructure must urgently be addressed. This is needed for the safety of the patient, public, and providers.
75. very important
76. what about adult mental health? kids represent a small fraction of what we are seeing. We need a comprehensive review of the entire approach to mental health care in VT, including but not limited to children.
77. Yea
78. Yes
79. Yes
80. Yes
81. Yes
82. Yes
83. YES!!!!
84. Yes, agree
85. Yes, I agree that this is of vital importance.
86. yes, remember families also need support

**To: VMS Membership**  
**From: VMS Council**  
**Re: Recommended Bylaws Changes**  
**Date: September 20, 2021**

The VMS Council is submitting the following recommended changes to the VMS bylaws for consideration by the VMS membership at the VMS Annual Membership Meeting on November 6, 2021 from 9am - 12 pm. This memo and accompanying bylaws drafts serve as notice to members of the proposed changes. Please contact VMS President Simi Ravven, MD, at [president@vtmd.org](mailto:president@vtmd.org) or VMS Executive Director Jessa Barnard at [jbarnard@vtmd.org](mailto:jbarnard@vtmd.org) with any questions or concerns. There will also be time for discussion at the Annual Meeting.

In November 2019, the Council appointed a Governance & Bylaws Committee to review and recommend updates to the VMS Bylaws and governance structure. The Committee has now completed a final draft of proposed bylaws changes, which were reviewed and supported by the VMS Council at the Council's September 2021 meeting. Below is a summary of the significant changes the Council has supported, with full versions attached - both a clean and red-lined version. The changes propose to streamline and modernize the VMS governance structure, including how frequently resolutions are reviewed, the membership of the Council, and the role of the Council versus the annual meeting. Please review the changes and reasoning behind them closely. Questions can also be directed to members of the VMS Governance Committee: Norman Ward, MD, Wendy Davis, MD, Trey Dobson, MD, Naiim Ali, MD, Catherine Schneider, MD, Sarah Bushweller, PA-C.

### **Chapter I - MEMBERSHIP**

Section 1. Guiding Principles - New to the bylaws, updates VMS' mission.

Section 2. Types of Membership - Largely updating language to match how current membership categories function. Adds ability of Geisel School of Medicine students to join as medical student members. Adds a voting PA, student and resident member of the Board, as described below.

Sections 3-5 - Updated language to match current practice with respect to setting dues, disciplining members; clarifies the Board makes final discipline decisions.

### **Chapter II - MEETINGS OF THE MEMBERSHIP**

Section 2 - Explicitly allows business of annual meeting to be conducted electronically.

Section 3 - Simplifies level of detail in bylaws regarding required elements of the annual meeting; changes Rules of Order followed from Robert's Rules of Order to AIPSC.

Section 4 (removed) - Removes adopting resolutions by the members at the annual meeting and later adds this as a responsibility of the VMS Board on a year-round basis after considering membership feedback. This recommendation has been made after lengthy consideration by the Governance Committee.

The factors leading to this recommendation include:

- The ability to adopt positions on a timely basis versus waiting for one annual membership meeting to adopt resolutions
- Increasing consistency in the policy-adopting process (currently “resolutions” must be presented to the membership at an annual meeting but the Council can also adopt policies)
- Maximizing membership engagement, participation and input by asking for ongoing feedback on pending resolutions and by encouraging all members to provide feedback in more “real time” than requiring attendance at an annual meeting
- Allowing time for more in-depth policy discussions, expert feedback and editing in the resolution development process
- Ensuring policies adopted are consistent with the feedback of the representative, governing body of the organization and avoiding the situation in which a small subset of members who are able to attend an annual meeting set a policy direction for the organization
- Reviewing other state and specialty society resolution-adoption processes

The steps would include:

1. Any member, group of members, committee, section or the Board can submit resolution ideas/drafts at any time
2. Resolution will be put out for comment and non-binding vote to all membership
3. Members will be notified via Rounds newsletter if a resolution is on an upcoming Board meeting agenda and informed of ability to participate in the Board meeting
4. At next Board meeting after gathering member feedback, and with ability for members to attend, Board will review the resolution and feedback of membership and take action at that meeting or defer action pending further member or expert input.

Section 4. Action by Written Ballot - allows membership to vote on annual meeting business by ballot if emergency circumstances prevent holding an annual meeting.

### **Chapter III - OFFICERS**

No significant structural changes; clarifies/modernizes language, explicitly states that any member can put forward their name for consideration by the Executive Committee for an officer position.

### **Chapter IV - BOARD**

Section 1. Changes the name of the Council to the Board. Clearly states that the Board is the governing board of the Society

Section 2. Members and Tenure - proposes updates to the composition of Board to ensure functional governing board size with members who attend and are engaged in VMS business. Largely matches current active attendance. This will also increase importance the executive committee reviewing open seats/candidates to ensure diverse Board membership. Language added to explicitly inform members that they can self-nominate or nominate others for consideration by the Board as Members-at-Large or Geographic Board members. Officers elected by membership; remaining members elected by Board.

Seat Types	Current Bylaws	Currently Filled	New Bylaws Proposal
Officers	7	7	7
Ex-officio - Commissioner VDH - Larner COM	2	2	0 (2 non-voting)
At-Large	5	5	5
Geographic - County & Med staff	38 (11 counties & alts; 16 medical staff)	7	Up to 10
Specialty	19	13	Up to 13
Physician Assistant	0 (attend non-voting)	1(non-voting)	1 voting w alternate
Medical Student	0 (4 non-voting)	2 (non-voting)	1 voting (4 total)
Resident/Fellow	0	0	Up to 1
<b>Totals:</b>	<b>71</b>	<b>34</b>	<b>Up to 38</b>

Section 5. Resolutions - As stated above, this responsibility is moving to the Board. The language would state:

*Resolutions may be submitted by any committee or section of the Society, the Board or individual members of the Society, including student members, and shall be submitted to the Board for its consideration. All resolutions presented to the Board shall require a majority vote of the Board for adoption. The Board may adopt procedures for reviewing and seeking membership feedback on resolutions under consideration.*

*Resolutions are intended to express composite positions of the Society and are to suggest a significant course of action to be taken by the Society. Policy as stated in a resolution shall supersede any contradictory earlier policy.*

Section 6. Committees of the Board - Updates duties of the executive committee; removes standing finance, personnel and nominating committees and adds these duties to the executive committee (per current function of the executive committee); authorizes creating of special committees, as needed, to support the work of the executive committee or Board.

Sections 11-13 (prior numbering) - removes references in bylaws to specific VMS awards - standing awards committee added below to committees.

#### **Chapter V - AMERICAN MEDICAL ASSOCIATION**

Updates description of VMS relationship to AMA; updates description of how students are selected to attend.

#### **Chapter VI - FISCAL REQUIREMENTS**

Adds sections to this Chapter on Books & Records, Fiscal Year, Conflicts of Interest, Audits; updates language on Faulkner Fund and special funds.

#### **Chapter VII - COMMITTEES**

Sections 1-4 - Streamlines language regarding membership and operation of committees.

Section 2 (new numbering) - Updates language for 2 existing standing committees (Judicial & Ethics Board, Investment Committee); clarifies that decisions of the Judicial and Ethics Board are sent to the Board for

final decision; adds Vermont Practitioner Health Program Committee & Awards Committee; Removes Committee on Benevolence and adds their tasks to Executive Committee

Section 3 - authorizes creating of ad hoc committees or task forces

#### **Chapter VIII - SECTIONS**

Removes outdated reference to recognized “specialty sections”; authorizes Board to recognize any membership sections that promote and foster the special interests and needs of its members

**Chapter IX - SEAL** - removed

**Chapter IX - WAIVER OF NOTICE** - no changes

**Chapter X - INDEMNIFICATION** - minor edits

**Chapter XI - AMENDMENTS TO THESE BYLAWS** - minor edits

**Appendix i - AMA Principles of Medical Ethics** - removed as this is cross reference to a document maintained by the AMA, which may become outdated

#### **Appendix ii - ARTICLES OF ASSOCIATION OF THE VERMONT MEDICAL SOCIETY**

Modernizing language to VMS’ purposes & powers; streamlined description of membership by cross reference to bylaws; conforming edits to changes in bylaws

# Vermont Medical Society

## **AMENDED AND RESTATED BYLAWS**

November 2021

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## Chapter I MEMBERSHIP

Section 1. Guiding Principles. The mission of the Vermont Medical Society is to optimize the health of all Vermonters and the health care environment in which Vermont physicians and physician assistants practice medicine. Vermont Medical Society members are committed to advancing this mission as well as to upholding the ethical norms of their profession.

### Section 2. Types of Membership

#### A. Active Member

Active membership shall be conferred upon:

1. **Physicians:** Individuals who are licensed in good standing as a Doctor of Medicine by the Vermont Board of Medical Practice or a Doctor of Osteopathy by the Vermont Office of Professional Regulation. Active physician members shall be full members of the society who may vote and hold office.
2. **Physician Assistants:** Individuals who are licensed in good standing as a Physician Assistant by the Vermont Board of Medical Practice. Active physician assistant members may attend any Society membership meeting or committee meeting open to general membership and participate without a vote or holding office, except as described below, and may receive publications of the Society. One (1) Physician Assistant shall serve as a voting member of the Board, and one as an alternate member who may vote in the absence of the primary voting representative, as described further in Chapter IV.

#### B. Affiliate Member

Affiliate members are full members of the Society who may vote and hold office. Affiliate membership is available to physicians and PAs licensed to practice medicine who primarily practice medicine in a state other than the state of Vermont and may be licensed to practice medicine in good standing Vermont or in another state.

#### C. Retired Member

Retired members shall be full members of this Society who may vote and hold office. Retired membership shall be available to physicians and PAs who are not currently practicing medicine due to retirement.

#### D. Life Member

Life members shall be full members of this Society who may vote and hold office. Life members shall not be required to pay dues or fees. Life members may, at their own option, pay the dues assessed for retired members. Life membership shall be conferred upon:

1. A Society member, including a PA, who has retired from the practice of medicine because of disability or incapacity and who has been a member of the Society for ten (10) years or more; or

2. A Society member who has retired from the practice of medicine, is not less than 70 years of age, and has been a member of the Society for ten (10) years or more.

E. Resident or Fellow Member

A physician enrolled in an accredited Residency or Fellowship Program who is licensed to practice in the state of Vermont. Resident/Fellow members shall have the right to vote, but not to hold office. They may serve on Society committees. They will be welcome at all Society meetings and will receive the publications of the Society. There may be up to one (1) designated resident or fellow voting member of the Board. Representatives shall be elected by the Board to serve two (2) year terms, not to exceed three (3) consecutive terms, or until the end of their residency or fellowship program, whichever comes first.

F. Student Member

Any medical student, duly enrolled in the University of Vermont Larner College of Medicine (UVM) or Geisel School of Medicine at Dartmouth may at no cost become a student member of the Vermont Medical Society. Membership will be terminated by resignation, upon graduation from or failure to continue enrollment in the UVM College of Medicine or Geisel School of Medicine.

Student members may attend any Society membership meeting or committee meeting open to general membership and participate without a vote, except as described below, and may receive publications of the Society. Up to four (4) students total selected by the UVM Larner College of Medicine, or Geisel School of Medicine, in a manner determined by the student bodies of each school may serve as the student representatives to participate on the Society Board, subject to the approval by the Board. No more than 3 seats shall be held at one time by either of the schools. The Student Representatives shall be entitled to appoint from among the four Representatives, and subject to the approval of the Board, one (1) voting representative to the Board and two (2) voting representatives to the annual and special meetings of the Society. Student members shall not hold office.

G. Honorary Member

The membership of the Vermont Medical Society may at its annual meeting elect to honorary membership anyone it desires to honor in this fashion. Nominations for honorary membership shall be presented to the Board which shall thoroughly investigate all nominees presented to it. Honorary members shall be welcome at the meetings of the Society and receive its publications but shall not receive other benefits of the Society and shall not vote. Election shall be by majority vote at the annual meeting of the membership.

Section 3. Dues

A. Annual Membership Dues Dues and discounts for all membership categories shall be set by the Board by a vote annually. The same shall be payable annually, each calendar year.

Members or groups unable to pay dues due to temporary circumstances may submit requests for a full or partial hardship waiver to the Society staff. Staff may approve requests for a given

member or group for up to one year, after which they must be approved by the Executive Committee.

Section 4. Termination or Suspension of Membership.

- A. By Resignation Any member of the Vermont Medical Society may submit a written resignation.
- B. For Delinquency of Dues The Society shall notify a member after six months' delinquency of dues that the member will be dropped from the rolls of the Society thirty (30) days from the date of notice unless the dues are paid, or arrangements made with the Society. Such notice may be sent electronically unless a member has previously requested communications by mail. Such member will be officially dropped from the membership after the 30-day period without need for additional notice.
- C. For Infraction of Articles of Association, Bylaws or Principles of Medical Ethics The Board shall review decisions by the Judicial and Ethics Board made pursuant to Chapter VII, Section 2 (A) and may take action to discipline, suspend, or expel a member of the Vermont Medical Society, and may expel a member upon the revocation of a member's license to practice medicine.

Section 5. Appeal and Reinstatement of Terminated or Suspended Member

A physician whose membership has been terminated or suspended for any reason may appeal to the Board and may be reinstated in accordance with criteria established by the Board.

Section 6. Eligibility for Benefit Programs

Vermont Medical Society members are eligible to purchase insurance offered by the Society in accordance with applicable state laws and governing insurance benefit plan documents.

**Chapter II**  
**MEETINGS OF THE MEMBERSHIP**

Section 1. Meetings

- A. Annual Meeting. There shall be an annual business meeting of the membership at a time and place to be fixed by the Board. Notice of the date, time and place of the annual meeting shall be sent to the last known address of each member at least 30 days in advance thereof. Notice may be sent by electronic means unless a member requests to receive notice by mail. Non-members may attend the annual meeting by invitation of the president.
- B. Special Meetings. The membership shall be called into session by the Board on written request of twenty members or by a majority vote of the Board. When a special meeting is thus called, the secretary shall send a notice to the last known address of each member at least ten (10) days before such special session is to be held. The notice shall specify the time and place of meeting and the items of business to be considered. Notice may be sent by

electronic means unless a member requests to receive notice by mail. A special meeting may act only upon the items for which it was called.

#### Section 2. Electronic Meetings

The membership at the annual meeting, a special meeting, the Board, and all boards and committees may conduct all business within the scope of their respective jurisdiction by means of electronic devices, provided that a written record thereof be made and maintained. Meetings may also be held via a hybrid of in-person and electronic participation.

#### Section 3. Annual Meeting Procedures

- A. Rules of Order The annual and/or special meetings shall be governed by the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure (AIPSC) when not in conflict with these bylaws.
- B. Quorum 20 members of the Society shall constitute a quorum, provided that at least three members of the executive committee are participating. Once a quorum is present, it shall be considered to be in effect until the annual meeting is adjourned.

#### Section 4. Duties

At the annual meeting, the members present by majority vote shall:

- A. Elect the officers of the Society;
- B. Receive reports of the officers, Board, and staff on society activities and financial condition;  
and
- C. Perform other functions as necessary or requested by the membership.

#### Section 5. Action by Written Ballot

Upon the determination by the Board that extenuating or emergency circumstances prevent the calling of an in-person or electronic annual meeting, including by not limited to a declared public health emergency, business of the annual meeting requiring a vote may be conducted by ballot. The ballot may be sent by electronic means unless a member requests to receive their ballot by mail. The ballot shall:

- (1) set forth each proposed action;
- (2) provide an opportunity to vote for or against each proposed action;
- (3) indicate the number of responses needed to meet quorum requirements;
- (4) state the percentage of approvals necessary to approve each matter; and
- (5) specify the time by which a ballot must be received by the corporation in order to be counted.

Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

### **Chapter III OFFICERS**

### Section 1. Officers

The officers of the Society shall be a president, a president-elect, a vice president, and a secretary-treasurer.

### Section 2. Qualifications of Officers

The officers must be members of the Society and eligible to hold office according to their membership category in Chapter I of these bylaws.

### Section 3. Nominations and Elections

- A. Nominations by Executive Committee At the annual meeting, the Executive Committee shall present a slate of all officers, delegates and alternates to the American Medical Association. Any member may put their name forward for consideration by the Executive Committee for a position.
- B. Other Nominations Nominations for open positions may also be made orally from the floor, but a nominating speech must not exceed two minutes.
- C. President and President-elect The president-elect shall be elected annually and shall serve as president-elect until the annual meeting of the Society next following that election. The president-elect shall become president upon installation in the course of that meeting and shall serve as president for a one year term or until a successor assumes the seat and is installed. If the president-elect dies, resigns or, in the judgment of the Board is disqualified from the performance of the duties of office, a new president and a new president-elect shall be elected at the next annual meeting.
- D. Other Officers A vice-president shall be elected to serve for one year or until a successor is elected and installed. A secretary-treasurer shall be elected to serve for a period of two years, and may continue to serve consecutive terms until a successor is elected and installed.
- E. Method of Election All contested elections shall be by ballot, and a majority of the votes cast shall be necessary to elect. In case no nominee receives a majority of the votes on the first ballot, the nominee receiving the lowest number of votes shall be dropped and a new ballot taken. This procedure shall be continued until one of the nominees receives a majority of all votes cast, when that candidate shall be declared elected. When there is only one nominee for an office, however, a majority vote without ballot shall elect. Should emergency circumstances prevent the occurrence of an annual membership meeting, election of officers may occur via ballot as set out in Chapter II, Section 4.
- F. Time of Election The election of officers shall take place during the annual membership meeting. The officers of the Society shall assume their office at the close of the annual meeting.

### Section 4. Replacement of Officers

Should a vacancy occur, on account of death, or otherwise, among the officers of the Society, the Board may fill such vacancy by appointment until the next annual meeting, unless otherwise provided for in these Articles of Association or Bylaws.

## Section 5. Duties of the Officers

- A. President The president shall preside at the general meetings of the Board. With the approval of the Board, the president is authorized to appoint committees as requested by the Board or in emergencies. The president is the immediate supervisor of the executive director.
- B. President-elect The president-elect shall officiate for the president during the absence of the president.
- C. Vice President The vice-president shall officiate in the absence of the president-elect and the president.
- D. Secretary-Treasurer The secretary-treasurer, in addition to the duties ordinarily devolving on the secretary of a corporation and those designated in other sections of these bylaws, shall give due notice of the time and place of annual and special meetings of the membership and of the Board and keep the minutes of the annual meeting and the Board. Notice may be sent by electronic means unless a member requests to receive notice by mail. Any or all of these duties may be delegated to appropriate staff, with the secretary having the final responsibility.

The treasurer shall be the custodian of all monies, securities and deeds belonging to the Society and shall hold the same subject to the direction and disposition of the Board. The treasurer shall also review the results of account reviews and audits completed according to Chapter VI of these bylaws. Any or all of these duties may be delegated to appropriate staff, with the treasurer having final responsibility.

## Section 6. Bonding of Officers

Any officer of the Society authorized to sign checks shall be bonded.

## **Chapter IV BOARD**

### Section 1. Function

The Board shall be the governing board of the Society. Except as otherwise specifically provided in these Bylaws, it shall have and may exercise all powers which may be necessary or convenient in order to effectuate the purposes of the Society, including but not limited to: overseeing and managing the strategic direction of the Society; hiring and overseeing an executive director; having charge over its property and financial affairs, including setting an annual budget and annual dues; and the authority to establish or modify Society policy via resolution or otherwise.

### Section 2. Members and Tenure

The Board shall seek to establish inclusive and diverse representation of members on the Board in areas such as medical specialty, practice type, geography, group membership and individual demographics and such factors shall be considered when filling open seats. Except for *ex officio*

members, all members of the Board shall be members of the Vermont Medical Society. The members of the Board shall be as follows.

A. Officers

The four (4) officers of the Society: the President, President-Elect, Vice President, and Secretary-Treasurer; and the immediate past president.

B. AMA Delegate & Alternate

The delegate and alternate delegate to the American Medical Association.

C. Ex Officio Members

The Dean of the University of Vermont College of Medicine and the Commissioner of Health, or their physician designees, shall be *ex officio* non-voting members of the Board.

D. Board-Members-at-Large

Up to five (5) Board-Members-at-Large will be elected by the Board to serve two (2) year terms, not to exceed three (3) consecutive terms, to assure diverse representation on the Board taking into account the other filled seats. Any member can self-nominate or nominate others for consideration by the Board as Board-Members-at-Large.

E. Geographic Representatives

Up to ten (10) Board Members shall be elected by the Board to represent Vermont counties or the medical staff(s) contained therein. Board Members shall be elected by the Board to serve two (2) year terms, not to exceed three (3) consecutive terms, or until a successor is elected and installed. Any member can self-nominate or nominate others for consideration by the Board as Geographic Representatives.

F. Representatives of Medical Specialties

Up to 13 members of the Board shall be representatives of unique medical specialties recognized by the American Board of Medical Specialties. Representatives shall be elected by the Board to serve two (2) year terms, not to exceed three (3) consecutive terms, or until a successor is elected and installed. Before consideration by the Board, Specialty Society representatives shall seek nomination from their respective state specialty medical society leadership or board, if any exists in Vermont, and following any applicable procedure established by that specialty society, to represent the Specialty on the Board.

G. Physician Assistant Representative

One (1) Physician Assistant shall serve as a voting member of the Board, and one as an alternate member who may vote in the absence of the primary voting representative. Representatives shall be elected by the Board to serve two (2) year terms, not to exceed three (3) consecutive terms, or until a successor is elected and installed. Before consideration by the Board, PA representatives shall seek nomination from the PA Academy of Vermont (PAAV) to represent PAs on the Board following any applicable procedure established by the PAAV for such nomination.

H. Student Representatives



Up to four students selected by the UVM Larner College of Medicine AMA Student Interest Group, or Geisel School of Medicine AMA Student Interest Group, in a manner determined by the Interest Groups, and subject to approval by the Board, may serve as the student representatives to participate on the Society Board, without a vote. The Student Representatives may choose from among the four, one (1) Representative, subject to approval by the Board, to participate on the Society Board with a vote.

#### I. Resident/Fellow Representative

There may be up to (1) designated resident or fellow member of the Board, and (1) alternate representative, with a total of 1 vote. The representative and alternate shall be elected by the Board to serve one, two (2) year term, not to exceed three (3) consecutive terms, or until the end of their residency or fellowship program, whichever comes first. The alternate may only vote in the absence or designation of the primary representative.

#### Section 3. Meetings

Regular meetings of the Board shall be held as specified by the Board. Special meetings of the Board may be called at any time by the president, or by six members of the Board. Notice of a special meeting shall be sent to the last known address of each member of the Board, at least five (5) days before such meeting is to be held. Notice may be sent by electronic means unless a Board member has requested to receive notice by mail. Such notice shall specify the object of the special meeting and no other business shall be transacted thereat. A majority of the Board shall constitute a quorum. Once a quorum is present, it shall be considered to be in effect until the meeting is adjourned. Members may attend any meeting of the Board. Non-members may attend the meetings of the Board by invitation of the president.

#### Section 4. Attendance

Any member of the Board who is absent from three meetings of the Board during the year between any two annual meetings of the Society may be removed from the Board and from any office held by her or him and any committee of which she or he is a member based on a vote by a majority of the Board.

#### Section 5. Resolutions

Resolutions may be submitted by any committee or section of the Society, the Board or individual members of the Society, including student members, and shall be submitted to the Board for its consideration. All resolutions presented to the Board shall require a majority vote of the Board for adoption. The Board may adopt procedures for reviewing and seeking membership feedback on resolutions under consideration.

Resolutions are intended to express composite positions of the Society and are to suggest a significant course of action to be taken by the Society. Policy as stated in a resolution shall supersede any contradictory earlier policy.

#### Section 6. Committees of the Board

##### A. Standing Committees

1. Executive Committee This committee shall function as the continuing agent of the Board in the interval between meetings, and may consider and take action on

ongoing business or problems that arise. The officers and the Immediate Past President of the Society shall comprise the membership of the Executive Committee.

The executive committee shall:

- a. Oversee the fiscal affairs of the Society in the interval between Board meetings; establish such fiscal controls as the Committee, Executive Director or auditor deem necessary;
- b. Review annual budget recommendations before presentation to the Board;
- c. Identify and recommend candidates for open seats on the Board;
- d. Identify and prepare a slate of officers, meeting moderators and delegates to the American Medical Association for presentation at the Annual Meeting;
- e. Complete an annual performance evaluation of the executive director and set the executive director's annual salary;
- f. Oversee development of any necessary personnel policies and procedures.

B. Special Committees The Board may create special committees as needed. Appointments to these committees will be by the president, with the approval of the Board. Committee terms shall be for two years and members may be reappointed. Committees may include, but are not limited to, an Audit, Personnel or Finance Committee, if such Committees are needed to assist the Executive Committee or Board in carrying out their duties.

## **Chapter V** **AMERICAN MEDICAL ASSOCIATION**

### **Section 1. General**

This Society shall participate as a member of the federation of state medical societies that comprise the American Medical Association House of Delegates, New England regional delegation and Council of New England State Medical Societies and shall enjoy the rights and benefits that come through this membership.

### **Section 2. Delegate and Alternate Delegate**

The Society shall be apportioned American Medical Association delegate and alternate delegate seats in accordance with the Constitution and Bylaws of the American Medical Association. Such delegates and alternate delegates to the American Medical Association shall be elected at an annual meeting for a two-year term. Each shall serve no more than three two-year terms.

A representative/representatives selected by the Larner College of Medicine AMA Student Interest Group, in a manner determined by the Interest Group and in accordance with the Constitution, Bylaws and credentialing process of the American Medical Association, may serve as the voting member(s) to the meetings of the Medical Student Section of the American Medical Association. Funds permitting, VMS may financially support the attendance of such representative(s) to the Medical Student Section meetings.

## **Chapter VI FISCAL REQUIREMENTS**

### **Section 1. Books and Records**

The Society shall keep correct and complete books and records of accounts and shall keep minutes of all the proceedings of meetings of the membership, Board and Committees as required by the Vermont Nonprofit Corporations Act. In addition, the Society shall keep a copy of the Society's Articles of Incorporation and Bylaws as amended to date.

### **Section 2. Fiscal Year**

The fiscal year of the Society shall be from January 1 to December 31 of each year.

### **Section 3. Conflict of Interest**

The Board shall adopt and periodically review a conflict of interest policy to protect the Society's interests when it is contemplating any transition or arrangement which may benefit any officer, employee or member of a committee with Society-delegated powers.

### **Section 4. Special Funds**

- A. **Faulkner Fund** The Faulkner Fund is to be used in compliance with the will of Marianne Gaillard Faulkner, which states: "To the Vermont State Medical Society, a corporation of the state of Vermont, the sum of One Hundred Thousand Dollars (\$100,000), to be kept as a permanent fund to be known as the Edward Daniels Faulkner and Marianne Gaillard Faulkner Fund, and the income only is to be used (a) for the relief of pecuniary distress of sick or aged members or the parents, the widows, the widowers, or children of deceased members, and (b) for the relief of pecuniary distress of members resulting from catastrophic natural causes."

In addition, the Vermont Medical Society may expend income from the fund for the purpose of providing certain benefits to impaired physicians and the relief of their spouses and dependents. The Executive Committee shall select the beneficiaries of this fund.

- B. **Special Purpose Funds.**

Any other special purpose funds shall be administered as stipulated by the terms of the grant or bequest.

### **Section 5. Audit of Accounts**

The Society records of account shall be reviewed annually and audited at least once every three years by a certified public accountant, selected by the Board. The results of the review or audit shall be presented to the Board and, upon request, provided to any member of the society.

## **Chapter VII COMMITTEES**

### **Section 1. Membership of Standing and Ad Hoc Committees and Task Forces**

- A. General Any Society member shall be eligible to serve on a committee. Members of committees shall be appointed by the Board unless otherwise provided for. Unless otherwise specified, committees shall consist of at least three (3) members each appointed for a term of two (2) years and who are eligible for reappointment. Vacancies in committees occurring during the interval between Board meetings and annual sessions may be filled by presidential appointment.
- B. Chair The president of the Society shall appoint the chairperson of the various committees, who shall continue to serve until his/her term on the committee has ended or until a president appoints a new chair.

## Section 2. Standing Committees

- A. Judicial and Ethics Committee The Judicial and Ethics Committee will be composed of the last five Society presidents with the senior serving as chairperson. All matters pertaining to the ethical or legal conduct of the members of the Society will be referred to it and it shall report its findings to the originator of the referral. The Committee will be guided by the current Principles of Medical Ethics of the American Medical Association, the Guidelines for Ethical Conduct for the PA profession, by any relevant polities of this Society, and by its own judgment. The Committee shall also consider (1) questions involving membership or the obligations, rights, and privileges of membership; (2) controversies arising under the Society's Articles of Association and these bylaws or under the Principles of Medical Ethics; and (3) legal matters involving the Society.

The Committee may recommend to the Board to discipline, suspend, expel or take other action regarding a member of the Vermont Medical Society. Notice of proposed decisions to suspend, expel or terminate membership shall be provided to a member at least 15 days prior to the effective date of action and provide a member an opportunity to be heard orally or in writing no less than five days before the effective date of the action. The decisions of the Committee shall be submitted to the Board for review and final action at their next scheduled meeting or by special meeting held sooner following a decision of the Committee. Members may appeal the final decision of the Board for reconsideration by the Board.

- B. Committee on Investment This committee will supervise the management of all the invested funds of the Society, and shall:
  1. Establish an investment policy statement for each fund, which may be changed if circumstances indicate.
  2. Select an investment advisor and review its performance at least annually.
  3. Select an investment custodian, which need not be the same as the advisor.
  4. Meet with the advisor at least two times annually.
  5. Submit minutes of meetings to the Board.

The funds of the Society, under the supervision of this committee, may be invested in equities, debt instruments, certificates of deposit, or such other financial instruments as are appropriate to the needs of the Society and its stated investment policy, consistent with the principles of prudent investment. The VMS treasure shall be a member of the Committee.

C. Vermont Practitioner Health Program Committee

The Vermont Practitioner Health Program (VPH) Committee is a peer review committee, as defined in 26 V.S.A. § 1441. The Committee is formed to evaluate and improve the quality of health care rendered by providers of health services and to ensure that services provided are performed in compliance with the standard of care. Members of the Committee assist VPH participants in their recovery and provide input to the VPH's operations.

The Committee shall have not less than six and no more than fifteen members, including the VPH Medical Director. The Committee shall seek to have diverse representation that reflects the professions served by VPH; specialty; gender; geography; and expertise in the areas of wellness, recovery, substance use, mental health and/or personal experience with recovery. Committee members shall not have to be members of the Society. The Committee shall forward recommendations for membership to the Board for appointment.

Meetings of the Committee will be scheduled no less than every other month and minutes of such meetings shall be forwarded to the Board.

D. Awards Committee

This Committee shall accept nominations and select candidates for VMS Awards, subject to approval by the Board. The Board shall identify and set the criteria for VMS Awards. In the event that no suitable candidate is nominated for an award in a given year, that award need not be given.

Section 3. Ad Hoc Committees and Taskforces

The Board may authorize the creation of other ad hoc committees and taskforces as necessary to carry out the work of the Society. Membership on such committees, the duration and charge of the committees shall be determined by the Board.

**Chapter VIII  
SECTIONS**

The Society may recognize special sections comprised of physicians, physician assistants, physicians-in-training (residents) or medical students which are organized to promote and foster the special interests and needs of its members provided the objectives of such organizations are not in direct conflict with the Society. The Board has the prerogative of creating, dissolving or otherwise modifying the list of recognized sections and determining any membership criteria.

**Chapter IX  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Vermont Non-Profit Corporation Act or under the provisions of the Articles of Association or the bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Attendance at, or participation in, any meeting for which a member or officer is entitled to notice shall be deemed a waiver of such notice, unless timely objection is made at such meeting.

## **Chapter X INDEMNIFICATION**

To the full extent permitted by Vermont law, the Society shall indemnify every person made or threatened to be made a party to any action or proceeding by reason of the fact that he is or was a director, officer, agent or employee of the Society; provided that:

1. He/she shall not be finally adjudged in such action or proceeding to be liable for gross negligence or willful misconduct in the performance of his/her duty; and
2. It shall not be determined by a disinterested majority of the Board that he/she acted beyond the scope of his/her duty; and
3. The Board shall be subrogated to such person's right to control over the conduct or defense of such action or proceeding.

## **Chapter XI AMENDMENTS TO THESE BYLAWS**

- A. The president will appoint an ad hoc committee to review periodically and make recommendations for revision of the bylaws.
- B. A vote of the membership at any annual or special meeting may amend these bylaws, provided there is a two-thirds vote of those members attending in favor of such amendment; and any such amendment shall have been submitted in writing to all members of the Society not less than thirty (30) days prior to the annual or special meeting at which such amendment is considered. Such notice may be sent electronically unless a member has previously requested communications by mail.

## Appendix i

### **AMENDED ARTICLES OF ASSOCIATION OF THE VERMONT MEDICAL SOCIETY**

The undersigned, being natural persons of the age of majority, and being the duly elected and qualified President and Secretary of the **VERMONT MEDICAL SOCIETY** hereby certify that the **AMENDED ARTICLES OF ASSOCIATION OF THE VERMONT MEDICAL SOCIETY** set forth herein have been duly approved and adopted by members of the Society entitled to vote thereon at an annual meeting of the Society noticed and held in accordance with the Constitution and Bylaws of the Society and the Vermont Nonprofit Corporation Act (Title 11B of the Vermont Statutes) on **November 6, 2021**.

#### **ARTICLE 1**

The name of this corporation shall be the **VERMONT MEDICAL SOCIETY** (referred to herein as the "Society"), being the successor organization to the **FIRST MEDICAL SOCIETY IN VERMONT**, organized on August 19, 1784, and incorporated as a body corporate and politic by Act of the General Assembly adopted October 24, 1784, as subsequently amended by Acts of the General Assembly adopted at Sessions thereof 1794, 1804, 1812, 1813, 1814, and by No. 360 of the Acts of 1913. Desiring to avail itself of the provisions of the Vermont Nonprofit Corporation Act, the Society hereby publishes its Constitution, as amended to the date hereof, as these Amended Articles of Association, and further acknowledges and ratifies its acceptance of all powers, rights, privileges, and prerogatives heretofore granted to it by enactments of the Vermont General Assembly, the provisions of which enactments are incorporated by reference as if fully set forth at length herein.

#### **ARTICLE II**

The duration of this Society shall be perpetual.

#### **ARTICLE III**

The registered office of the Society shall be its principal office at 134 Main Street in the City of Montpelier, Vermont. The registered agent of the corporation shall be its executive director, by whatever title given, duly appointed from time to time in accordance with the Bylaws of the Society, the incumbent being Jessa E. Barnard, whose address is the registered office of the Society.

#### **ARTICLE IV**

Included with those purposes set forth in the Society's initial act of incorporation and subsequent amendments thereto, the Society is organized for the following purposes:

- (1) To serve the public by facilitating and enhancing physicians' and physician assistants' individual and collective efforts to improve access to and the quality of health care services, and health outcomes for the people of Vermont.
- (2) To facilitate education, information sharing and development of the sciences of medicine.

- (3) To promote the public health.
- (4) To promote health equity and justice within the health care system for Vermont patients and health care professionals.
- (5) To facilitate mutual support among its members, and enhance professional wellbeing.
- (6) To provide a means for its members to optimize cooperation with other entities and professionals concerned with health care.

## **ARTICLE V**

Included with those powers heretofore granted the Society by enactments of the General Assembly, including the Vermont Nonprofit Corporation Act, and not in derogation or limitation of said enactment, the Society shall have the following powers:

1. To acquire, hold, manage and deal in both real and personal property for the common welfare of the Society and its members.
2. To levy and collect fees or dues for any of its purposes.
3. To make contracts and incur liabilities.
4. To acquire and manage funds.
5. To adopt bylaws and regulations for its organization and government, and the administration of its affairs, including the power to fix the dates and places of meetings.
6. To fix the condition of membership, including the election, succession, discipline and expulsion of the same.
7. To provide for such officers and delegates as may be required in the furtherance of its purposes, and to fix the compensation for services so rendered.
8. To elect honorary members and confer awards of merit upon members and non-members for exemplary service to the Society or in the furtherance of its purposes.
9. To assist its members in all matters relating to the practice of medicine, and otherwise to aid its members to the extent approved by the Board of the Society.
10. To do any act not in contravention to the general law of this State, the United States, or to specific enactments relating to the Society.

## **ARTICLE VI**

Membership in the Society shall be limited to those members in good standing of the medical profession, as defined in the bylaws of the Society.



## **ARTICLE VII**

The ultimate authority for the Society's governance shall be vested in its Board and members as described in the Society's bylaws approved and adopted on **November 6, 2021**, as may be amended hereafter.

## **ARTICLE VIII**

The officers of the Society shall be a president, president-elect, vice president, and secretary-treasurer. The manner of election and duties of these officers shall be set forth in the Society's bylaws.

## **ARTICLE IX**

The governing body of the Society shall be a Board consisting of the officers named in Article VIII, the immediate past President of the Society, the Society's delegate and alternate delegate to the American Medical Association, those members elected as Board Members consistent with the Society's bylaws. The Board shall perform such duties as in general devolve upon corporate directors, and shall conduct the business of the Society as described in the Society bylaws.

## **ARTICLE X**

The Society shall have the power to indemnify its officers, employees, agents and members to the extent as may be provided in its bylaws.

## **ARTICLE XI**

These Articles may be amended by a vote of the membership at any annual or special meeting thereof, provided:

- (1) Two-thirds thereof vote in favor of such amendment; and
- (2) Any such amendment shall have been proposed at the immediately preceding annual or special meeting of the membership; or
- (3) Any such amendment shall have been submitted in writing to all members of the society not less than thirty days prior to the annual or special meeting of the membership at which such amendment is considered. Such notice may be sent electronically unless a member has previously requested communications by mail.

## **ARTICLE XII**

This Society is not formed, organized or operated for pecuniary profit. No part of the net income of the Society shall pass to any member thereof. In the event of its dissolution, the assets of the Society shall be transferred to such scientific or health care organizations as shall be designated by two-thirds vote of the members of the Society entitled to vote thereon. Any dissolution of the

Society shall be effected only under the supervision and direction of such Vermont Superior Court having jurisdiction in the premises.

IN WITNESS WHEREOF, we hereunto subscribe as the duly authorized officers of the VERMONT MEDICAL SOCIETY, this 6th day of November, 2021.

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President, Vermont Medical Society

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Secretary, Vermont Medical Society

Approved - VSMS Board, March 17, 1990  
Amended - VMS Board, January 27, 1996  
Amended – VMS Annual Meeting, November 6, 2010  
Amended - VMS Annual Meeting, October 19, 2013  
Amended - VMS Annual Meeting, November 6, 2021

# Vermont Medical Society

## AMENDED AND RESTATED BYLAWS

~~As Amended October 27, 2018~~ November 2021

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**Chapter I  
MEMBERSHIP**

Section 1. Requirements for Membership

~~All members shall be or have been members in good standing of the medical profession, and shall comply with any other requirements set forth by the Society or by the provisions of these bylaws.~~

Section 1. Guiding Principles. The mission of the Vermont Medical Society is to optimize the health of all Vermonters and the health care environment in which Vermont physicians and physician assistants practice medicine. Vermont Medical Society members are committed to advancing this mission as well as to upholding the ethical norms of their profession, stated for physicians in the AMA Principles of Medical Ethics and PAs in the Guideline for Ethical Conduct for the PA Profession.

Section 2. Types of Membership

A. Active Member

~~Active membership shall be conferred upon:~~

~~1. Physicians: Individuals who are licensed in good standing as a Doctor of Medicine by the Vermont Board of Medical Practice or a Doctor of Osteopathy by the Vermont Office of Professional Regulation. Active physician members shall be full members of the society who may vote and hold office.~~

~~Active membership in this society shall continue so long as the individual holds the title of Doctor of Medicine, Doctor of Osteopathy, or comparable degree accepted for the practice of medicine in the state of Vermont, has paid the annual membership dues, as provided in Section 3 of this chapter, and is licensed to practice medicine under the laws of the state of Vermont.~~

~~2. Physician Assistants: Individuals who are licensed in good standing as a Physician Assistant by the Vermont Board of Medical Practice. Active physician assistant members may attend any Society membership meeting or committee meeting open to general membership and participate without a vote or holding office, except as described below, and may receive publications of the Society. One (1) Physician Assistant shall serve as a voting member of the Board, and one as an alternate member who may vote in the absence of the primary voting representative, as described further in Chapter IV.~~

B. Affiliate Member

~~Affiliate members are full members of the Society who may vote and hold office. Affiliate membership is available to physicians and PAs licensed to practice medicine who primarily practice medicine in a state other than the state of Vermont and may be licensed to practice medicine in good standing Vermont or in another state.~~

~~B. Life Member Life membership shall be conferred upon:~~

**Commented [JB2]:** Full dues: \$525 & \$10 regional and student fee

**Commented [JB3]:** This is currently Dartmouth members; \$200

**Commented [JB4]:** \$100 dues, optional



~~1. A Society member who has retired from the practice of medicine because of disability or incapacity and who has been a member of the Society for ten (10) years, exclusive of associate membership; or~~

~~2. A Society member who is not less than 70 years of age and has been a member of the Society for ten (10) years, exclusive of associate membership.~~

~~Life members shall be full members of this Society, but they shall not be required to pay dues or fees. Life members may, at their own option, pay the dues assessed for associate members.~~

C. ~~Associate-Retired~~ Member ~~Associate~~

~~Retired members shall be full members of this Society who may vote and hold office. Retired membership shall be available to the following physicians:~~

~~1. Former active members of the Vermont Medical Society who have left the state, but who wish to continue their membership.~~

~~2. Former active members of the Vermont Medical Society who have retired from practice, but still maintain a license to practice medicine under the laws of the state of Vermont.~~

~~3. Physicians and PAs residing in Vermont, whether former active members or not, who are not currently practicing medicine, and are not licensed to practice medicine under the laws of the state of Vermont, due to retirement.~~

~~4. Physicians who meet all the requirements for life membership except that of having been an active member of the Society for ten (10) years.~~

D. Life Member

~~Life members shall be full members of this Society who may vote and hold office. Life members shall not be required to pay dues or fees. Life members may, at their own option, pay the dues assessed for retired members. Life membership shall be conferred upon:~~

~~1. A Society member, including a PA, who has retired from the practice of medicine because of disability or incapacity and who has been a member of the Society for ten (10) years or more; or~~

~~2. A Society member who has retired from the practice of medicine, is not less than 70 years of age, and has been a member of the Society for ten (10) years or more.~~

E. Resident or Fellow Member

~~A physician enrolled in an accredited Residency or Fellowship Program who is licensed to practice in the state of Vermont. Resident/Fellow members shall have the right to vote, but not to hold office. They may serve on Society committees. They will be welcome at all Society meetings and will receive the publications of the Society. There may be up to one (1) designated resident or fellow voting member of the Board. Representatives shall be elected by the Board to serve two (2) year terms, not to exceed three (3) consecutive terms, or until the end of their residency or fellowship program, whichever comes first.~~

Commented [JB5]: \$100 dues, not optional

Commented [JB6]: \$100 dues, optional

Commented [JB7]: No dues; not new text – just reordered

~~D. **Honorary Member** The membership of the Vermont Medical Society may at its annual meeting elect to honorary membership anyone it desires to honor in this fashion. Such members will usually be from the medical or allied scientific professions. Nominations for honorary membership shall be presented to the Council which shall thoroughly investigate all nominees presented to it. Honorary members shall be welcome at the meetings of the Society, receive its publication, but shall not receive other benefits of the Society. Election shall be by majority vote at the annual meeting of the membership.~~

**Commented [JB8]:** No dues

~~E. **50 Year Club Member** A member who has been graduated from medical school for fifty or more years, who has devoted a major portion of this span of time in practice in the state of Vermont shall be eligible for membership in the Society's 50-year Club.~~

**Commented [JB9]:** Not actually separate dues category; has not been a meaningful process- can continue to recognize without making a separate membership category

F. **Student Member**  
~~Any medical student, duly enrolled in the University of Vermont Larner College of Medicine (UVM) or Geisel School of Medicine at Dartmouth, will may at no cost become a student member of the Vermont Medical Society. Membership will be terminated by resignation, upon graduation from or failure to continue enrollment in the UVM College of Medicine or Geisel School of Medicine, or at the direction of the Medical Student Section.~~

**Commented [JB10]:** No dues; makes membership available rather than automatic (since we don't get all contact info); expands to include Dartmouth students

~~Student members may attend any Society membership meeting or committee meeting open to general membership and participate without a vote, except as described below, and may receive publications of the Society. Up to four (4) students total selected by the UVM Larner College of Medicine, or Geisel School of Medicine, in a manner determined by the student bodies of each school may serve as the student representatives to participate on the Society Board, subject to the approval by the Board. No more than 3 seats shall be held at one time by either of the schools. The Student Representatives shall be entitled to appoint from among the four Representatives, and subject to the approval of the Board, one (1) voting representative to the Board and two (2) voting representatives to the annual and special meetings of the Society. Student members shall not hold office. The privileges of membership and the operation of the Medical Student Section will be in accordance with the Guidelines & Procedures, UVM Medical Student Membership in the Vermont Medical Society, Appendix iii, as approved by Council.~~

**Commented [JB11]:** New: adds a voting member to the Board

~~G. **Resident Member** A physician enrolled in an accredited Residency Program who is licensed to practice in the state of Vermont. Resident members shall have the right to vote, but not to hold office. They may serve on Society committees. They will be welcome at all Society meetings and will receive the publications of the Society.~~

**Commented [JB12]:** No dues

~~G. **Honorary Member**  
The membership of the Vermont Medical Society may at its annual meeting elect to honorary membership anyone it desires to honor in this fashion. Nominations for honorary membership shall be presented to the Board which shall thoroughly investigate all nominees presented to it. Honorary members shall be welcome at the meetings of the Society and receive its publications but shall not receive other benefits of the Society and shall not vote. Election shall be by majority vote at the annual meeting of the membership.~~

**Commented [JB13]:** No dues

~~H. Affiliate Member Physicians residing in Vermont, whether or not licensed to practice medicine in the state of Vermont, who primarily practice medicine in a state contiguously adjoining the state of Vermont.~~

**Commented [JB14]:** This is currently Dartmouth members; moved to spot (C) above to make categories clearer

~~I. Physician Assistant Member A physician assistant who is licensed to practice in the state of Vermont. Physician assistant members shall not have the right to vote or hold office. They may serve on Society committees. They will be welcome at all Society meetings and will receive the publications of the Society.~~

### Section 3. Dues

A. Annual Membership Dues Dues and discounts for all membership categories ~~thereof~~ shall be set by the ~~Council~~Board ~~and approved by a vote annually, of the membership at the annual meeting.~~ The same shall be payable annually, each calendar year, on the first of January of each year or on a quarterly basis.

**Commented [JB15]:** Confusing that they are "set" by the Board but "approved" by the membership; dues should be set and approved by Board, since Board also approves budget

~~Members or groups unable to pay dues due to temporary circumstances may submit requests for a full or partial hardship waiver to the Society staff. Staff may approve requests for a given member or group for up to one year, after which they must be approved by the Executive Committee.~~

~~For those paying on a quarterly basis, equal payments shall be due on January 1st, April 1st, July 1st and October 1st.~~

B. Member in Arrears Active, associate and affiliate members whose dues are ninety (90) days delinquent are known as members in arrears. ~~All rights, privileges, and obligations shall be suspended thirty (30) days after notice of the delinquency has been mailed to the member's last known address by the secretary.~~

**Commented [JB16]:** Don't currently do this; suggest removing as provision below about termination for non payment is really when we end membership

~~Any member who has failed to pay their full dues for the prior year, shall be deemed a member in arrears until the prior year's dues are paid in full.~~

### ~~Section 4. Continuing Medical Education~~

**Commented [JB17]:** VMS no longer requires CME

~~Maintenance of membership in good standing may be conditioned on satisfactory completion of the requirement of continuing education as prescribed by the Council.~~

### Section ~~4~~5. Termination or Suspension of Membership.

A. By Resignation Any member of the Vermont Medical Society may submit a written resignation.

B. For Delinquency of Dues ~~At the request of the Council, the secretary~~The Society shall notify a member, after six months' delinquency of dues; that ~~said the~~ member will be dropped from the rolls of the Society thirty (30) days from the date of notice unless the ~~indebtedness is~~dues are paid, or arrangements made with the Society. Such notice may be sent electronically unless a member has previously requested communications by mail. ~~will~~

~~be sent by certified mail to the member's last known address. When Such a member will be is officially dropped from the membership after the 30-day period without need for additional notice, he/she will be so advised in writing.~~

- C. ~~For Infraction of Articles of Association, Bylaws or Principles of Medical Ethics~~ The ~~Council~~Board shall review ~~shall have the power to decisions by the Judicial and Ethics Board~~ made pursuant to Chapter VII, Section 2 (A) and may take action to discipline, suspend, or expel a member of the Vermont Medical Society ~~on recommendation of the Judicial and Ethics Board~~, and ~~shall may~~ expel a member upon the revocation ~~or suspension~~ of a member's license to practice medicine.

~~Notwithstanding the above provisions of this subsection, the Council may waive expulsion and place an active, associate or life member on probation when the license to practice medicine is temporarily suspended or voluntarily surrendered while the member participates in an approved program of rehabilitation for an impaired ability to practice medicine or rehabilitation protocol, and as long as the member complies with the recommendations of the approved program and any stipulation issued by the State of Vermont, Board of Medical Practice.~~

#### Section ~~56~~. Appeal and Reinstatement of Terminated or Suspended Member

A physician whose membership has been terminated or suspended for any reason may appeal to the ~~Council~~Board and may be reinstated in accordance with criteria established by the ~~Council~~Board.

#### Section ~~67~~. Eligibility for Benefit Programs

~~A. — Student, resident and affiliate members will not be eligible for assistance from the Society's benevolence funds, and will not be eligible to participate in the Society's insurance programs.~~

~~B. — All surviving spouses or civil union partners of deceased Vermont Medical Society members physician members will be eligible to continue purchasing purchase health insurance offered by the Society in accordance with applicable state laws and governing insurance benefit plan documents under their existing Vermont Medical Society health insurance coverage.~~

**Commented [JB18]:** We don't currently do this – ie check for licensure actions & remove members or check for suspensions and monitor compliance with VPHP.

**Commented [JB19]:** Removed – allow executive committee to review

## Chapter II MEETINGS OF THE MEMBERSHIP

### Section 1. Meetings

- A. Annual Meeting. There shall be an annual business meeting of the membership at a time and place to be fixed by the ~~Council~~Board. Notice of the date, time and place of the annual meeting shall be sent to the last known address of each member at least 30 days in advance thereof. Notice may be sent by electronic means unless a member requests to receive notice by mail. Non-members may attend the annual meeting by invitation of the president.

B. Special Meetings. The membership shall be called into session by the ~~Council~~Board on written request of twenty members or by a majority vote of the ~~Council~~Board. When a special meeting is thus called, the secretary shall send a notice to the last known address of each member at least ten (10) days before such special session is to be held. The notice shall specify the time and place of meeting and the items of business to be considered. Notice may be sent by electronic means unless a member requests to receive notice by mail. A special meeting may act only upon the items for which it was called.

## Section 2. Electronic Meetings

The membership at the annual meeting, a special meeting, the Board, and all boards and committees may conduct all business within the scope of their respective jurisdiction by means of electronic devices, provided that a written record thereof be made and maintained. Meetings may also be held via a hybrid of in-person and electronic participation.

## Section 23. Annual Meeting Procedures

~~A. — Order of Business The following shall be the order of business, unless otherwise ordered by the moderator.~~

- ~~1. — Election of moderator~~
- ~~2. — Call to order by the moderator~~
- ~~3. — Reading and adopting of minutes.~~
- ~~3. — Reports of officers.~~
- ~~4. — Reports of the proceedings of the Council.~~
- ~~5. — Election of officers.~~
- ~~6. — Unfinished business.~~
- ~~7. — New business.~~
- ~~8. — Installation of the President.~~
- ~~9. — Adjournment.~~

~~A.B. Rules of Order The annual and/or special meetings shall be governed by the current edition of the American Institute of Parliamentarians Standard Code of Parliamentary Procedure (AIPSC) Robert's Rules of Order, when not in conflict with these bylaws.~~

~~C. — Adjournment or Recess Any meeting of the members, officers, Council and any committee may be recessed or adjourned from time to time, provided that the motion for such adjournment or recess shall state the date, time and place when such meeting will reconvene.~~

~~D. — Moderator A moderator shall preside at the annual and/or special meetings of the membership and shall perform such duties as custom and parliamentary procedure require. The moderator may only vote in case of a tie. The moderator shall be nominated by the Council, shall be elected at an annual meeting to serve a term of two (2) years.~~

~~B.E. Quorum 20 members of the Society shall constitute a quorum, provided that at least three members of the executive committee are present/participating. Once a quorum is present, it shall be considered to be in effect until the annual meeting is adjourned.~~

**Commented [JB20]:** American Institute of Parliamentarians Standard Code of Parliamentary Procedure (AIPSC) (formerly the Sturgis Standard Code of Parliamentary Procedure) is followed by the AMA HOD and feedback from past AMA speakers states it is much easier to follow; feedback gathered includes – states that follow AIPSC include:  
NH, Michigan, Oklahoma, Maryland, Oregon, Mass, Washington, California, Ohio, Colorado, Alabama, Indiana, NM, Texas (says it is easier to follow), PA (“we have used AIPSC for years. I find it works well and is fairly clear (as far as parliamentary procedures can be.) Our parliamentarians on our board and speakers for our house like it much better than Robert’s Rules.”)  
A resource to compare the two:  
<https://jurassicparliament.com/wp-content/uploads/2020/11/Comparing-AIPSC-and-RONR.pdf>

Section ~~43~~. Duties

At the annual meeting, the members present by majority vote shall:

- ~~A.—~~
- ~~B.— Elect a moderator as provided in these bylaws~~
- A. Elect the officers of the Society;
- ~~C.—~~
- ~~D.— Receive and act upon reports of the officers, Council~~Board~~, and staff on society activities and financial condition; and~~
- ~~E. Appoint boards and committees;~~
- ~~F.— Receive and act upon resolutions presented to it;~~
- G.B. — Determine the annual dues; and
- H.C. Perform other functions as necessary or requested by the membership.

Section 4. Resolutions

~~Resolutions may be drawn up by committees of the Society, specialty sections of the Society, other sections of the Society, the Council or individual members of the Society, and shall be submitted to the Council for its consideration prior to the last Council meeting before the annual meeting at which they are to be considered.~~

~~Resolutions submitted to the Council shall be presented to the annual meeting with the Council's recommendation. All resolutions presented by the Council shall require a majority vote for adoption. At the discretion of the Council, such resolutions may be decided by a mailed ballot. The ballot may be sent by electronic means unless a member requests to receive their ballot by mail.~~

~~Two thirds majority consent shall be required for the introduction of new resolutions at the annual meeting, except when presented by the Council. All such new resolutions shall require three-fourths affirmative vote for adoption.~~

~~Resolutions are intended to express composite positions of the Society on health matters and are to suggest a significant course of action to be taken by the Society. If adopted by the membership, policy as stated in the resolution shall supersede any contradictory earlier policy.~~

Section 5. Electronic Conferences

~~The membership at a special meeting, the Council, and all boards and committees may conduct business within the scope of their respective jurisdiction by means of electronic devices, provided that a written record thereof be made and maintained.~~

Section 5. Action by Written Ballot

Upon the determination by the Board that extenuating or emergency circumstances prevent the calling of an in-person or electronic annual meeting, including by not limited to a declared public health emergency, business of the annual meeting requiring a vote may be conducted by ballot.

Commented [JB21]: Moved to Board

Commented [JB22]: Moved to general meeting section, above

The ballot may be sent by electronic means unless a member requests to receive their ballot by mail. ~~The ballot shall:~~

- ~~(1) set forth each proposed action;~~
- ~~(2) provide an opportunity to vote for or against each proposed action;~~
- ~~(3) indicate the number of responses needed to meet quorum requirements;~~
- ~~(4) state the percentage of approvals necessary to approve each matter; and~~
- ~~(5) specify the time by which a ballot must be received by the corporation in order to be counted.~~

~~Approval by written ballot pursuant to this section shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.~~

### **Chapter III OFFICERS**

#### Section 1. Officers

The officers of the Society shall be a president, a president-elect, a vice president, and a secretary-treasurer.

#### Section 2. Qualifications of Officers

The officers must ~~have been active or life~~ members of the Society and eligible to hold office according to their membership category in Chapter I of these bylaws ~~for at least two years immediately preceding their election.~~

#### Section 3. Nominations and Elections

- A. ~~Nominations by Executive Committee~~ Executive Committee At the annual meeting, the ~~Nominating Committee~~ Executive Committee shall present a slate of all officers, ~~and when appropriate, meeting moderators, delegates and alternates to the American Medical Association.~~ Any member may put their name forward for consideration by the Executive Committee for a position.
- B. Other Nominations Nominations for open positions ~~as provided in subsection (A)~~ may also be made orally from the floor, but a nominating speech must not exceed two minutes.
- C. President and President-elect The president-elect shall be elected annually and, shall serve as president-elect until the annual meeting of the Society next following that election. ~~The president-elect~~ and shall become president upon installation in the course of that meeting and shall serve as president for a one year term or until a successor assumes the seat and is installed. If the president-elect dies, resigns or, in the judgment of the ~~Committee~~ Board is disqualified from the performance of the duties of office, a new president and a new president-elect shall be elected at the next annual meeting.

**Commented [JB23]:** Requirements taken from state statute for requirements of boards for voting on meeting items:

**Commented [JB24]:** Have proposed below that this function go to the executive committee

**Commented [JB25]:** Want to account for contingency in which we skip an annual meeting due to emergency

D. Other Officers A vice-president shall be elected to serve for one year or until a successor is elected and installed. A secretary-treasurer shall be elected to serve for a period of two years, and may continue to serve consecutive terms until a successor is elected and installed.

E. Method of Election All contested elections shall be by ballot, and a majority of the votes cast shall be necessary to elect. In case no nominee receives a majority of the votes on the first ballot, the nominee receiving the lowest number of votes shall be dropped and a new ballot taken. This procedure shall be continued until one of the nominees receives a majority of all votes cast, when that candidate shall be declared elected. When there is only one nominee for an office, however, a majority vote without ballot shall elect. Should emergency circumstances prevent the occurrence of an annual membership meeting, election of officers may occur via ballot as set out in Chapter II, Section 4.

**Commented [JB26]:** Allow option for mailed ballot if meeting is not possible.

F. Time of Election The election of officers shall ~~be the order of business of take place during the annual membership meeting following any final report of the Council; provided, however, that the time of election may change by motion which shall be supported by two-thirds of the members present. The officers of the Society shall assume their office at the close of the annual meeting.~~

#### Section 4. Replacement of Officers

~~Should a vacancy occur, on account of death, or otherwise, among the officers of the Society, the Board may fill such vacancy by appointment until the next annual meeting, unless otherwise provided for in these Articles of Association or Bylaws.~~

#### Section 4. Installation

~~The officers of the Society, except the president, shall be installed at the close of the annual meeting. The incoming president shall take office at the time of installation during the annual meeting.~~

#### Section 5. Duties of the Officers

~~A. A. — President~~ The president shall preside at the general meetings of the ~~Council~~Board. ~~During the annual meeting, the incoming president shall present an address on matters of importance to the public and to the medical profession.~~ With the approval of the ~~Council~~Board, the president is authorized to appoint committees as requested by the ~~Council~~Board or in emergencies. The president is the immediate supervisor of the executive ~~vice president~~director.

A.

~~B. B. — President-elect~~ The president-elect shall officiate for the president during the absence of the president.

B.



- C. ~~C. — Vice President~~ The vice-president shall officiate in the absence of the president-elect and the president.
- D. ~~D. — Secretary-Treasurer~~ The secretary-treasurer, in addition to the duties ordinarily devolving on the secretary of a corporation and those designated in other sections of these bylaws, shall give due notice of the time and place of annual and special meetings of the membership and of the ~~Council~~Board and, keep the minutes of the annual meeting and the ~~Council~~Board, ~~notify members of committees of their appointments and of the duties assigned to them, and provide a registration book in which shall be recorded the name of each member in attendance at the annual meeting, prepare for publication the official program for the general meetings of the Society and perform such other duties as may be directed by the membership at an annual or special meeting, or by the Council.~~ Notice may be sent by electronic means unless a member requests to receive notice by mail. ~~The secretary shall be responsible for all aspects of membership—recruitment of new members and maintenance of an accurate roster of members.~~ Any or all of these duties may be delegated to appropriate staff, with the secretary having the final responsibility.

~~As (The treasurer, he/she shall be the custodian of all monies, securities and deeds belonging to the Society and shall hold the same subject to the direction and disposition of the Council)Board. The treasurer shall also review the results of account reviews and audits completed according to Chapter VI of these bylaws. , the Committee on Medical Benevolence or the Judicial Board. As determined by the President, the account of the treasurer will be audited or reviewed annually by a certified public accountant selected by the Council. Notwithstanding the option for review, the account of the treasurer will be audited at least once every three years. The treasurer's report shall be presented at the annual meeting and shall appear in the annual report of the Society. Any or all of these duties may be delegated to appropriate staff, with the treasurer having final responsibility.~~

Commented [JB27]: Moved to fiscal section of bylaws

~~E. — Officers to Complete Business of Session All business of each annual meeting shall be completed by the officers who have served during the session.~~

Section 6.

F. — Bonding of Officers

~~—Any officer of the Society authorized to sign checks shall be bonded.~~

**Chapter IV**

**COUNCILBOARD**

Section 1. Function

~~The Board shall be the governing board of the Society. Except as otherwise specifically provided in these Bylaws, it shall have and may exercise all powers which may be necessary or convenient in order to effectuate the purposes of the Society, including but not limited to: overseeing and managing the strategic direction of the Society; hiring and overseeing an executive director; having charge over its property and financial affairs, including setting an annual budget and annual dues; and the authority to establish or modify Society policy via resolution or otherwise.~~

Commented [JB28]: Updated to reflect that the Board is our governing body and gave examples of duties

~~The Council shall be responsible for the conduct of the affairs of the Society in the intervals between meetings of the membership.~~

## Section 2. Members and Tenure

~~The~~ ~~The~~ members of the Council shall be Board ~~shall seek to establish inclusive and diverse representation of members on the Board in areas such as medical specialty, practice type, geography, group membership and individual demographics and such factors shall be considered when filling open seats. Except for *ex officio* members, all members of the Board shall be members of the Vermont Medical Society. The members of the Board shall be as follows,~~

**Commented [JB29]:** Moved language on factors to consider from at-large seats to all Board seats

### A. Officers

~~The four (4) officers of the Society; the President, President-Elect, Vice President, and Secretary-Treasurer; and the immediate past president,~~

### B. AMA Delegate & Alternate

~~The delegate and alternate delegate to the American Medical Association,~~

### C. Ex Officio Members

~~the councilors and the councilors-at-large.~~ The Dean of the University of Vermont College of Medicine, and the Commissioner of Health, or their physician designees, shall be *ex officio* non-voting members of the Council Board.

### D. Board-Members-at-Large

~~Up to five (5) Board-Members-at-Large will be elected by the Board to serve two (2) year terms, not to exceed three (3) consecutive terms, to assure diverse representation on the Board taking into account the other filled seats. Any member can self-nominate or nominate others for consideration by the Board as Board-Members-at-Large.~~

~~Any member of the Council who shall be absent from three meetings of the Council during the year next following the annual meeting of the members of the Society may be removed from the Council and from any office held by her or him and any committee of which she or he is a member based on a vote by a majority of the Council.~~

~~F.~~

### G.F. Section 3. Appointment of County Councilors-Geographic Representatives

~~Up to ten (10) A council Board Members or and alternate shall be elected by the Board from to represent each Vermont counties, or the medical staff(s) contained therein. (with Orange-Washington, Essex-Orleans and Franklin-Grand Isle counties having combined representation) and they shall be members of the Vermont Medical Society. Council Board Members shall be elected by the Board to serve two (2) year terms, not to exceed three (3) consecutive terms biennially by majority of those members in attendance at the annual meeting, each to serve for two years, or until a successor is elected and installed. Any member can self-nominate or nominate others for consideration by the Board as Geographic Representatives. No~~

~~councilor shall serve for more than three (3) consecutive terms. Councilors shall take office at the next regular meeting of the Council following their election.~~

#### Section 4. Appointment of Councilors-at-Large

~~Up to five (5) councilors-at-large will be appointed by the Council to serve two (2) year terms, not to exceed three (3) consecutive terms, to assure balanced representation on the Council based on medical specialty, demographics, and practice type.~~

#### f. Section 5. Appointment F. of Council Representatives of Medical Specialties Sections and Hospital Medical Staffs

~~A. Each Up to 13 members of the Board shall be representatives of unique medical specialties recognized by the American Board of Medical Specialties. Specialty Section, recognized by the Society pursuant to Chapter VIII of these By-Laws, may appoint a Councilor, and shall be encouraged to have at least 50% of their total membership comprised of Society members. Representatives shall be elected by the Board to serve two (2) year terms, not to exceed three (3) consecutive terms, or until a successor is elected and installed. Before consideration by the Board, Specialty Society representatives shall seek nomination from their respective state specialty medical society leadership or board, if any exists in Vermont, and following any applicable procedure established by that specialty society, to represent the Specialty on the Board. Councilors appointed by Specialty Sections must be members of the Society and shall serve two-year terms. No Councilor appointed by a Specialty Section may serve more than three (3) consecutive terms.~~

~~B. Each Hospital Medical Staff may appoint a Councilor, and shall be encouraged to have at least 50% of their total membership comprised of Society members. Councilors appointed by Hospital Medical Staffs must be members of the Society and shall serve two-year terms. No Councilor appointed by a Hospital Medical Staff may serve more than three (3) consecutive terms.~~

#### G. Physician Assistant Representative

~~One (1) Physician Assistant shall serve as a voting member of the Board, and one as an alternate member who may vote in the absence of the primary voting representative. Representatives shall be elected by the Board to serve two (2) year terms, not to exceed three (3) consecutive terms, or until a successor is elected and installed. Before consideration by the Board, PA representatives shall seek nomination from the PA Academy of Vermont (PAAV) to represent PAs on the Board following any applicable procedure established by the PAAV for such nomination.~~

#### H. Student Representatives

~~Up to four students selected by the UVM Larner College of Medicine AMA Student Interest Group, or Geisel School of Medicine AMA Student Interest Group, in a manner determined by the Interest Groups, and subject to approval by the Board, may serve as the student representatives to participate on the Society Board, without a vote. The Student~~

Representatives may choose from among the four, one (1) Representative, subject to approval by the Board, to participate on the Society Board with a vote.

I. Resident/Fellow Representative

There may be up to (1) designated resident or fellow member of the Board, and (1) alternate representative, with a total of 1 vote. The representative and alternate shall be elected by the Board to serve one, two (2) year term, not to exceed three (3) consecutive terms, or until the end of their residency or fellowship program, whichever comes first. The alternate may only vote in the absence or designation of the primary representative.

Section 6. Duties

The Council shall:

- A. — Serve as the prime avenue of communication between the Society, Hospital Medical Staffs, Specialties and the counties.
- B. — Appoint the executive vice president and define terms of employment.
- C. — Approve the annual budget and monitor the ongoing financial status of the Society, whose fiscal year shall correspond with the calendar year.
- D. — Approve the actions of the Executive Committee.
- E. — Superintend the publications of the Society.
- F. — Appoint members of standing committees as designated in Chapter VII.
- G. — Designate recipients of awards as described in Sections 10 through 13.
- H. — Have full control of all arrangements for the annual and special meetings of the membership and shall provide meeting places for the annual and special meetings. It shall also have control of all exhibits.
- I. — Have authority to create special committees as indicated in Section 10. B.

Section 73. Meetings

Regular meetings of the CouncilBoard shall be held as specified by the CouncilBoard. Special meetings of the CouncilBoard may be called at any time by the president, or by six members of the CouncilBoard. Notice of a special meeting shall be sent to the last known address of each member of the CouncilBoard, at least five (5) days before such meeting is to be held. Notice may be sent by electronic means unless a councilBoard member has requested to receive notice by mail. Such notice shall specify the object of the special meeting and no other business shall be transacted thereat. A majority of the CouncilBoard shall constitute a quorum. Once a quorum is present, it shall be considered to be in effect until the meeting is adjourned. Members may attend

any meeting of the ~~Council~~Board. Non-members may attend the meetings of the ~~Council~~Board by invitation of the president.

Section 4. Attendance

Any member of the Board who is absent from three meetings of the Board during the year between any two annual meetings of the Society may be removed from the Board and from any office held by her or him and any committee of which she or he is a member based on a vote by a majority of the Board.

Section 5. Resolutions

Resolutions may be submitted by any committee or section of the Society, the Board or individual members of the Society, including student members, and shall be submitted to the Board for its consideration. All resolutions presented to the Board shall require a majority vote of the Board for adoption. The Board may adopt procedures for reviewing and seeking membership feedback on resolutions under consideration.

Resolutions are intended to express composite positions of the Society and are to suggest a significant course of action to be taken by the Society. Policy as stated in a resolution shall supersede any contradictory earlier policy.

Section 8. ~~Replacement of Officers~~

~~Should a vacancy occur, on account of death, or otherwise, among the officers of the Society, the Council may fill such vacancy until the next annual meeting, unless otherwise provided for in these Articles of Association and bylaws.~~

Section 9. ~~Duties of Councilors~~

~~The Councilors of the Vermont Medical Society shall attend and faithfully represent the members of their specialty societies, medical staff, or county in the Council and shall report the proceedings of that body to their specialty societies, medical staff, or county at the earliest opportunity.~~

Section 10. Committees of the ~~Council~~Board

A. Standing Committees

1. Executive Committee This committee shall function as the continuing agent of the ~~Council~~Board in the interval between meetings, ~~and may considering and take action on~~ ongoing business or problems ~~that which may arise. It will receive the reports of its sub-committees, such as the Finance Committee.~~ The officers and the Immediate Past President of the Society shall comprise the membership of the Executive Committee.

The executive committee shall:

- a. Oversee the fiscal affairs of the Society in the interval between Board meetings; establish such fiscal controls as the Committee, Executive Director or auditor deem necessary;

**Commented [JB30]:** Moved to officers

**Commented [JB31]:** This can also be removed – confusing to have this in several sections

**Commented [JB32]:** This does not happen – suggest removing

- b. ~~Review annual budget recommendations before presentation to the Board;~~
- c. ~~Identify and recommend candidates for open seats on the Board;~~
- d. ~~Identify and prepare a slate of officers, meeting moderators and delegates to the American Medical Association for presentation at the Annual Meeting;~~
- e. ~~Complete an annual performance evaluation of the executive director and set the executive director's annual salary;~~
- f. ~~Oversee development of any necessary personnel policies and procedures.~~

~~2. **Finance Committee** This committee shall consist of the president, president elect, and secretary-treasurer. Its duties shall be:~~

~~a. To oversee the fiscal affairs of the Society and make reports and recommendations to the Executive Committee.~~

~~b. To recommend a budget and make reports as necessary.~~

~~c. To make transfers within the adopted budget, including allowable interfund transfers.~~

~~d. To establish such fiscal controls as the committee, the executive vice president, and the auditor deem necessary.~~

~~e. To oversee the expenditures and operations of the Montpelier property and to act upon the executive vice president's recommendations regarding rentals, improvements, or other matters concerning said property owned by the Society.~~

~~3. **Personnel Committee** This committee shall consist of the president, the president elect and one other member of the Executive Committee, as appointed by the president. Its duties shall be:~~

~~a. To develop personnel policies and procedures for the Society and to recommend their adoption to the Executive Committee.~~

~~b. To formulate position descriptions for the executive vice president and the Society's staff.~~

~~c. To make an annual performance evaluation of the executive vice president and forward a report and salary recommendation to the Executive Committee.~~

~~4. **Nominating Committee** A committee of five (5) members shall be appointed by the president within three months after installation. Members shall include the president elect and the secretary-treasurer, neither of whom may be the chairperson. The president shall designate the chairperson. Its duties shall be to prepare a slate of officers, meeting moderators and delegates to the American Medical Association at the Annual Meeting.~~

**Commented [JB33]:** We do not currently have/use a Finance Committee –rolled into description of Executive Committee

**Commented [JB34]:** Rolled into Executive Committee Description

**Commented [JB35]:** Executive Committee has been holding this role – rolled into Executive Committee description

B. Special Committees The ~~Council~~Board may create special committees as ~~are~~ needed. Appointments to these committees will be by the president, with the approval of the ~~Council~~Board. ~~These committees shall include, but not be limited to the Committee on Awards.~~ Committee terms shall be for two years and members may be reappointed. Committees may include, but are not limited to, an Audit, Personnel or Finance Committee, if such Committees are needed to assist the Executive Committee or Board in carrying out their duties.

#### Section 11. Distinguished Service Award

~~The Distinguished Service Award represents the highest award the Society can bestow upon one of its members. It shall be awarded on the basis of meritorious service in the science and art of medicine and of outstanding contributions to the medical profession, its organizations, and the welfare of the public.~~

~~Recipients of this award shall be nominated by the Awards Committee and selected by the Council. In the event that no suitable candidate is nominated in a given year, the award need not be given.~~

#### Section 12. Founders' Award

~~The Vermont Medical Society Founders' Award is presented to an individual who has demonstrated outstanding leadership, vision and achievement in improving the health of Vermonters and all Americans.~~

~~Recipients of this award shall be nominated by the Awards Committee and selected by the Council. In the event that no suitable candidate is nominated in a given year, the award need not be given.~~

#### Section 13. Other Awards

~~Recipients of other awards shall be nominated by the Awards Committee and selected by the Council.~~

**Commented [JB36]:** Removed awards from Board section of bylaws – confusing to have it located here. Added standing awards committee to committee section. No longer list specific awards in bylaws – this should be done in policy/other written document.

## **Chapter V**

### **~~AFFILIATION WITH THE~~ AMERICAN MEDICAL ASSOCIATION**

#### Section 1. General

This Society shall ~~be affiliated~~ participate as a member of the federation of state medical societies that comprise ~~with~~ the American Medical Association House of Delegates, New England regional

~~delegation and Council of New England State Medical Societies and shall enjoy the rights and benefits that come through this membership. It shall elect delegates and transact other necessary business in accordance with the Constitution and Bylaws of the American Medical Association to the extent that such actions are not inconsistent with the Articles of this Society or the laws of the state of Vermont. [The Principles of Medical Ethics of the American Medical Association shall guide the members of the Society].~~

Commented [JB37]: Moved to introductory principles

Section 2. Delegate and Alternate Delegate

~~The Society shall be apportioned American Medical Association delegate and alternate delegate seats in accordance with the Constitution and Bylaws of the American Medical Association. Such delegates and alternate delegates to the American Medical Association shall be elected at an annual meeting for a two-year term. Each shall serve no more than three two-year terms.~~

~~A representative/representatives selected by the Larner College of Medicine AMA Student Interest Group, in a manner determined by the Interest Group and in accordance with the Constitution, Bylaws and credentialing process of the American Medical Association, may serve as the voting member(s) to the meetings of the Medical Student Section of the American Medical Association. Funds permitting, VMS may financially support the attendance of such representative(s) to the Medical Student Section meetings.~~

**Chapter VI**  
**FUNDSFISCAL REQUIREMENTS**

Section 1. General Books and Records

~~The Society shall keep correct and complete books and records of accounts and shall keep minutes of all the proceedings of meetings of the membership, Board and Committees as required by the Vermont Nonprofit Corporations Act. In addition, the Society shall keep a copy of the Society's Articles of Incorporation and Bylaws as amended to date.~~

Section 2. Fiscal Year

~~The fiscal year of the Society shall be from January 1 to December 31 of each year.~~

Section 3. Conflict of Interest

~~The Board shall adopt and periodically review a conflict of interest policy to protect the Society's interests when it is contemplating any transition or arrangement which may benefit any officer, employee or member of a committee with Society-delegated powers.~~

~~Funds may be raised by annual membership dues set at the annual meeting. Additional funds may be raised by an equal assessment on each of the members when so voted at a properly warned meeting or by the Council. Additional funds may be raised for the Society from the publications of the Society, or in any other manner approved by the Council. Funds may be appropriated by the membership at the annual meeting for any purpose of the Society and by the Council to defray expenditures of the Society.~~



Section ~~42~~. Special Funds

- A. Faulkner Fund The Faulkner Fund is to be used in compliance with the will of Marianne Gaillard Faulkner, which states: "To the Vermont State Medical Society, a corporation of the state of Vermont, the sum of One Hundred Thousand Dollars (\$100,000), to be kept as a permanent fund to be known as the Edward Daniels Faulkner and Marianne Gaillard Faulkner Fund, and the income only is to be used (a) for the relief of pecuniary distress of sick or aged members or the parents, the widows, the widowers, or children of deceased members, and (b) for the relief of pecuniary distress of members resulting from catastrophic natural causes." ~~The Committee on Medical Benevolence shall select the beneficiaries of this fund as specified in subsections (a) and (b) above.~~

—In addition, the Vermont Medical Society may expend income from the fund for the purpose of providing certain benefits to impaired physicians and the relief of their spouses and dependents. ~~The Executive Committee shall select the beneficiaries of this fund.~~

- B. Special Purpose Funds.  
~~Any other special purpose F~~unds shall be administered as stipulated by the terms of the grant or bequest.

Section 5. Audit of Accounts

~~The Society records of account shall be reviewed annually and audited at least once every three years by a certified public accountant, selected by the Board. The results of the review or audit shall be presented to the Board and, upon request, provided to any member of the society.~~

**Chapter VII  
COMMITTEES**

Section 1. Membership of Standing and Ad Hoc Committees and Task Forces

- A. General Any Society member shall be eligible to serve on a committee. ~~Members of committees shall be appointed by the Board unless otherwise provided for. Unless otherwise specified, committees shall consist of at least three (3) members each appointed for a term of two (2) years and who are eligible for reappointment. Vacancies in committees occurring during the interval between Board meetings and annual sessions may be filled by presidential appointment.~~
- B. Designated Members
1. ~~The secretary-treasurer shall be an *ex-officio* member of the Committee on Medical Benevolence and shall be a member of the Committee on Investment.~~
  2. ~~The president shall be an *ex-officio* member of all standing committees. The president may assign this function to the president-elect or to the vice-president.~~
  3. ~~The president of the Society, with the approval of the Council, may appoint extra~~

~~members to a Standing Committee in the interval between Annual Sessions.—~~

~~C.—Standing Committees Members of standing committees shall be appointed by the Council unless otherwise provided for. Standing committees shall consist of at least three (3) members each appointed for a term of two (2) years and who are eligible for reappointment.~~

~~D.—Vacancies. Vacancies in committees occurring during the interval between Council meetings and annual sessions shall be filled by presidential appointment.~~

~~B.—~~

~~C.—Chair Section 2. Organization~~

~~D.—~~

~~E.B.— The president of the Society shall appoint the chairperson of the various committees, who shall continue to serve until his/her term on the committee has ended or until a president appoints a new chair, as soon as possible after the annual meeting unless otherwise provided in these bylaws.~~

### Section 3. Headquarters

~~The headquarters of each board and committee shall be the executive offices of the Society and all transactions shall be recorded there.~~

### Section 4. Reports

~~The standing committees shall report to the Council, and shall not take independent action, except as authorized in the bylaws.~~

### Section 25. Duties of Boards and Standing Committees

~~A.—Judicial and Ethics Committee~~

~~B.—Judicial and Ethics Board—The Judicial and Ethics Board~~Committee~~ will be composed of the last five Society presidents with the senior serving as chairperson. All matters pertaining to the ethical or legal conducts of the members of the Society will be referred to it and it shall report its findings to the originator of the referral. ~~The board will address issues of ethical conduct by members, including, but not limited to, such matters as inappropriate advertising and fee splitting.~~ The ~~board~~ Committee will be guided by the current Principles of Medical Ethics of the American Medical Association, the Guidelines for Ethical Conduct for the PA profession, by any relevant polities of this Society, and by its own judgment.~~

~~C.—~~

~~A.— The Board shall also possess the judicial power of the Society, and its decision shall be final unless overruled by the Council or action by the membership at an annual or special meeting. ~~The Committee shall also consider~~ The judicial power shall extend to and include: (1) all questions involving membership or the obligations, rights, and privileges of membership; (2) all controversies arising under the Society's Articles of Association and these bylaws or under the Principles of Medical Ethics; and (3) legal matters involving the Society.~~

The Committee may recommend to the Board to discipline, suspend, expel or take other action regarding a member of the Vermont Medical Society. Notice of proposed decisions to suspend, expel or terminate membership shall be provided to a member at least 15 days prior to the effective date of action and provide a member an opportunity to be heard orally or in writing no less than five days before the effective date of the action. The decisions of the Committee shall be submitted to the Board for review and final action at their next scheduled meeting or by special meeting held sooner following a decision of the Committee. Members may appeal the final decision of the Board for reconsideration by the Board.

B. Committee on Investment This committee will supervise the management of all the invested funds of the Society, and shall:

1. Establish an investment policy statement for each fund, which may be changed if circumstances indicate.
2. Select an investment advisor and review its performance at least annually.
3. ~~3.~~ Select an investment custodian, which need not be the same as the advisor.
4. ~~4.~~ Meet with the advisor at least ~~four~~ two times annually.
4. ~~4.~~
5. ~~5.~~

~~5. Approve all purchase and sales of securities, except when the advisor feels an emergency situation demands immediate sale. In such case, the advisor shall justify this action to the committee.~~

~~6.5.~~ 6. Shall report at least annually to the ~~Submit~~ minutes of meetings to the ~~Council~~ Board.

The funds of the Society, under the supervision of this committee, may be invested in equities, debt instruments, certificates of deposit, or such other financial instruments as are appropriate to the needs of the Society and its stated investment policy, consistent with the principles of prudent investment. The VMS treasure shall be a member of the Committee.

C. Vermont Practitioner Health Program Committee

The Vermont Practitioner Health Program (VPH) Committee is a peer review committee, as defined in 26 V.S.A. § 1441. The Committee is formed to evaluate and improve the quality of health care rendered by providers of health services and to ensure that services provided are performed in compliance with the standard of care. Members of the Committee assist VPHP participants in their recovery and provide input to the VPHP's operations.

The Committee shall have not less than six and no more than fifteen members, including the VPHP Medical Director. The Committee shall seek to have diverse representation that reflects the professions served by VPHP; specialty; gender; geography; and expertise in the areas of wellness, recovery, substance use, mental health and/or personal experience with

recovery. ~~Committee members shall not have to be members of the Society. The Committee shall forward recommendations for membership to the Board for appointment.~~

~~Meetings of the Committee will be scheduled no less than every other month and minutes of such meetings shall be forwarded to the Board.~~

#### D. Awards Committee

~~This Committee shall accept nominations and select candidates for VMS Awards, subject to approval by the Board. The Board shall identify and set the criteria for VMS Awards. In the event that no suitable candidate is nominated for an award in a given year, that award need not be given.~~

- ~~C. Committee on Medical Benevolence This committee shall be charged with the supervision of the relief of pecuniary and other distress of sick or aged members or of the parents, widows, widowers, or children of deceased members; and the relief of pecuniary distress of members resulting from catastrophic natural causes. It may also receive subscriptions and donations to be used for the relief of particular members or their dependents as specified above. It shall give consideration to the findings and recommendations from the president, the secretary and the councilors of the distressed member's county. It shall also select recipients of assistance from the Faulkner Fund and determine grants to be made as outlined in Chapter VI, Section 2, paragraph A of these bylaws.~~

**Commented [JB38]:** Rolled into Executive Committee

### Section 3. Ad Hoc Committees and Taskforces

~~The Board may authorize the creation of other ad hoc committees and taskforces as necessary to carry out the work of the Society. Membership on such committees, the duration and charge of the committees shall be determined by the Board.~~

## **Chapter VIII**

### **~~SPECIALTY SECTIONS AND OTHER SECTIONS~~**

#### Section 1. Specialty Sections

~~Since the Society recognizes that many of its members function in one or more of the various medical specialties, it encourages involvement by its members in those organizations within the state which represent these specialties. In those specialties where there is no such organization, the members are encouraged to support the section representing the specialty in which each member is interested or engaged. The specialty sections currently recognized by the Society are listed in Appendix iv.~~

#### Section 2. Other Sections

~~The Society may, as provided in Section 3, recognize other special sections comprised of physicians, physician assistants, physicians-in-training (residents) or medical students which are organized to promote and foster the special interests and needs of its members provided the objectives of such organizations are not in direct conflict with the Society. The Board has the~~

~~prerogative of creating, dissolving or otherwise modifying the list of recognized sections and determining any membership criteria.~~

~~Section 3. General~~

- ~~A. — The Council has the prerogative of deleting from, adding to or otherwise modifying the list of recognized specialty sections or other sections.~~
- ~~B. — Membership in specialty sections or other sections shall be determined by their membership irrespective of membership in the Society.~~
- ~~C. — Each specialty section or other section may organize itself as it deems appropriate. The Society, however, is available to assist any section with its organization, operation or both.~~
- ~~D. — Each specialty section or special section may submit a report of its activities to be included in the Society's annual report.~~

~~Chapter IX  
SEAL~~

~~The Council shall determine the inscription to be placed upon the "corporate seal" of the Society. The seal shall be kept at the Society's executive office.~~

**Chapter IX  
WAIVER OF NOTICE**

Whenever any notice is required to be given under the provisions of the Vermont Non-Profit Corporation Act or under the provisions of the Articles of Association or the bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Attendance at, or participation in, any meeting for which a member or officer is entitled to notice shall be deemed a waiver of such notice, unless timely objection is made at such meeting.

**Chapter XI  
INDEMNIFICATION**

To the full extent permitted by Vermont law, ~~and not in derogation thereof~~, the Society shall indemnify every person made or threatened to be made a party to any action or proceeding by reason of the fact that he is or was a director, officer, agent or employee of the Society; provided that:

1. He/she shall not be finally adjudged in such action or proceeding to be liable for gross negligence or willful misconduct in the performance of his/her duty; and

2. It shall not be determined by a disinterested majority of the CouncilBoard that he/she acted beyond the scope of his/her duty; and
3. The CouncilBoard shall be subrogated to such person's right to control over the conduct or defense of such action or proceeding.

#### **Chapter XII**

#### **AMENDMENTS TO THESE BYLAWS**

- A. The president will appoint an ad hoc committee to review periodically and make recommendations for revision of the bylaws.
- B. A vote of the membership at any annual or special meeting may amend these bylaws, provided there is a two-thirds vote of those members attending in favor of such amendment; and a

~~Any such amendment shall have been proposed at the immediately preceding annual or special meeting; or~~

~~Any~~ such amendment shall have been submitted in writing to all members of the Society not less than thirty (30) days prior to the annual or special meeting at which such amendment is considered. Such notice may be sent electronically unless a member has previously requested communications by mail.

**Appendix i**

**AMERICAN MEDICAL ASSOCIATION — Principles of Medical Ethics**

The medical profession has long subscribed to a body of ethical statements developed primarily for the benefit of the patient. As a member of this profession, a physician must recognize responsibility to patients first and foremost, as well as to society, to other health professionals, and to self. The following Principles adopted by the American Medical Association are not laws, but standards of conduct which define the essentials of honorable behavior for the physician.

- I. A physician shall be dedicated to providing competent medical care, with compassion and respect for human dignity and rights.
- II. A physician shall uphold the standards of professionalism, be honest in all professional interactions, and strive to report physicians deficient in character or competence, or engaging in fraud or deception, to appropriate entities.
- III. A physician shall respect the law and also recognize a responsibility to seek changes in those requirements which are contrary to the best interests of the patient.
- IV. A physician shall respect the rights of patients, colleagues, and other health professionals, and shall safeguard patient confidences and privacy within the constraints of the law.
- V. A physician shall continue to study, apply, and advance scientific knowledge, maintain a commitment to medical education, make relevant information available to patients, colleagues, and the public, obtain consultation, and use the talents of other health professionals when indicated.
- VI. A physician shall, in the provision of appropriate patient care, except in emergencies, be free to choose whom to serve, with whom to associate, and the environment in which to provide medical care.
- VII. A physician shall recognize a responsibility to participate in activities contributing to the improvement of the community and the betterment of public health.
- VIII. A physician shall, while caring for a patient, regard responsibility to the patient as paramount.
- IX. A physician shall support access to medical care for all people.

**Appendix ii**

**AMENDED ARTICLES OF ASSOCIATION OF THE VERMONT MEDICAL SOCIETY**

The undersigned, being natural persons of the age of majority, and being the duly elected and qualified President and Secretary of the **VERMONT MEDICAL SOCIETY** hereby certify that the **AMENDED ARTICLES OF ASSOCIATION OF THE VERMONT MEDICAL SOCIETY** set forth herein have been duly approved and adopted by members of the Society entitled to vote thereon at an annual meeting of the Society noticed and held in accordance with the Constitution and Bylaws of the Society and the Vermont Nonprofit Corporation Act (Title 11B of the Vermont Statutes) on **October 27, 2018** **November 6, 2021**.

## ARTICLE 1

The name of this corporation shall be the **VERMONT MEDICAL SOCIETY** (referred to herein as the "Society"), being the successor organization to the **FIRST MEDICAL SOCIETY IN VERMONT**, organized on August 19, 1784, and incorporated as a body corporate and politic by Act of the General Assembly adopted October 24, 1784, as subsequently amended by Acts of the General Assembly adopted at Sessions thereof 1794, 1804, 1812, 1813, 1814, and by No. 360 of the Acts of 1913. Desiring to avail itself of the provisions of the Vermont Nonprofit Corporation Act, the Society hereby publishes its Constitution, as amended to the date hereof, as these Amended Articles of Association, and further acknowledges and ratifies its acceptance of all powers, rights, privileges, and prerogatives heretofore granted to it by enactments of the Vermont General Assembly, the provisions of which enactments are incorporated by reference as if fully set forth at length herein.

## ARTICLE II

The duration of this Society shall be perpetual.

## ARTICLE III

The registered office of the Society shall be its principal office at 134 Main Street in the City of Montpelier, Vermont. The registered agent of the corporation shall be its executive ~~vice president~~director, by whatever title given, duly appointed from time to time in accordance with the Bylaws of the Society, the incumbent being Jessa E. Barnard, whose address is the registered office of the Society.

## ARTICLE IV

Included with those purposes set forth in the Society's initial act of incorporation and subsequent amendments thereto, the Society is organized for the following purposes:

- (1) To serve the public by facilitating and enhancing physicians' and physician assistants' individual and collective ~~commitments, capabilities and~~ efforts to improve access to and the quality of health care services, -the health care services and health care access and health outcomes ~~quality of life~~ for the people of Vermont ~~through the provision of accessible and appropriate health services.~~
- (2) To facilitate education, information sharing and ~~encourage and aid the progress and~~ development of the sciences of medicine ~~and surgery and to encourage research to those areas.~~
- (3) To promote the public health.
- (4) To promote health equity and justice within the health care system for Vermont patients and health care professionals.



~~(5) To encourage-facilitate mutual support cooperation among physicians and surgeonsphysician assistants its members, to the end that the and enhance professional wellbeing, and the standard of professional skill, care and judgment may be elevated generally.~~

~~(56) To provide a means for physicians' and physician assistants' leadership-its members to optimize and cooperation with other agencies-entities and professionals concerned with health care.~~

~~(6) To affiliate with the American Medical Association.~~

~~(67) To advance the general, moral, social and intellectual welfare of its members.~~

## ARTICLE V

Included with those powers heretofore granted the Society by enactments of the General Assembly, including the Vermont Nonprofit Corporation Act, and not in derogation or limitation of said enactment, the Society shall have the following powers:

1. To acquire, hold, manage and deal in both real and personal property for the common welfare of the Society and its members.
2. ~~(2)~~ —To levy and collect ~~taxes-fees or dues~~ for any of its purposes.
3. ~~(3)~~ —To make contracts and incur liabilities.
4. ~~(4)~~ —To acquire and manage funds.
5. ~~(5)~~ —To adopt bylaws and regulations for its organization and government, and the administration of its affairs, including the power to fix the dates and places of meetings.
6. ~~(6)~~ —To fix the condition of membership, including the election, succession, discipline and expulsion of the same.
7. ~~(7)~~ —To provide for such officers ~~and~~, delegates ~~and assistants~~ as may be required in the furtherance of its purposes, and to fix the compensation for services so rendered.
8. ~~(8)~~ —To elect honorary members and confer awards of merit upon members and non-members for exemplary service to the Society or in the furtherance of its purposes.
9. ~~(9)~~ —To assist its members in all matters relating to ~~professional liability~~the practice of medicine, and otherwise to aid its members to the extent approved by ~~the governing Board of vote of~~ the Society.
10. To do any act not in contravention to the general law of this State, the United States, or to specific enactments relating to the Society.

## ARTICLE VI

Membership in the Society shall be limited to those members in good standing of the medical profession, as defined in the bylaws of the Society, ~~upon whom have been conferred the academic degree of Doctor of Medicine, Doctor of Osteopathy or comparable degree accepted for the practice of medicine or surgery, and who are licensed to practice medicine under the laws of this State or a physician assistant who is licensed to practice in the state of Vermont; subject, however, to the provisions of the Society's bylaws regarding membership.~~

## ARTICLE VII

The ultimate authority for the Society's governance shall be vested in its Board and members as described in the Society's bylaws approved and adopted on November 6, 2021~~October 27, 2018~~, as may be amended hereafter.

## ARTICLE VIII

The officers of the Society shall be a president, president-elect, vice president, and secretary-treasurer. The manner of election and duties of these officers shall be set forth in the Society's bylaws.

## ARTICLE IX

The ~~executive governing~~ body of the Society shall be a Council~~Board~~ consisting of the officers named in Article VIII, the immediate past President of the Society, the Society's delegate and alternate delegate to the American Medical Association, those members elected ~~or appointed~~ as council~~Board Members~~ ~~ors and councilors-at-large~~ consistent with the Society's bylaws. The Council~~Board~~ shall perform such duties as in general devolve upon corporate directors, and shall conduct the business of the Society ~~during intervals between annual and/or special meetings of the membership~~, as described in the Society bylaws.

## ARTICLE X

The Society shall have the power to indemnify its officers, employees, agents and members to the extent as may be provided in its bylaws.

## ARTICLE XI

These Articles may be amended by a vote of the membership at any annual or special meeting thereof, provided:

- (1) Two-thirds thereof vote in favor of such amendment; and
- (2) Any such amendment shall have been proposed at the immediately preceding annual or special meeting of the membership; or

- (3) Any such amendment shall have been submitted in writing to all members of the society not less than thirty days prior to the annual or special meeting of the membership at which such amendment is considered. Such notice may be sent electronically unless a member has previously requested communications by mail.

## ARTICLE XII

This Society is not formed, organized or operated for pecuniary profit. No part of the net income of the Society shall pass to any member thereof. In the event of its dissolution, the assets of the Society shall be transferred to such scientific or health care organizations as shall be designated by two-thirds vote of the members of the Society entitled to vote thereon. Any dissolution of the Society shall be effected only under the supervision and direction of such Vermont Superior Court having jurisdiction in the premises.

IN WITNESS WHEREOF, we hereunto subscribe as the duly authorized officers of the VERMONT MEDICAL SOCIETY, this 27th-6th day of OctoberNovember, 202118.

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President, Vermont Medical Society

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Secretary, Vermont Medical Society

Appendix iii

~~UVM MEDICAL STUDENT MEMBERSHIP IN VERMONT MEDICAL SOCIETY~~

Commented [JB39]: Incorporated into body of bylaws

Guidelines & Procedures

~~I. MEMBERSHIP~~

~~A medical student, duly enrolled in the University of Vermont College of Medicine (UVM), will become a student member of the Vermont Medical Society (VMS). Membership will be terminated by resignation, upon graduation from or failure to continue enrollment in the UVM College of Medicine.~~

~~II. REPRESENTATION~~

~~A student elected from each of the four (4) classes of the UVM College of Medicine, in a manner determined by the Student Membership, will serve as the respective class representative in all matters pertaining to the Society. Each shall be eligible to participate in meetings of the VMS Council without a vote.~~

~~The Student Membership shall be entitled to appoint from the class representatives two (2) voting representatives to annual and special meetings of the Society.~~

~~III. AMA STUDENT DELEGATE~~

~~The third year class representative will serve as the voting member to the Business Meetings of Medical Student Members of the American Medical Association (AMA). An alternate will be selected from the remaining class representatives. In order to serve as a voting delegate, the class representative must be a Medical Student Member of the AMA and be properly certified to the Governing Council of the AMA Medical Student Section. This delegate will be sponsored by the VMS, funds permitting.~~

~~IV. PRIVILEGES OF MEMBERSHIP~~

~~Student members will be welcome at all general meetings of the Society and of its sections where they may engage in, and are encouraged to participate in discussion. They may serve on any committee to which the general membership of the Society may be appointed. Student members are welcome at meetings of the Chittenden County Medical Society and encouraged to participate in the activities of this component society of VMS.~~

~~Student members will receive all informational publications of the Society including, but not limited to the VMS newsletter, and Legislative Bulletin. They also will receive announcements concerning the Society's annual meeting or any special meetings.~~

~~The Medical Student Section may submit to the VMS Council for consideration resolutions to be acted upon by the membership at the annual meeting of the Society. It also may submit a report of its activities to be included in the Society's annual report.~~

**V. OTHER**

~~The Medical Student Section may organize itself as it deems appropriate in matters not covered by these guidelines and procedures, or the Bylaws of the Society. The Society, however, is available to assist with its organization, operation or both.~~

Approved - VSMS ~~Council~~Board, March 17, 1990

Amended - VMS ~~Council~~Board, January 27, 1996

Amended – VMS Annual Meeting, November 6, 2010

Amended - VMS Annual Meeting, October 19, 2013

**Amended – VMS Annual Meeting, November 6, 2021**

**Appendix iv**  
**SPECIALTY SECTIONS**

The specialty sections currently recognized by the Society are:

Anesthesiology  
Dermatology  
Emergency Medicine  
Family Practice  
Internal Medicine  
Medical Education  
Neurology—Neurosurgery  
Obstetrics & Gynecology  
Oncology  
Ophthalmology  
Orthopedics  
Otolaryngology  
Pathology  
Pediatrics  
Psychiatry  
Radiology  
Surgery  
Thoracic Surgery  
Urology