

Vermont Medical Society

AMENDED AND RESTATED BYLAWS

November 2021

TABLE OF CONTENTS

Chapter I		page 4
MEMBERSHIP		
Section 1	Guiding Principles	
Section 2	Types of Membership	
Section 3	Dues	
Section 4	Termination or Suspension of Membership	
Section 5	Appeal and Reinstatement of Terminated or Suspended Member	
Section 6	Eligibility for Benefit Programs	
Chapter II		page 6
MEETINGS OF THE MEMBERSHIP		
Section 1	Meetings	
Section 2	Electronic Meetings	
Section 3	Annual Meeting Procedures	
Section 4	Duties	
Section 5	Action by Written Ballot	
Chapter III		page 8
OFFICERS		
Section 1	Officers	
Section 2	Qualifications of Officers	
Section 3	Nominations and Elections	
Section 4	Replacement of Officers	
Section 5	Duties of the Officers	
Section 6	Bonding of Officers	
Chapter IV		page 9
BOARD		
Section 1	Function	
Section 2	Members and Tenure	
Section 3	Meetings	
Section 4	Attendance	
Section 5	Resolutions	
Section 6	Committees of the Board	
Chapter V		page 12
AMERICAN MEDICAL ASSOCIATION		
Section 1	General	
Section 2	Delegate and Alternate Delegate	

Chapter VI page 13
FISCAL REQUIREMENTS

- Section 1 **Books and Records**
- Section 2 **Fiscal Year**
- Section 3 **Conflict of Interest**
- Section 4 **Special Funds**
- Section 5 **Audit of Accounts**

Chapter VII page 14
COMMITTEES

- Section 1 **Membership of Committees**
- Section 2 **Standing Committees**
- Section 3 **Ad Hoc Committee and Taskforces**

Chapter VIII page 15
SECTIONS

Chapter IX page 16
WAIVER OF NOTICE

Chapter X page 16
INDEMNIFICATION

Chapter XI page 16
AMENDMENTS TO THESE BYLAWS

Appendix i page 17
VERMONT MEDICAL SOCIETY
Amended Articles of Association

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.

President, Vermont Medical Society

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