California Medical Association

BYLAWS

Adopted by the CMA House of Delegates
December 2014

Physicians dedicated to the health of Californians
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BYLAWS OF THE
CALIFORNIA MEDICAL ASSOCIATION

A California Non-Profit Mutual Benefit Corporation

CHAPTER 1.00  NAME

The name of this corporation is the California Medical Association (hereinafter referred to as “the Association” or “CMA”).

CHAPTER 2.00  PURPOSES

The purposes of this Association are to promote the science and art of medicine, the care and well-being of patients, the protection of the public health, and the betterment of the medical profession; to promote and support similar interests in its component societies; and to unite with similar organizations in other states and territories of the United States to form the American Medical Association.

CHAPTER 3.00  OFFICES

The principal office for the transaction of the activities, affairs, and business of the corporation is located at 1201 “J” Street, Sacramento, California, 95814. The Board of Trustees may change the principal office from one location to another. Any change of location of the principal office shall be noted on these bylaws opposite this Section, or this Section may be amended to state the new location.

CHAPTER 4.00  COMPONENT SOCIETIES

4.01  DEFINITION OF COMPONENT SOCIETIES

A component society shall be a medical society organized on a geographical basis and encompassing one or more counties or a medical society of smaller geographic scope electing to withdraw from a county society in accordance with these Bylaws. The Association may recognize as component medical societies such additional medical societies, not limited as to geographical area, as these Bylaws shall specifically provide. Except for honorary and out-of-state members, no one may be a member of a component society who is not also a member of this Association.

4.02  COMPONENT SOCIETY CHARTERS

The House of Delegates may issue charters to medical societies. The Articles of Incorporation and Bylaws of this Association now or hereafter in effect shall be expressly incorporated by reference in the charter of each component society, and shall govern in the event of any conflict with the Constitution and Bylaws of the component society. The Constitution and Bylaws of the component society shall not be amended in any way to conflict or be inconsistent with the Articles of Incorporation and Bylaws of this Association. Each charter shall be signed by the president and the speaker of this Association.
4.03 REVOCATION OF COMPONENT SOCIETY CHARTERS

4.0301

The House of Delegates may suspend or revoke any such charter, for cause, after due notice and proper hearing. “Cause” shall be considered to be any conduct or action on the part of any component society deemed in contravention of the Articles of Incorporation and Bylaws of this Association or the American Medical Association or their “Principles of Medical Ethics.” “Cause” shall further be deemed to be any conduct or action of a component society deemed inimical to the best interests of the Association.

4.0302

The House of Delegates may act on the withdrawal or secession of any component society from the Association and take such measures as are deemed advisable and proper for reinstatement of any component society which may have withdrawn or had its charter suspended or revoked.

4.0303

The charter of a component society may be suspended or revoked only in accordance with the following procedure:

4.03031 Complaint

A written complaint, stating the grounds for action, shall be filed with the Speaker by at least a majority affirmative vote of the members of the Charter Commission, or two-thirds affirmative vote of the members of the Board of Trustees.

4.03032 Notice

The Speaker of the Association shall, within thirty (30) days of receipt of complaint, send by certified mail to the secretary of the component society concerned, a true copy of such complaint.

4.03033 Hearing

Hearing on the complaint shall be held by the House of Delegates at its first session occurring not less than three (3) months after the date of its presentation to the Speaker of the Association.

4.03034 Decision

Suspension or revocation of the charter of a component society shall require a two-thirds affirmative vote of the members of the House of Delegates. The delegates of the component society concerned shall not vote, and their number shall not be counted in determining the necessary two-thirds majority.

4.04 COMPONENT SOCIETY RESTRUCTURINGS

Component Societies may be restructured by merger or division as provided in this section. The House of Delegates may issue a charter to a new component society when it concludes that the creation of the new component society is in the best interest of the Association. A charter shall be issued to the new entity whenever two (2) or more component societies complete a legal merger. The Charter Commission, whenever component societies are merged or divided, shall recommend to the House of Delegates any modifications to Districts listed in Chapter 8.00.
4.05 RESCHEDULING OF THE HOUSE OF DELEGATES

Any term or period of time specified in these Bylaws shall be automatically extended to the extent a rescheduling of the House of Delegates requires a longer or shorter period of time to permit orderly transition upon the adjournment of the meeting of the House of Delegates.

4.06 CHARTER COMMISSION

4.0601 Constitution of the Charter Commission

A Charter Commission shall, at the conclusion of the annual House of Delegates, be constituted to serve until the conclusion of the next annual meeting of the House of Delegates. Membership of the Charter Commission shall consist of three (3) most recent past presidents of the association who: (a) are not serving in an elected position at a component medical society or the Association; and (b) are not serving as a trustee or officer of the AMA; and (c) are not a declared candidate for an elected position in organized medicine at a local, state or national level; and (d) are residents of the state of California; and (e) are willing to serve on the Charter Commission; and (f) may be serving as directors or officers of CMA’s subsidiary organizations established pursuant to Section 27.01; and (g) may be serving as AMA Delegates or Alternates or as appointed members of AMA councils or committees. The President and Chair of the Board shall each appoint one (1) voting member to the Charter Commission who serve until the conclusion of the next annual meeting of the House of Delegates. Member(s) of the Charter Commission must recuse themselves from any discussion, deliberation or voting concerning the component society of which they are a member or executive. In the event that one or more of the Past Presidents is unable to serve or must recuse him or herself, then the President shall appoint a replacement Past President, whose eligibility to serve on the Commission shall be subject to conditions and qualifications set forth in this section. The Chair of the Charter Commission will be the most recent past president. The immediate past chair of the Medical Executive Conference shall serve as an ex-officio, non-voting member of the Charter Commission. If the immediate past chair of the Medical Executive Conference is unable to serve or must recuse him or herself, then the chair of the Medical Executive Conference will appoint a past chair of the Medical Executive Conference to serve as an ex-officio, non-voting member of the Charter Commission.

4.0602 Purpose of the Charter Commission

The Charter Commission will serve as a dispassionate mediator and advisor on specific issues associated with component society charters.

4.0603 Powers of the Charter Commission

The Charter Commission will ensure that every component society has a charter on file with the Association that meets the requirements of article 4.02. Failure by a component medical society to meet this requirement within six (6) calendar months of a written request by the Charter Commission will cause the Charter Commission to recommend charter revocation directly to the House of Delegates pursuant to article 4.03031.

4.0604

The Charter Commission shall be convened by majority vote request of either the Executive Committee of the Board of Trustees or the Board of Trustees of the Association, or the Executive Committee of the Medical Executive Conference, when a trigger event occurs. Trigger events include, but are not limited to, the following: (a) When membership in a component society falls significantly below the Association’s statewide ratio of regular active members to eligible physicians, or when membership falls precipitously in a short period, typically less than two years.
(b) When there is repetitive and unusual turnover of component society management. (c) When there are significant fiscal problems reported on a component society’s required reporting documents, or if the required reporting documents are not filed. (d) When there are reports of election irregularities at component medical societies.

4.0605

When the Charter Commission receives a request to convene pursuant to Section 4.0604, the Charter Commission shall meet on the matter within thirty (30) days of receipt of the request, and report to the Board of Trustees of the Association and the group that requested the Charter Commission to convene, within ninety (90) days of convening. The Charter Commission, using its staff, may: (a) Take no action. (b) Collect, or request of component societies or the Association, data germane to one or more of the trigger events. (c) Request written report(s) from component societies or the Association, germane to one or more of the trigger events. (d) Make recommendations germane to one or more of the trigger events to component societies, to the Executive Committee of the Board of Trustees or Board of Trustees of the Association, or to the Medical Executive Conference. (e) Recommend charter revocation directly to the House of Delegates pursuant to this chapter.

4.0606

Notwithstanding Section 4.0601, the composition of the Charter Commission and its membership shall not change at the conclusion of the annual session of the House of Delegates if: (a) the operative Charter Commission was convened ninety (90) days or less before the annual session of the House of Delegates; (b) an investigation pertaining to one or more trigger events is pending; or (c) written report(s) requested from component societies or the Association by the Charter Commission are pending receipt. In the event that a member of the Charter Commission is unable to continue serving or must recuse him or herself, a replacement shall be appointed pursuant to the conditions and qualifications set forth in Section 4.0601. Notwithstanding this section, the membership of the Charter Commission must be reconstituted pursuant to Section 4.0601 every three (3) years.

CHAPTER 5.00 MEMBERSHIP

5.01 WHAT CONSTITUTES MEMBERSHIP

Members whose membership applications have been approved and whose required dues or other assessments have been paid to this Association in accordance with these bylaws and who are not suspended shall be members in good standing. Except for honorary and out-of-state members, no one may be a member of this Association who is not also a member of a component society.

The term “physician” whenever used in these bylaws includes both doctors of medicine and doctors of osteopathy.

5.02 CLASSES OF MEMBERSHIP

Classes of membership in this Association are: 1. active (regular, resident physician, medical student, government employed); 2. associate; 3. multiple membership; 4. retired; 5. honorary; 6. out-of-state; and 7. probationary.

5.0201 Leave of Absence

An active or government employed member may be granted a leave of absence with the approval of the component medical society and the Board of Trustees due to extended illness or such other acceptable reasons. While on leave a member shall have no right to vote or hold office.
5.03 QUALIFICATIONS

5.0301 Component Societies as the Sole Judges

Each component society shall, subject to the minimum requirements for eligibility as provided below, determine the qualifications for membership for active, associate, affiliate or retired membership therein, and shall be the sole judge of the qualifications of applicant for such membership, except that the component society may allow this Association to credential new members as provided in 5.03011. Membership shall not, however, be denied or abridged on account of sex, color, creed, race, religion, ethnic origin, national origin, age, disability or sexual orientation.

5.03011 Credentialing by the Association

If the component society authorizes this Association to do so in writing, this Association shall have the authority to approve initial applications for active membership as agreed to between the component society and this Association.

5.0302 Qualifications for Active Members

5.03021 Regular Active

To be eligible for election to regular active membership, an applicant must hold an un-revoked and unsuspended physician’s and surgeon’s certificate issued by the Medical Board of California or Osteopathic Medical Board of California, which license shall not be subject to any conditions of probation, or be a physician and surgeon practicing medicine on a federal enclave, and must reside or practice in the State of California. The applicant must be of good moral and professional character. The applicant must subscribe to the Principles of Medical Ethics of the AMA and the CMA, and shall recognize the authorized officers of the applicant’s component society and of this Association as the proper authority to interpret any doubtful points of ethics. No physician who is not eligible for active membership may be granted provisional or any similar category of membership, and such memberships shall be deemed to be regular active membership for purposes of these bylaws.

5.03022 Resident Physician Active

A resident, intern or fellow shall be eligible for resident physician active membership in the CMA Resident and Fellow Section (CMA-RFS) and, when a member thereof, shall be a resident physician active member in this Association, according to the terms and provisions of this bylaw section. The term of such membership shall be only so long as said physician is appointed as an intern, resident or fellow.

A resident physician active member must also be a member of a geographic component medical society and shall be counted as a member of both CMA-RFS and of the geographic component society for all purposes.

5.03023 Medical Student Active

Students duly enrolled at any Liaison Committee on Medical Education or American Osteopathic Association accredited school located in California shall be eligible for medical student active membership in the CMA Medical Student Section (CMA-MSS) upon the terms and conditions specifically set forth in these Bylaws. The term “medical student” whenever used, includes both students of allopathic and osteopathic medicine. The term school of medicine,
whenever used, includes both schools of allopathic and osteopathic medicine. Medical student active membership shall constitute membership in this Association subject to the conditions and provisions of this subsection, which shall prevail in the event of conflict with any other part of these Bylaws. Medical student active membership shall be granted to any person eligible therefore, and otherwise of good character, upon application to this Association. A medical student active member must also be a member of a geographic component medical society and shall be counted as a member of both CMA-MSS and of the geographic component society. The term of such membership shall be only so long as said member is enrolled in an accredited school of medicine located in California, and said membership shall terminate by its own terms and without the further act of this Association in the event that said enrollment is terminated, whether on account of graduation or for any other reason.

Students duly enrolled in any Liaison Committee on Medical Education or American Osteopathic Association accredited school located outside of California shall be eligible for medical student active membership in the CMA Medical Student Section (CMA-MSS) if the students are training in California. Such a student must also be a member of the geographic component society where the student resides or receives their training.

This Association shall be entitled to accept the certification of the Dean of any accredited school of medicine as to any matter affecting the application of this Section or within the scope thereof, as to such school or its students, and this Association may delegate to each such Dean any responsibility imposed by this subsection.

5.0303 Qualifications for Other Classes of Membership

5.03031 Associate

To be eligible for election to an associate membership in a component society, an applicant must hold the degree of Doctor of Medicine or Doctor of Osteopathy, or the equivalent, and must possess all the qualifications necessary for regular active membership except the applicant must hold an un-revoked and unsuspended license to practice medicine from another state, and must not hold a California license to practice medicine. Associate membership shall be granted at the discretion of the component medical society governing body.

5.03032 Government Employed

To be eligible for election to a government-employed membership, an applicant must be eligible for regular active membership and must receive more than fifty (50) per cent of the applicant’s practice income from county, state or federal employment.

5.03033 Multiple Membership

A component society may grant multiple memberships to any physician who is already a regular active member of CMA and another component society. A multiple membership is not counted for any representational purpose, as the member is already recognized pursuant to the member’s regular active membership.

5.03034 Probationary

Except as otherwise provided in the component society bylaws, to be eligible for probationary membership in a component society, a member must remain eligible for active membership, except that the member’s physician’s and surgeon’s certificate is subject to conditions of probation imposed by the Medical Board of California or Osteopathic Medical Board of California.
5.03035  Retired

The Board of Trustees, on written recommendation of any component society, may grant retired membership to those members who have either paid Association dues or been granted a dues waiver for the current or immediately preceding year and who have a retired, inactive, cancelled, disabled or voluntary license from the Medical Board of California or the Osteopathic Medical Board of California, or who have otherwise been determined by the component society to have ceased the practice of medicine to the extent and for reasons satisfactory to such component society and the Board of Trustees. Retired membership shall endure as long as the component society confirms that the retired member does not engage in the practice of medicine; but in the event that a member classified as retired resumes the practice of medicine, such resumption shall automatically terminate retired membership and reestablish active membership after payment of dues. Upon resumption of the practice of medicine by any retired member, the secretary of the component society shall transfer such member from the retired classification to the active classification, and notify this Association, which shall do likewise with respect to the membership rolls of this Association.

5.03036  Honorary

The House of Delegates on recommendation by the Board of Trustees may elect as honorary members any persons distinguished for their services or attainments as physicians or in the field of public health, or for research or other scientific work contributing to medicine.

5.03037  Out-of-State

The Board of Trustees may elect as out-of-state members any persons who would be eligible for membership but for the fact they neither reside nor practice in the state of California.

5.04  RIGHTS AND PRIVILEGES OF MEMBERSHIP

5.0401  Active

Subject to the provisions of these Bylaws, all active members shall be equally privileged to vote, to hold office and to enjoy all other rights and privileges of the Association. Active Members are the only class of membership that meet the definition of members set forth in Section 5056 of the California Non- Profit Corporation Law.

5.04011  Delegation of Authority

Pursuant to section 7152 of the California Non-Profit Corporation Law, the authority of active members to act is delegated to the House of Delegates, except where the authority of active members is explicitly reserved in these bylaws.

5.0402  Associate, Retired, Honorary, and Out-of-State

Members in these classes shall have the right to serve on committees with vote, but shall not otherwise have the right to vote or to hold office.

5.0403  Probationary

Except as otherwise provided in the component society bylaws, members in this class shall have the right to serve on committees with vote, but shall not otherwise have the right to vote or hold office.
5.0404 Membership Interest In Association Property

No person other than an active member in good standing shall have any interest in the property of the Association and the interest of any active member therein shall cease when the physician ceases to be a member of the Association. If any active member shall resign or otherwise cease to be an active member of the Association, all of the former member’s interest in and to all property of the Association shall cease and such cessation of membership shall operate as a release and assignment to the Association of all right, title and interest of such member in and to all property of the Association.

5.05 COMPONENT SOCIETY ROSTERS OF MEMBERS; REPORTS

5.0501 Roster

The secretary of each component society shall keep a roster of its members, on which shall be shown the full name as it appears on the member’s medical license, address, school and date of graduation, number of license to practice in this state, (or, for physicians practicing in a federal enclave, the state where they are licensed), class of membership, date of birth, and such other information as the Association shall prescribe.

5.0502 Reports

The Association shall furnish the secretary of each component society by April 15 of each year, an electronic list of the names and addresses of all those the Association records show as members in good standing from that society as of April 1, as well as an electronic list of the names and addresses of those from that society the Association proposes to drop from membership for delinquency, including the unpaid dues amount. The secretary of each component society shall furnish the Association by May 1 of each year, an electronic response in the Association’s standardized format reconciling the lists of current and delinquent members and unpaid dues amounts it receives from the Association with the component society’s records.

The Association shall furnish the Secretary of each component society by January 31 of each year, an electronic list of the names and addresses of all members the Association records show as members in good standing for that society as of December 31 to which the component society shall respond with reconciliation by March 1.

The secretary of each component society shall also furnish the Association timely reports of any resignation or expulsion.

The Association and the component societies shall use their best efforts to keep their respective membership lists current and synchronized. The Association shall work with any component society, which does not have the capacity for electronic communication.

5.06 PROCEDURE FOR ADMISSION TO MEMBERSHIP TO A COMPONENT SOCIETY

5.0601

The Bylaws of each component society shall determine the body that has the power to admit or reject applicants for membership (hereinafter called the admissions body), the method of voting and minimum affirmative votes required for election to membership. Nothing herein contained shall affect the functions of credentials, or other fact-finding and recommending committees of component societies.
5.0602

At the time an applicant’s name is submitted for vote for admission to membership, the admissions body may vote for admission, deferral, or proposed rejection. Deferral shall be based upon objections relating to incomplete details or other matters likely to be resolved by further investigation by the credentials or other fact finding and recommending committees. A vote by the admissions body to defer action on the application shall state the reasons for deferral, and set a time limit within which a subsequent recommendation by the credentials or other recommending committees of the component society shall be made.

5.0603

In the event the admissions body votes for proposed rejection of an applicant, the applicant shall be entitled to the procedural rights for “accused members” set forth in Chapter 6.00 beginning with section 6.0104. In such cases, the “reviewing body” shall be the “admissions body,” the “accused member” shall be the applicant, the “proposed action” shall be rejection, and the “judicial council” shall be either the judicial council or district judicial council or a committee appointed by the component society to hear the matter.

If the procedural rights are waived by the applicant, the application for membership shall be deemed to have been abandoned.

5.0604

A rejected applicant may appeal the decision to the judicial body of this Association following the procedure set forth in Chapter 6.00 of these Bylaws for appeals to said judicial body.

5.0605

All applicants for membership shall be furnished, at the time a formal application is received, access to a copy of this Section of the Bylaws of this Association.

5.0606

Each and every applicant for membership in a component society by virtue of the application is conclusively deemed to have agreed with the society that all proceedings of the society relating to the application including but not limited to investigation of the application, committee meetings, admissions body (or its committee) meetings and hearings under this Section and under Chapter 6.00, shall be clothed with an absolute privilege coequal to the privilege held by witnesses in the courts of this State. Such absolute privilege shall apply to the applicant, all members of this society and of this Association, all persons furnishing information to the society and all witnesses appearing before the admissions body or any committee of the society and any proceeding, hearing or meeting in which the applicant’s proposed membership is under consideration or discussion.

5.0607

An applicant who has received a final adverse decision regarding admission, or who withdrew the application for membership following a proposed rejection, shall not be eligible to reapply for society membership for a period of five (5) years from the date of the final decision or withdrawal of the application. Provided however, a majority of the board of directors of a Component Society may, in its sole discretion for reasons it deems appropriate, reduce the period for reapplication to no less than three (3) years. Any such reapplication shall be processed as an initial application, and the applicant shall submit such additional information as may be required to demonstrate that the basis for the earlier adverse decision no longer exists. An adverse admissions decision shall be final
for the purposes of this Section when all hearings and appellate proceedings conducted by this Association are completed.

5.07 MEMBERSHIP WHERE NO COMPONENT SOCIETY EXISTS

Any physician residing in an area in which there is no component society may apply for membership in the component society most convenient to the area in which the physician practices medicine, and if otherwise qualified the physician may be elected to membership therein.

5.08 DETERMINATION OF COMPONENT SOCIETY MEMBERSHIP

A physician (including resident physician active members) may apply and be eligible for membership in the component medical society in the area in which the physician’s professional practice or residence is located.

5.09 TRANSFER CERTIFICATES AND MEMBERSHIP AS AFFECTED BY TRANSFER OF LOCATION OF OFFICE

A member in good standing in a component county society who changes office location from one component society to another is eligible to apply for transfer of membership to the new component society upon presentation of a transfer certificate. Such transfer certificate shall be issued without cost by the original component society on request of the member, provided that current dues have been paid in full and that no evidence disqualifying such membership exists. The member must assume such financial obligations as shall be deemed proper by the new component society to which transferred, and to which application by transfer of membership is made.

A member who has obtained a transfer certificate and who has applied for membership in the society of the county to which the member has moved may continue membership in this Association until such society has acted upon the application. The Chief Executive Officer (CEO) of this Association shall cause to be collected the dues and assessments of members awaiting such component society action.

The member shall forfeit membership in this Association if within one year after such change of location of practice the member fails to complete an application for membership in the new component society.

A member in good standing in a component society who moves to another state is eligible to apply for transfer of membership to out-of-state membership, provided that current dues have been paid in full and that no evidence disqualifying such membership exists. The member must assume such financial obligations as shall be deemed proper by the Board of Trustees. The member shall forfeit membership in this Association if within one (1) year after such change of location of practice the member fails to complete an application for out-of-state membership.

A regular active member who has been in good standing in a component medical society for at least five (5) years who changes the professional practice and/or residence location to the geographical area of another component medical society shall have the option either to continue such membership in the current component medical society with that society’s concurrence or apply to transfer membership to the component medical society in which the professional practice and/or residence is located, in accordance with Section 5.09.
5.10 TERMINATION, SUSPENSION OR PROBATION OF MEMBERSHIP

5.1001 By Expulsion from Component Societies

Expulsion from any component society, after due proceedings in accordance with these Bylaws, upon becoming final terminates all the rights and privileges in this Association of the member so expelled.

5.1002 By Failure to Pay Dues

If the annual assessments of dues, payable to this Association by any member of this Association, are not current on or before April 1 of any year, such member shall automatically lose membership in this Association as of April 1 of such year. The Board of Trustees of this Association, in its discretion, upon payment of such unpaid dues and any other assessments or dues accruing thereafter, may at any time reinstate such member.

5.1003 By Revocation or Probation of Physician’s and Surgeon’s Certificate

Whenever a member’s license to practice medicine in this state expires, is cancelled, revoked, or the member’s right to practice medicine is otherwise terminated, CMA and component society membership shall be immediately and automatically terminated as of the date the action becomes effective, except as provided below for retired members.

Upon receipt of a copy of the Medical Board of California’s or Osteopathic Medical Board of California’s notice that a member of the component society has been placed on probation for a stated period of time, membership in the CMA and component society shall immediately and automatically become probationary for an equal period of time, except as otherwise provided in the component society bylaws.

Whenever a member’s license is suspended by the Medical Board of California or the Osteopathic Medical Board of California, or is surrendered to a court on order of a judge, that member’s membership in the CMA and component society will be suspended for an equal period of time.

The right to a hearing on any action taken pursuant to this section shall be limited to a hearing to determine whether the action by the licensing board has occurred.

Retired membership shall not be afforded to any member whose license has been revoked or surrendered.

5.1004 Acts and Conduct Subjecting Member to Censure, Probation, Suspension or Expulsion by Component Society

Any member of a component society who has been adjudged guilty of a criminal offense involving moral turpitude, or who has been duly adjudged guilty by the component society, in accordance with the procedural requirements of these Bylaws, of gross misconduct as a physician or a surgeon or of a violation of any of the provisions of the Articles of Incorporation or Bylaws or principles of professional conduct of the component society or of the Principles of Medical Ethics promulgated from time to time by this Association or by the AMA, shall be subject to censure, probation, suspension or expulsion from the component society.
CHAPTER 6.00 DISCIPLINARY PROCEDURE

6.01 DISCIPLINARY PROCEDURE OF COMPONENT SOCIETIES

The procedure to be followed by each component society with respect to disciplinary action taken against a member shall be as follows:

6.0101 Filing of Charges

Charges must be filed with the secretary of the accused member’s component society. As soon as possible after filing, the secretary shall present the charges to the governing board or, if the component society so elects, to a review board of the society for information and review. However, the secretary shall not transmit any charges which rely on an undecided Medical Board of California accusation or unresolved court case until the accusation or case is resolved.

6.0102 Decision to Proceed

The reviewing body must decide within sixty (60) days of their receipt whether or not to pursue the charges. If the decision is to pursue the charges, the reviewing body shall: 1) appoint a representative to prosecute the charges; 2) grant that appointee necessary authority to make appropriate investigation and obtain help of counsel where needed; and 3) determine what disciplinary action is to be recommended if the charges are sustained.

6.0103 Types of Disciplinary Action

Disciplinary action may include censure, suspension, probation, expulsion or a combination thereof.

6.01031 Censure

A censure shall consist of an oral or written admonition and imposition of appropriate restrictions.

6.01032 Suspension

A member may be suspended by imposing a limited period, not to exceed five (5) years, during which the member shall have no rights or privileges to vote, hold office and participate in the activities of the society. Recommendations to the component society executive board concerning eligibility for other benefits of membership may be specifically made in each case. Dues shall not be imposed during a period of suspension.

6.01033 Probation

A member may be placed on probation for a period not to exceed five (5) years, subject to such conditions and limitations on the privileges of membership as are deemed appropriate. The conditions may, but need not, include a provision for suspension or expulsion if the terms of probation are violated. Dues may be imposed during the probationary period.

6.01034 Expulsion

A member may be expelled from membership.

6.0104 Notice

If the reviewing body determines to pursue the charges formally, written notice shall be sent to the Chair or Secretary of the judicial council and to the accused member. Such notice shall include: 1)
the reasons for the proposed action, including the acts or omissions with which the member is charged; 2) the proposed action; 3) that, if the action relates to the accused member’s competence or professional conduct which is reasonably likely to be detrimental to patient safety or the delivery of patient care, the proposed action if adopted will be reported to the Medical Board of California pursuant to Section 805 of the Business & Professions Code; and 4) that the accused member has a right to request a hearing before the proposed action is made final, such request to be made to the component society no later than thirty (30) days after receipt of this notice. A copy of this chapter of the CMA Bylaws and a summary of the procedure and of the member’s rights and obligations with respect to the procedure shall accompany the notice of charges, and shall be personally delivered or sent by certified mail addressed to the accused either at the accuser’s last known office or last known residence.

If, pursuant to Section 6.01063, a request for a district judicial council is to be made, that request shall be mailed to this Association at the same time this notice is given.

6.0105 Request for a Hearing

If the accused member makes a timely request for a hearing, the reviewing body shall immediately notify the judicial council. Failure of the accused member to make a timely request for a hearing shall be grounds for final adoption of the proposed action.

6.0106 Judicial Councils

No person shall serve on a judicial council who shall gain direct financial benefit from the outcome, or who has acted as accuser, investigator, fact finder, or initial decision-maker in the same matter. Knowledge of the matter involved shall not preclude a person from serving as a member of a judicial council. Where feasible, the panel should include an individual practicing the same specialty as the accused member. The governing board shall appoint alternates in any case, in which it is necessary or advisable in order to comply with these standards.

6.01061 Component Societies with More Than 200 Active Members

Each component society having more than two hundred (200) active members shall have or shall appoint as necessary a judicial council consisting of not less than five (5) active members of the society. Appointments to the judicial council shall be made by the governing board of each such component society, and determination of the number of members of the judicial council, within the limits herein specified, shall be made by the governing board. Terms of office shall be three (3) years, or such other term as determined by the component society, except that upon initial appointment of a standing judicial council, the governing board of each component society shall divide the appointments as nearly equal as possible into terms of one (1), two (2) and three (3) years.

Each component society having more than one thousand (1,000) active members, may, in its discretion, divide its judicial council into two (2) or more divisions, provided that each division shall consist of at least five (5) active members of the society, and each division may separately hear and decide all cases referred to it. If a society has two (2) or more divisions of its judicial council, the secretary of the society shall assign charges to one division or the other immediately after receipt of same, on either a rotating or geographical basis.

6.01062 Component Societies with 200 or Less Active Members

In each component society of two hundred (200) or less active members, a committee of not less than three (3) members appointed by the governing board, or, if the society has no governing board, the society’s president, shall perform all the functions of and act as the judicial council.
6.01063 District Judicial Councils

In any component society having two hundred (200) or less active members, the governing board may find that the facilities and personnel available to the society are inadequate to investigate, present and decide an involved or complicated complaint. The governing board may pass a resolution setting forth the facts and request the CMA Trustee representing the district in which the county society is located, and the CMA Board of Trustees, to appoint a five (5) member district judicial council to hear the particular pending case or cases, and ask the CMA to provide staff and financial assistance to investigate and present the case for the county society.

6.0107 Presiding Officer; Secretary; Time and Place of Hearing

Each judicial council, including a district judicial council appointed by the CMA, shall select its own presiding officer and secretary, except when a hearing officer is appointed to act as presiding officer pursuant to Section 6.0108. Meetings shall be held at the call of the presiding officer on at least forty-eight (48) hours notice. The judicial council shall schedule the hearing and send written notice of the time, place, and date of the hearing to the accused, the secretary of the component society and the judicial body of the CMA within fifteen (15) days after it receives the request for hearing. Personal delivery or notice by certified mail shall be addressed to the accused either at the accuser’s last known office or last known residence.

The scheduled hearing date shall not be less than thirty (30) days after the accused has received notice of the time and place of the hearing, nor more than sixty (60) days from the date of receipt of request for hearing unless a continuance is granted pursuant to Section 6.0116. The hearing must be held within the county in which the accused holds county society membership.

6.0108 Appointment and Duties of a Hearing Officer

The judicial body of the CMA when it receives a copy of the notice that a disciplinary proceeding is pending before any component society, shall, upon the request of such component society or of the member or members thereof the subject of any such disciplinary proceeding, appoint a hearing officer who may be, but need not be, a member of the CMA, and shall notify the secretary of such component society of such appointment. The hearing officer so appointed must not directly benefit financially from the outcome of the hearing, and shall preside at the hearing of said charges and make all decisions concerning the admission or rejection of testimony or other evidence and procedure. The hearing officer shall not, however, have any voice in the determination by the judicial council of the disposition of the charges, nor act as a prosecuting officer or advocate, but the hearing officer may participate in the deliberations of the judicial council as an advisor on procedural matters. During the hearing the hearing officer shall perform all duties normally performed by the presiding officer of the judicial council.

6.0109 Right of Access to Witness Lists and Documents

The parties shall exchange lists of witnesses expected to testify and copies of all documents expected to be introduced at the hearing. In addition, the accused member shall have the right to inspect and copy at the accused member’s expense any documentary information relevant to the charges which the component society has in its possession or under its control, as soon as practicable after the receipt of the accused member’s request for a hearing. The component society or its designee shall have the right to inspect and copy at the component society’s expense any documentary information relevant to the charges which the accused member has in the member’s possession or control as soon as practicable after receipt of the component society’s request. The right to inspect and copy by either party does not extend to confidential information referring solely to individually identifiable licentiates, other than the accused member under review.
The presiding officer shall consider and rule upon any request for access to information, and may impose any safeguards the protection of the review process and justice requires. In so doing, the presiding officer shall, among other factors, consider:

a) Whether the information sought may be introduced to support or defend the charges;

b) The exculpatory or inculpatory nature of the information sought, if any;

c) The burden imposed on the party in possession of the information sought, if access is granted; and

d) Any previous requests for access to information submitted or resisted by the parties to the same proceeding.

Failure to provide access to relevant documentary information and an initial list of witnesses expected to testify at least thirty (30) days before the hearing shall constitute good cause for a continuance. Failure to disclose the identity of a witness or produce copies of all documents expected to be introduced at least ten (10) days before the hearing shall constitute good cause for a continuance.

6.0110 Right of the Accused to Answer

The accused may, not less than five (5) days before the time set for a hearing, submit a written answer to the charges. An original and three copies of the answer shall be filed with the secretary of the judicial council. Failure of an accused to present an answer shall not be deemed to be an admission of the truth of the charges or a waiver of the accused's right to a hearing with respect to said charges.

6.0111 Representation; Failure to Appear

The accused may be represented by another member of the Association or by legal counsel. If the accused member chooses not to be represented by an attorney, the component society may not be so represented. Failure of the accused member to appear at the hearing without good cause shall be grounds for final adoption of the proposed action.

6.0112 Rules Governing Hearing

6.01121 Rules of Evidence in Disciplinary Hearings

All hearings with respect to the disposition of charges against a member of a component society shall be held and conducted in such manner as to ascertain all the facts fairly to the accuser and accused, eliminating all formal or technical rules and requirements which ordinarily pertain to judicial proceedings.

6.01122 Challenge or Disqualification of Judicial Council Member or Hearing Officer

The accused shall have the right at the beginning of the hearing to ask judicial council members and the hearing officer, if any, questions which are directly related to determining whether any member or the hearing officer is impermissibly biased and to challenge the impartiality of any member of the judicial council or the hearing officer. The accused may exercise this right by stating to the presiding officer, the name of the person challenged and the reasons for the challenge. The presiding officer shall grant the challenge only for good cause. Any member of the judicial council may ask for personal disqualification from hearing a particular case by informing the presiding officer of the existence of substantial personal reasons preventing the member from being completely impartial and objective in consideration of a particular case. In both such instances, the official
record shall reflect the ruling of the presiding officer on the challenge or the request to be disqualified.

6.01123 Right of Parties to Be Heard

The presiding officer shall give ample opportunity both to the component society and the accused to be heard in person and to present all testimony, evidence, or proofs which the component society or the accused may deem necessary, provided that the presiding officer may reject all testimony, evidence, or proofs, which in the judgment of the presiding officer are immaterial, irrelevant or unnecessarily repetitious.

Both parties shall be allowed necessary time to present the matter in an orderly fashion. A representative of the component society shall first present the facts in support of the complaint starting with a copy of the charges, together with a statement of all relevant facts concerning the fixing and calling of the meeting and the mailing of the notice to the accused, and any answer that has been filed. The presiding officer shall allow any witness to be reasonably cross-examined. Questions aimed at clarifying or establishing essential details may be asked by the judicial council. An equal opportunity to present testimony and documents to answer or explain the charges shall be afforded the accused. After the initial presentation of the facts by each side, opportunity shall be afforded for any necessary rebuttal. After all questions have been satisfied, the judicial council may ask each side to give a brief summary of the essential facts.

6.01124 Duty of Members to Testify

It shall be the duty of any member of the Association requested to testify as to relevant information to do so. Failure to testify without an excuse satisfactory to the judicial council shall be considered unprofessional conduct.

6.01125 Burden of Proof

If the hearing involves an application for membership, the applicant shall have the burden of persuading the judicial council, by a preponderance of the evidence, of the applicant’s qualifications by producing information, which allows for adequate evaluation and resolution of reasonable doubts concerning the applicant’s current qualifications for membership. An applicant shall not be permitted to introduce information requested by the admissions body but not produced during the application process unless the applicant establishes that the information could not have been produced previously in the exercise of reasonable diligence. The applicant’s failure to sustain this burden shall be grounds for denial of the application.

Except as provided above for applicants, the component society shall bear the burden of persuading the judicial council, by a preponderance of the evidence, that its recommendations are reasonable and warranted.

6.0113 Additional Written Submissions

The component society and the accused each have the right to submit a written statement at the close of the hearing. Furthermore, if additional pertinent written information would be helpful, the judicial council may request it.

6.0114 Record of Proceedings

A record of the hearing proceedings shall be made by a shorthand reporter and/or other audio or video equipment. The expense of recording the proceedings shall be borne by the county society except in those cases referred to in Sub-Section 6.01063 where a county society requests the appointment of a district judicial council and asks for financial assistance from CMA. The
secretary shall, upon receipt from the accused of a sum sufficient to defray the proportionate cost thereof, cause a copy or copies of the transcript of proceedings and documents introduced to be transcribed, certified, and furnished to the accused.

6.0115 Decision of the Judicial Council

6.01151 Quorum

A simple majority shall constitute a quorum. A member of the judicial council not present at the hearing for the entire time shall not be entitled to vote with respect to the disposition of the charges or be considered part of the quorum.

6.01152 Voting

In cases involving applicants for membership in the component society, the judicial council’s decision to uphold a proposed rejection shall be by at least a majority vote. Except as provided above for applicants, the judicial council, by at least two-thirds affirmative vote of all members present at the hearing for the entire time, may vote to take disciplinary action. Failure of two-thirds of those eligible to vote to sustain a charge shall act automatically as a dismissal of the charge. Voting may be taken by written ballot or by roll call.

6.01153 Basis of Decision

The decision of the judicial council shall be based on the evidence introduced at the hearing, including all logical and reasonable inferences from the evidence and the testimony. Prior disciplinary action may not be considered in determining whether the accused is guilty of one (1) or more of the charges, but may be considered in assessing an appropriate sanction.

6.01154 Written Decision

The judicial council shall render its decision in writing not more than thirty (30) days after the close of the hearing or the receipt of all supplementary written information requested by it. The written decision shall briefly and clearly set forth the findings of fact (with specific reference to particular acts, conduct or omissions) and shall include a conclusion articulating the connection between the evidence produced at the hearing and the decision reached.

Within ten (10) days after the decision of the judicial council is rendered, the secretary to the judicial council shall transmit a copy of the decision together with written notice of the procedure for appealing the decision to the accused, the secretary of the society and the Chair of the judicial body of this Association.

6.0116 Time Requirements; Extensions; Recesses

Failure to comply with the time requirements set forth in Chapter 6.00 shall result in a dismissal of the charges. However, postponements and extensions of these time requirements shall be granted upon agreement of the parties or by the Presiding Officer of the judicial council on a showing of good cause. Appropriate recesses or adjournment of the hearing may be permitted by the presiding officer.

6.0117 Effective Date of Judicial Council’s Decision; Subject to Appeal

The decision of the judicial council shall become effective fifteen (15) days after it is transmitted to the accused. Filing an appeal with the Secretary of this Association shall automatically stay the execution of the decision of the judicial council until written notice of the action of the judicial body
of this Association with respect to the appeal has been received by the Secretary of the component society from which the appeal is taken.

6.02 PROCEDURE FOR APPEAL TO CMA JUDICIAL BODY

This association shall have a judicial body, which shall hear and decide all appeals of disciplinary actions taken by component societies in the manner and as provided in Chapter 6.00 of the Bylaws. A member of a component society censured, probated, suspended, expelled or rejected by the county society may appeal from the action of such component society to the judicial body of this Association within the period of two (2) months succeeding the date of such censure, probation, suspension, expulsion, or rejection. Appeals shall be in writing and be filed with the Chair of the judicial body at the CMA office, specifically setting forth the procedures, findings, conclusions or disciplinary action or any part thereof that is questioned or challenged. A copy of such appeal shall be sent to the secretary of the component society by the judicial body. Those matters not challenged will be presumed to be admitted as factual and reasonable. This appeal shall be accompanied by a copy of the record of the entire proceedings before the component society duly certified by its secretary, provided the Chair of the judicial body of this Association may extend the time of the appellant to file this record. Upon the filing of an appeal the judicial body Chair shall present it to the first subsequent meeting of the judicial body of this Association. Appeals shall be heard by the judicial body of this Association only after reasonable notice of not less than ten (10) days, in writing, of the time and place of the hearing of the appeal has been given to appellant member and the president and secretary of the component society as provided in Section 6.03 hereof.

6.03 RULES GOVERNING APPEALS

In every case of an appeal the judicial body of this Association, through a committee thereof, prior to any hearing being held upon appeal, may exert all proper efforts at conciliation and compromise.

In hearing appeals, the judicial body of this Association shall review all questions of procedure, and may, in its discretion, review the evidence contained in the record of the original proceedings held before the judicial council of the component society. The appellant may be represented by counsel, or any other representative designated by the appellant, and may submit oral and written material in support of the matter specifically questioned or challenged in the appeal. The component society representative and its counsel may appear in support of the decision of the judicial council and may submit written and oral statements. The judicial body of this Association may make findings of fact contrary to, or in addition to, those made by the judicial council. Such findings may be based on the evidence adduced before the judicial council, either with or without the taking of evidence by the judicial body of this Association. The judicial body of this Association shall use any lawful means, which in its judgment will best and most fairly present all the facts involved. The judicial body of this Association may, for the purpose of making such findings or for other purpose in the interest of justice, take additional evidence of or concerning facts material to the questions involved or may, for such purpose, appoint a committee of its members or any individual to act as referees or referee for the taking of such additional evidence.

Such referee or referees shall render a report in writing to the judicial body of this Association, which report shall contain a clear statement of the facts found by the referee or referees from the testimony or evidence adduced.

A simple majority of the judicial body of this Association shall constitute a quorum.

The decision of the judicial council shall be upheld unless the judicial body of this Association by a two-thirds vote reverses or modifies the decision of the judicial council or makes such other disposition of the proceedings, as it may deem proper.
This Association may be represented by its attorney to advise the judicial body of this Association upon procedural questions only.

The decision of the judicial body of this Association shall be rendered within six (6) months from the date of the filing of the appeal with the judicial body unless the parties waive this time limit or request a continuance beyond the six (6) months. The decision shall be in writing and shall be sent to the appellant member and to the component society within thirty (30) days after it is rendered. The decision shall be final and bind the appellant member and the component society unless such decision is appealed to the Council on Ethical and Judicial Affairs of the AMA.

6.04 RULES GOVERNING MONITORING AND REINSTATEMENT

The governing body of the component society or, if the society has no governing body, the society’s president, or, if the component society so elects, the judicial council, shall be responsible for monitoring the disciplined member’s compliance with the conditions of probation or the member’s conduct during the suspension. If the monitoring body concludes the accused has violated any of the conditions of probation, the monitoring body may terminate the probation and order the suspension or expulsion to become effective on a date specified, unless the accused requests a hearing before the judicial council, which hearing shall be for the sole purpose of determining whether the accused violated the conditions of probation.

At the end of the probation or suspension, on application of the disciplined member, the monitoring body of the component society shall consider the quality of the disciplined member’s behavior during the suspension or probation, and shall determine whether to reinstate the member or take further disciplinary action following the procedure established in Chapter 6.00 of these Bylaws.

6.05 PROCEDURE FOR REAPPLICATION FOR MEMBERSHIP

6.051

After the expiration of five (5) years from the date of expulsion from membership or three (3) years from the date the member resigns following the issuance of formal charges, application may be made to the society in the same manner as a new applicant for membership.

6.052

Whenever a former member’s license to practice medicine is reinstated by the Medical Board of California or the Board of Osteopathic Examiners following a revocation of a member’s license, that former member may reapply after one (1) year from the date of reinstatement, in the same manner as a new applicant.

6.06 EXHAUSTION OF REMEDIES

If disciplinary action is taken or recommended, the applicant or member must exhaust the remedies afforded by these bylaws before resorting to legal action.

6.07 MEMBERS AGREE THAT NO CAUSE OF ACTION SHALL ACCRUE

Any person charged, censured, probated, suspended, expelled, or rejected shall have no claim or cause of action against this Association, a component society or any member, director, councilor, trustee or officer thereof, by reason of such charges, or the hearing or the consideration thereof, or censure, probation, suspension, expulsion, or rejection therefore.
CHAPTER 7.00  DUES AND ASSESSMENTS

7.01  ANNUAL DUES AND ASSESSMENTS

Each member must pay within the time and on the conditions set by the Board of Trustees the dues and assessments in amounts to be fixed from time-to-time by the Board of Trustees.

7.0101  Process for Determination

The Board of Trustees shall, with no less than sixty (60) days prior notice to the House of Delegates and Component Medical Societies, determine the annual dues for each calendar year including any reductions or waivers of annual dues applicable to any category of members meeting specified criteria, such as members serving in the armed forces of the United States during any year within which the United States is at war or requires mandatory military service by such physicians.

7.0102  Special Assessments

The Board of Trustees may for good cause levy special assessments by a two-thirds (2/3) majority vote of all members present and eligible to vote, and shall report any such action and the reasons showing good cause therein, to the House of Delegates at its next annual session. In the event that a special assessment other than the annual assessment of dues is levied, the resolution levying the assessment, may fix and determine the time within which such assessment must be paid, the class or classes of members of the Association upon whom it is levied, and the penalty, if any, including forfeiture or suspension of membership in this Association or the component society, or both, to result from nonpayment thereof within the term prescribed.

7.0103  When Payable

The annual assessment or dues shall be payable on or before January 1 of the year for which they are levied.

7.0104  Designated County Officers to Collect Dues

The designated officer of each component society shall cause to be collected and shall promptly forward to the office of the Association the dues and assessments received for each of its members.

7.0105  Record of Fact of Payment of Dues

The record of payment of dues and assessments on file in the office of the Association shall be final as to the fact of payment by a member and as to the member’s right to participate in the business and proceedings of the Association.

7.0106  Medical Students

Medical student active members shall pay dues in such amount as the House of Delegates shall from time-to-time establish. The Board of Trustees may, in its discretion, provide for the levying of dues upon the basis of the school year, or a combined rate for the total years of undergraduate medical education, or for the reduction of dues, for students who acquire membership after the commencement of the applicable year.
7.0107 Resident Physicians

The Board of Trustees shall establish a single inclusive dues payment for resident physician active members who join geographic component medical societies. The rate shall not exceed the current rate for CMA-RFS membership.

7.0108 Dues of New Members: Pro-ration

All physicians elected to first-time regular active membership of this Association or physicians who were previously regular active members but who have not been a member for five (5) or more years shall pay to this Association the annual dues payable by active members for the period for which membership is obtained, except that the Board of Trustees may, in its discretion offer pro-ration of dues, to the extent that the component society takes similar action to pro-rate local dues, using one of two options as follows:

Half-Yearly Pro-ration

a) Require payment of full annual dues from all physicians who acquire membership during the first half of the calendar year; and require payment of one-half (1/2) dues from all physicians who acquire membership during the second half of the calendar year.

Quarterly Pro-ration

b) require payment of full annual dues from all physicians who acquire membership during the first quarter of the calendar year; require payment of three-fourth (3/4) annual dues from all physicians who acquire membership during the second quarter of the calendar year; require payment of one-half (1/2) annual dues from all physicians who acquire membership during the third quarter of the calendar year, and if the physician is elected to membership in the fourth quarter, no dues shall be assessed for the calendar year following election to membership and be payable as provided in Section 7.0103 of these Bylaws.

7.02 REDUCED DUES

Annual dues of active members may be reduced as follows:

7.0201 Part-time, Age 65 and Over

Those licensed active and/or associate members who are engaged in the practice of medicine between one (1) and twenty (20) hours per week as documented by their professional liability insurance carrier or by some other process approved by CMA and who have reached the age of sixty five (65) years, may, upon application become eligible for a special dues rate that is one-half (½) the dues rate otherwise applicable provided that the component society takes similar action to reduce local dues for the same year by fifty (50%) percent.

7.0202 Financial Hardship

In cases of financial hardship, the Board of Trustees is authorized to reduce or waive an individual member’s CMA dues for a year upon receipt of formal request from a component medical society, which indicates that the component society has taken or is taking similar action with regard to reduction of local dues for the year in question.
7.0203 Board of Trustees Policies

Providing there exists no conflict with prior action by the House of Delegates establishing dues reduction policy, all future dues reduction programs and policy and special membership categories may be created, changed, repealed or amended when the Board of Trustees, by a three-quarters vote of all voting members, determines that such action is in the best interests of the Association. Such programs and policy shall be implemented provided that the component society takes similar action.

7.0204 New Member Discount

To the extent that the component society takes similar action to reduce local dues, all physicians elected to first-time regular active membership or alternatively all physicians elected to regular active membership during their first year of practice shall pay dues according to one of the following schedules: 1) If the physician is elected to membership after January 1 and before October 1, the physician shall pay first year dues at the rate of fifty (50%) percent of the Association dues which would otherwise be payable pursuant to section 7.0108; the physician shall pay seventy-five (75%) percent of the Association dues for the second calendar year of membership and one hundred 100% percent of the Association dues for the third and subsequent calendar years; and 2) If the physician is elected to membership from October 1 through December 31, the physician shall pay no dues during the calendar year of election; the physician shall pay dues at the rate of fifty (50%) percent of the Association dues during the first calendar year following election to membership, seventy-five (75%) percent of the Association dues for the second calendar year following election to membership, and one hundred (100%) percent of the Association dues for the third and subsequent calendar years following election to membership.

7.0205 Former Members

Physicians who were previously regular active members but who have not been a member for five (5) or more years shall be eligible for the schedule of reduced dues provided in Section 7.0204 of these Bylaws. This reduction may only be applied once in a professional lifetime.

7.0206 Residents of Fellows

To the extent that the component society takes similar action to reduce local dues, all resident physician active members who are elected to first time regular active membership are entitled to the reduced dues available to new members set forth in Section 7.0204 of these Bylaws.

7.0207 Young Physicians

The Board of Trustees is hereby authorized to create a dues reduction program for young physicians. Any such program shall be consistent with existing House of Delegates dues policy and shall be approved by a three-fourths majority of the Board of Trustees.

7.0208 Honoring Members

Honorary members shall not be required to pay any dues or assessments, annual or special.

7.0209 Retired Members

To the extent that the component society takes similar action to eliminate local dues, retired members shall not be required to pay any dues or assessments, annual or special. Retired members may be charged a subscription or other fee to offset the cost of mailings or other services they elect to receive.
7.0210 Military Service

To the extent that the component society takes similar action to reduce local dues, regular active members called to active military duty for three (3) consecutive months or more shall be eligible for a special dues rate that is one-half the dues rate otherwise applicable.

CHAPTER 8.00 DISTRICTS

There are 11 Districts as follows:

a) District Number One, comprising San Diego and Imperial Counties.
b) District Number Two, comprising Riverside, San Bernardino, Mono and Inyo Counties.
c) District Number Three, comprising Orange County.
d) District Number Four, comprising the County of Los Angeles.
e) District Number Five, comprising Ventura, Santa Barbara and San Luis Obispo Counties.
f) District Number Six, comprising Amador, Kern, Kings, Tulare, Fresno, Madera, Mariposa, Merced, Stanislaus, San Joaquin, Calaveras, Tuolumne and Alpine Counties.
g) District Number Seven, comprising Monterey, San Benito, Santa Cruz, Santa Clara and San Mateo Counties.
h) District Number Eight, comprising San Francisco County.
i) District Number Nine, comprising Alameda County and Contra Costa County.
j) District Number Ten, comprising Marin, Solano, Napa, Sonoma, Lake, Mendocino, Humboldt and Del Norte Counties.
k) District Number Eleven, comprising Sacramento, El Dorado, Placer, Nevada, Sierra, Yuba, Sutter, Yolo, Colusa, Glenn, Butte, Plumas, Tehama, Trinity, Shasta, Lassen, Modoc, and Siskiyou Counties.

CHAPTER 9.00 HOUSE OF DELEGATES

9.01 FUNCTIONS OF THE HOUSE OF DELEGATES

The House of Delegates shall establish broad policy of the Association on current major issues determined by the Speakers and the Committee of Delegation Chairs consisting of the chairs of all delegations specified in Section 9.08 of these Bylaws; shall elect the officers of the Association other than the Board Chair and Vice-Chair; and shall exercise such other functions as these Bylaws prescribe. Pursuant to Section 7152 of the California Non-Profit Mutual Benefit Corporation Law, delegates shall act on behalf of the “members” of this corporation.

9.02 COMPOSITION

The House of Delegates shall consist of:

1. Delegates elected by the members of component societies comprising Districts 1-11.

2. Delegates elected by members of specialty societies or organizations recognized by the House of Delegates, as provided in the Bylaws.

3. Officers of the Association as hereinafter provided.
4. Ex-officio, with the right to vote, the members of the Board of Trustees.

5. Ex-officio, with the right to vote, the Past-Presidents.

6. Ex-officio, without the right to vote, those members of the California Delegation to the AMA and officers of AMA who are members of this Association, all of whom are not otherwise members of the House of Delegates of this Association.

7. Delegates elected by duly enrolled medical students in good standing at accredited schools of medicine in California.

8. Delegates elected by members of the Organized Medical Staff Section, as provided in the Bylaws.

9. Delegates elected by members of the Young Physicians Section, as provided in the Bylaws.

10. Delegates elected by members of the Resident and Fellow Section, as provided in the Bylaws.

11. Delegates elected by members of the Ethnic Medical Organization Section, as provided in the Bylaws.

12. Delegates elected by members of the Mode of Practice Forums, as provided in the Bylaws.

13. Ex-officio, with the right to vote, the California State Public Health Officer, provided that any such ex-officio delegate shall be a physician licensed to practice medicine in California and a member of CMA.

14. Ex-officio, with the right to vote, the members of the CMA councils functioning as reference committees of the House of Delegates who are not otherwise members of the House of Delegates.

9.03 REPRESENTATION

9.0301

Each component society shall elect two (2) delegates plus one (1) additional delegate for each one hundred (100) regular active members or major fraction thereof, exclusive of the first one hundred (100), according to its membership as verified by CMA as of the 31st day of December of the preceding year. Each district delegation must include at least one (1) resident physician active member if one is available.

9.0302

The students enrolled in each separate campus of each accredited medical school in California shall be entitled to elect annually one (1) individual from each separate campus, to serve a term of two (2) years, the first year as alternate and the second year as delegate.

This individual shall be elected in such manner as the official student body organization (CMA-MSS and AMA-MSS Chapter) in each such separate campus may provide, except that all duly enrolled students in good standing shall be eligible to vote. Separate campus means a separate facility recognized by an accredited medical school where all or part of the medical school student body is assigned exclusively over a period of time not less than one (1) academic year. Vacancies shall
be filled in such a manner as the official student body organization from which the vacancy arises shall determine.

9.0303

The Section Assembly of the Young Physicians Section shall elect two (2) delegates and two (2) alternates for terms of two (2) years each, such terms to expire at the conclusion of the Annual Session of the House of Delegates. Delegate office #1 and Alternate Office #1 shall be elected in odd-numbered years. Delegate Office #2 and Alternate Office #2 shall be elected in even-numbered years. No delegate or alternate shall serve more than two consecutive terms.

9.0304

The Organized Medical Staff Section of the CMA shall elect two (2) delegates and two (2) alternates for terms of two (2) years each, such terms to expire at the conclusion of the Annual Session of the House of Delegates. Delegate Office #1 and Alternate Office #1 shall be elected in odd-numbered years. Delegate Office #2 and Alternate Office #2 shall be elected in even-numbered years. No delegate or alternate shall serve more than two (2) consecutive terms.

9.0305

The Ethnic Medical Organization Section shall elect two (2) delegates and two (2) alternates for terms of two (2) years each, such terms to expire at the conclusion of the Annual Session of the House of Delegates. Delegate Office #1 and Alternate Office #1 shall be elected in odd-numbered years. Delegate Office #2 and Alternate Office #2 shall be elected in even-numbered years. No delegate or Alternate shall serve more than two (2) consecutive terms.

9.0306

Each statewide specialty organization recognized by the House of Delegates shall be entitled to one (1) delegate and one (1) alternate.

Specialty organizations having five hundred (500) or more members who are regular active members of CMA shall have one (1) additional delegate and alternate, plus one additional delegate and alternate for each full five hundred (500) members thereafter who are regular active members of CMA. Each such delegate, as a condition of election and in order to be seated at any session of the House of Delegates, shall be a regular active member of this Association.

In order to ascertain specialty society membership, and to determine delegate entitlements, all specialty organizations recognized by CMA will be required to submit a roster of their CMA members at the request of CMA. Specialty organizations may also initiate this review, provided that rosters are submitted to CMA no later than the first day of March, reflecting their membership as of the 31st day of December in the year preceding the meeting of the House of Delegates when any change in delegate entitlement would take effect.

Delegates selected by the specialty organizations shall comprise the Specialty Delegation in the House of Delegates and shall select a Chair and other officers, as they deem appropriate and as approved by the Board of Trustees. Expenses as may be incurred by the Delegation shall not be borne by CMA.

9.0307

The Resident and Fellow Section of the CMA shall be entitled to twelve (12) delegates and twelve (12) alternates from the Section’s Governing Council for terms of one (1) year each.
9.0308

Each Mode of Practice Forum shall be entitled to one (1) delegate and alternate, plus one (1) additional delegate and alternate for each full five-hundred (500) members who are regular active members of CMA. Delegates for each Mode of Practice Forum may be elected through mail and e-mail balloting, with such elections to be held at least ninety (90) days prior to commencement of the next scheduled session of the House of Delegates and allowing the Mode of Practice Forum sufficient time to comply with section 9.05 of the Bylaws. The delegates for Forums may be apportioned by the Board by district in proportion to each district’s forum membership. If the delegates are allocated to districts by apportionment, the delegates for each district shall be elected by the forum members of the district. If the delegates are not allocated to districts by apportionment, the delegates shall be elected on a state-wide basis by all members of the forum.

9.0309

No delegate or alternate may concurrently serve as a delegate or alternate for more than one (1) category stipulated in Section 9.02.

9.04 TERMS

Delegates and alternates elected by component medical societies shall serve for two or three years as each component society may determine. One-half or one-third, as the case may be, of the allowed number shall be elected each year. Delegates and alternates from the CMA Resident and Fellow Section (CMA-RFS) and medical student delegates and alternates elected from each school of medicine shall serve for a term of one (1) year. Delegates and alternates elected by the Mode of Practice Forums, Organized Medical Staff Section, Young Physician Section, and Ethnic Medical Organization Section shall serve for a term of two (2) years. The regular terms of all delegates and all alternates to the House of Delegates shall begin as of July 1 following election.

9.05 LIMITATIONS ON SEATING OF DELEGATES

At least ninety (90) days prior to the next scheduled session of the House of Delegates each entity referenced in Section 9.02 shall forward to the Association, on forms provided by the Association, the names and addresses of its delegates and alternates, and shall certify thereon the term of service of each individual. Failure to conform to this provision may, at the discretion of the House, constitute grounds for disqualification of any delegation or individual delegate or alternate except as provided below.

When a district, component society or CMA mode of practice forum has not completed an election or designated its delegates and alternates by the 90 day deadline, or if an elected or appointed delegate or alternate declines to attend the House of Delegates after so being so designated, then by majority vote, the executive committee or equivalent of a component society for geographic delegates, of a section delegation for section delegates, or of a mode of practice forum for mode of practice delegates, notwithstanding Section 9.0308, may fill these positions by appointing any member from the component society, section or forum, respectively, for the ensuing House of Delegates only. The names and addresses of these delegates and alternates shall be forwarded by the delegation chair to the Association on forms provided by the Association at least 60 days before the commencement of the House of Delegates.

Only duly elected or appointed delegates or alternates may be seated at any session of the House of Delegates, unless the Speaker of the House has been given due notice of substitution at least fifteen (15) days in advance of the session.
At the commencement of any session of the House of Delegates, the Delegation Chair may fill any empty delegate seat by appointment of any alternate from within the Delegation.

9.06 DISQUALIFICATION OF DELEGATES FOR ABSENCE FROM A SESSION

Any delegate absent without good cause from two (2) or more consecutive meetings of the House of Delegates, and who has failed to give fifteen (15) days’ notice to the chief executive officer of the Association of the delegate’s inability to be present, shall thereupon be disqualified as a delegate and, in addition, ineligible for reelection as a delegate or alternate for three (3) years immediately succeeding the expiration of the term; except that a special committee of the House may excuse absence on presentation of good cause therefore.

9.07 QUALIFICATIONS OF DELEGATES AND ALTERNATES

Except for resident physician or medical student members, no person may be elected as a delegate or alternate unless they are an active member in good standing and are regularly engaged in some remunerative activity for which an M.D., or D.O., degree is required. Only resident physician active and medical student active members are eligible to serve as delegates or alternates for their respective delegations.

9.08 DELEGATIONS

9.0801 The Delegates and Alternates Shall Constitute Delegations as Provided below

a) The delegates and alternates elected by the component societies shall comprise District Delegations reflecting the CMA Districts from which they were elected.

b) The delegates and alternates elected by the Specialty organizations shall comprise the Specialty Delegation.

c) The delegates and alternates elected by the Mode of Practice Forums shall comprise Forum Delegations reflecting the Forums from which they were elected.

d) The delegates and alternates elected by the medical students pursuant to Section 9.0302 shall comprise the Medical Student Delegation. The CMA-MSS Governing Council shall allocate the budgeted funding for the Delegation as appropriate to maximize participation.

e) The delegates and alternates elected by the Young Physician Section, the Organized Medical Staff Section, the Resident and Fellow Section and the Ethnic Medical Organization Section shall comprise the Section Delegations reflecting the Sections from which they were elected.

9.0802 Chairs

The delegates in each delegation, prior to each Annual Session of the House of Delegates, and at a meeting called for said purpose after no less than ten (10) days' written notice to all delegates unless notice is waived by them in writing, shall elect a Chair and Vice-Chair, both of whom shall be delegates, who shall serve until the election of their successors.
9.09  SESSIONS AND MEETINGS

9.0901

In each year there shall be one regular session of the House of Delegates, which shall be designated the Annual Session. The time and place of such session shall be determined by the Board of Trustees as far as possible in advance and notice thereof published in a member wide publication of the Association.

9.0902

During any meeting of the Annual Session, the House of Delegates may elect to hold an Interim Session. During such Interim Session business shall be conducted as in the Annual Session. The time and place of such Interim Session shall be determined by the Board of Trustees as far as possible in advance and notice thereof published in a member wide publication of the Association.

9.0903

In addition to the Annual and Interim Sessions, special meetings of the House of Delegates may be called at any regular or special meeting of the Board of Trustees by a two-thirds (2/3) vote of all members of the Board of Trustees, or by written call stating the object of the meeting, filed with the Speaker in the office of the Association and signed by one-half or more of the members of the House of Delegates. Upon the filing of such call with the Speaker, the Board of Trustees shall within twenty (20) days thereafter fix the time and place for the holding of such special meeting and send written notice thereof stating the object of the meeting by United States mail, postage fully prepaid, to all members of the House of Delegates addressed to their offices or places of residence, as shown by the records of the Association. Such meeting shall be held not less than thirty-five (35) days nor more than ninety (90) days from the filing of the call with the Speaker. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

9.0904  Quorum

At any meeting of the House of Delegates, a majority of the authorized number of voting delegates shall constitute a quorum.

9.0905  Action By Written Ballot

Subject to Section 7513 of the California Non-Profit Mutual Benefit Corporation Law, the House of Delegates may act by written ballot without a meeting, called for by a majority vote of the Board of Trustees, by the Chair of the Board of Trustees, by the President of the Association. Actions authorized by such a written ballot may include any which could be taken at any meeting of the House of Delegates. In order for an action to be adopted by written ballot, every delegate must be solicited, a majority of the delegates must submit written ballots within the time period specified, and the number of approvals must equal or exceed the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

9.0906

A written ballot of the House of Delegates may also be called for by a petition signed by 5 percent or more of the active members of the Association.
9.09061

The proponents of any proposed measure to be submitted to the House of Delegates for decision by written ballot, prior to the circulating of any petition for signatures thereon, shall submit a draft of the petition to the legal counsel of the CMA, with a request that legal counsel prepare a summary of the chief purposes and points of the proposed measure in less than one hundred (100) words. The legal counsel shall also provide a title for the petition. The title and summary shall be returned to the proponents within ninety (90) days.

9.09062

The proponents of any proposed measure to be submitted to the House of Delegates for decision by written ballot shall place the following information at the top of each page whereon signatures are to appear: Petition to the House of Delegates of the California Medical Association, including the title and summary. A full and correct copy of the text of the proposed measure shall be printed on or attached to each petition.

9.09063

Each line of the petition shall provide one column for the written signature of an active member of the CMA and another column for printing the active member’s name. The determination of a signers membership shall be made by the CMA. All signatures must be gathered within ninety (90) days of the date the petition has been returned by legal counsel to the proponents.

9.09064

Upon receipt of valid petitions with the signatures of five (5) percent or more of the active members of the Association, the proposed measure shall be submitted to the House of Delegates for vote by written ballot. The total number of active members of the Association shall be determined from the records of the Association as of the date when all signatures have been submitted.

9.09065

When a vote by written ballot has been properly called for, it shall be the responsibility of the Speaker of the House of Delegates to arrange for the collection and printing of one argument for and one argument against the proposed measure. Arguments shall be limited to one thousand (1,000) words and shall be signed by not more than three (3) members. Written ballots accompanied by arguments for and against shall be mailed to all delegates to the House of Delegates within sixty (60) days of the date on which the written ballot was properly called for. Written ballots shall be returned to the office of the Vice-Speaker of the House of Delegates at CMA. Ballots will be counted thirty (30) days from the date of mailing of ballots to the delegates.

9.09066

Subject to Section 7513 of the California Non-profit Mutual Benefit Corporation Law, voting conducted based on ballot arguments transmitted electronically to delegates shall be considered equivalent to written and mailed ballots and arguments with all of the same requirements pertaining thereto, except that votes cast electronically will be counted fourteen (14) days from the date of the electronic transmission of arguments to delegates.

9.0907

Any measure adopted by the House of Delegates by written ballot shall become effective as if adopted by the House of Delegates at a special meeting on the date the written ballots are counted.
9.10 HOUSE OF DELEGATES COMMITTEES

The Committees of the House of Delegates shall be as follows:

a) Committee of Delegation Chairs:

The Chairs of the delegations, together with the Speaker and Vice-Speaker, shall constitute a standing advisory committee of the House, and the Speaker shall serve as Chair thereof. The advisory committee shall advise the Speaker and Vice-Speaker with respect to the introduction and order of business of the House and in all other matters referred to it by the Speaker, Vice-Speaker, or the House.

b) Rules Committee:

The Speaker shall appoint five (5) delegation Chairs prior to the Annual Session of the House of Delegates to serve as the Rules Committee until the adjournment of that Annual Session. The Rules Committee shall be responsible for the preparation and submittal of convention rules for adoption by a majority vote of the House, shall oversee the elections of the Speaker, Vice-Speaker, and President-Elect pursuant to procedures and protocols prepared by the committee and incorporated by reference in convention rules, and shall perform such other duties as authorized by the convention rules adopted by the House or by these Bylaws.

c) Reference Committees:

The appropriate councils of the Association shall serve as reference committees of the House of Delegates and shall be charged with studying matters assigned as business of the House. Each such council shall prepare a report dealing with and making recommendations on such matters submitted to it. The report of each council may be acted upon as a whole or section by section, as the House may determine.

d) Special Committees:

The Speaker, the House of Delegates concurring, shall have the right to appoint special committees of the House for special work. All committees of the House of Delegates shall present their reports to the House of Delegates in writing.

9.11 INTRODUCTION OF BUSINESS

The Board of Trustees shall introduce as business of the House of Delegates reports and recommendations on current major issues determined by the Speakers and the Committee of Delegation Chairs, subject to the advice and consent of the Board of Trustees, to be the most important issues affecting members, the Association, and the practice of medicine. Appropriate CMA councils shall prepare reports and recommendations for House of Delegates action pursuant to Section 9.10(c) of these bylaws. The Board shall also introduce any business for which these bylaws otherwise assign authority to the House of Delegates, and may introduce other business determined by the Board as appropriate for action by the House. The Speaker shall ensure that a copy of all such business and the reports of councils serving as reference committees are available to members of the House of Delegates at least thirty (30) days in advance of the Annual Session.

9.12 ORDER OF BUSINESS

The Speaker shall provide and fix the order of business of the House of Delegates at each session, subject to the advice and consent of the Board of Trustees, provided the House of Delegates may change the order of business by a majority vote.
9.13 SUBMISSION OF RESOLUTIONS TO THE BOARD OF TRUSTEES FOR CONSIDERATION

Resolutions may be submitted electronically to the Board of Trustees for consideration at any time. In accordance with established policy, resolutions shall be referred for study and recommendation for Board action. The Board shall report to the House of Delegates the actions taken by the Board on resolutions following each Board meeting.

CHAPTER 10.00 BOARD OF TRUSTEES

10.01 POWERS AND DUTIES

Subject to the provisions and limitations of the Non-Profit Mutual Benefit Corporation law and any other applicable laws, the articles of incorporation and bylaws, and subject to lawful resolutions passed by the House of Delegates, the association’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under direction of the board.

Without prejudice to the general powers set forth above, but subject to the same limitations, the board shall have the power to:

a) Appoint and remove, at the pleasure of the board, all corporate officers, agents and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation and these bylaws; fix their compensation; and require from them security for faithful service; delegate such powers to the Chief Executive Officer, except as provided below.

b) Change the principle office or the principal business office in California from one location to another; and designate a place in or outside California for holding any meeting of the board or the House of Delegates.

c) Borrow money and incur indebtedness on the corporation’s behalf and cause to be executed and delivered for the Association’s purposes, in the Association’s name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

d) Receive grants, gifts, contributions and other sums of like nature; and to receive and hold, sell and resell property (real, personal, or mixed), without limitations to its value, consistent with these Bylaws and the objectives or restrictions otherwise specified by donors or grantors.

10.02 COMPOSITION

The Board of Trustees shall consist of:

a) Elected trustees from the CMA districts set forth in Chapter 8.00. Elected trustees from any one district shall not, at any time, exceed 40 percent of the total Board of Trustees membership.

b) The President, President-Elect, Immediate Past-President, Speaker and Vice-Speaker.

c) One trustee elected by the Specialty Delegation, as provided in the Bylaws

d) One trustee representing medical student active members, as provided in the Bylaws.
e) One trustee elected by the Resident and Fellow Section, as provided in the Bylaws.

f) One trustee elected by the Young Physicians Section, as provided in the Bylaws.

g) One trustee elected by the Organized Medical Staff Section, as provided in the Bylaws.

h) One trustee elected by the Ethnic Medical Organization Section, as provided in the Bylaws.

i) Trustees elected by the Mode of Practice Forums, as provided in the Bylaws.

10.0201

In the event that the trustee entitlement of a district, section, or mode of practice forum is reduced or eliminated due to reapportionment, a decline in membership, or amendments to these Bylaws, each trustee who has commenced a term of office shall be entitled to complete said term, with all rights and privileges attendant to the office remaining in effect; however, any vacancy arising in and during the term of an office that has been eliminated shall not be filled. If the trustee entitlement of a district or mode of practice forum is reduced, the offices of the trustees whose terms expire earliest shall be the offices eliminated, and remaining offices shall be renumbered accordingly. In no case shall new trustees be seated in excess of the number to which a district or mode of practice forum is entitled at the time of the annual organizational meeting of the Board of Trustees. Election of trustees in excess of such number shall be of no force or effect.

10.03  TRUSTEES: ELECTION TERMS AND TERM LIMITS

Trustees from Districts 1-11 the specialty delegation, EMOS, OMSS and Mode of Practice Fora shall serve for terms of three (3) years; except that the initial term of a new office arising hereunder may be for less than three (3) years, as the Bylaws may provide, to allow for staggering of terms. Such trustees shall serve no more than three (3) consecutive full terms representing the same constituency. A full term shall mean a term of at least two years for purposes of this Bylaw.

Trustees elected from the Medical Student Section and from the CMA Resident and Fellow Section (CMA-RFS) shall serve for a term of one (1) year with a maximum of two (2) consecutive full terms. The trustee for the Young Physicians Section shall serve for a term of two (2) years with a maximum of two (2) consecutive full terms.

Except for the trustee elected from the CMA Medical Student Section and the trustee elected from the CMA Resident and Fellow Section, terms of office of the trustees shall commence immediately upon the adjournment of the meeting of the House of Delegates of the Annual Session of the Association at which such trustees are elected, and shall continue up to the adjournment of the meeting of the House of Delegates at the Annual Session of the Association of the year in which the term of office ends. The term of office of the medical student trustee and the Resident and Fellow Section trustee shall commence upon being elected by the Governing Council of the CMA Medical Student Section or CMA Resident and Fellow Section, respectively, and shall continue up to the trustee election by the Governing Council of the CMA Medical Student Section or CMA Resident and Fellow Section of the year in which the term of office ends.

10.0301  Confirmation of Election by House of Delegates

At the first meeting of the House of Delegates after a trustee has been selected, the candidate’s name shall be submitted to the House; and (1) if there is no challenge then the Speaker shall declare the election completed; and (2) if any ten (10) delegates, by written petition to the Speaker of the House of Delegates, shall challenge the election on any ground, the questions presented by the
challenge shall be submitted to a Qualifications Committee consisting of the CMA President, CMA President-Elect and one delegate, appointed by the Speaker, from the delegation involved. The Qualifications Committee shall consider all grounds upon which the nominee is challenged and report back to the House. If the committee reports in favor of confirming the nominee’s election, the Speaker shall declare the nominee elected. If the committee reports against confirming the nominee’s election, a three-fourths affirmative vote shall be necessary to sustain the report of the committee, in which event the nominee shall be ineligible to serve as trustee and the delegates from the delegation shall immediately proceed to the selection of another nominee for the vacant office. If an adverse report of the Qualifications Committee is not sustained then the nominee shall be declared elected by the Speaker.

10.04 ELECTION OF DISTRICT TRUSTEES

Each CMA district shall be entitled to elect one (1) trustee plus one (1) additional trustee for each full two thousand (2,000) fully paid regular active members, according to its membership as verified by CMA as of the 31st day of December of the preceding year.

District trustee offices are numbered serially, and new offices created under the terms of these Bylaws shall be numbered serially with those already existing.

10.05 METHODS OF ELECTION OF DISTRICT TRUSTEES

10.0501 Election of District Trustees in Districts Wholly Contained Within the Boundaries of One Component Medical Society

In each CMA district wholly contained within the boundaries of one component medical society, the manner of election of those district trustees which the members within such CMA district are entitled to elect shall be as specified in the component society’s Bylaws. In any case, the Bylaws must permit nomination by and of any member in good standing entitled to vote as to such office, and for election by majority vote of those voting. Any such district may apportion such offices between or amongst sub-districts. Vacancies in office shall be filled in such manner as the Bylaws of such component society may provide.

10.0502 Election of District Trustees in Districts Composed of More Than One Component Medical Society

Except as provided below, each district trustee shall be elected by the delegates from the district entitled to elect such trustee. Each district delegation shall meet within twenty-four (24) hours after the Annual Session of the House of Delegates is convened. The delegates may, by majority vote, permit alternate delegates to vote.

Nominations shall be received for each individually numbered office in which a vacancy exists, and in each instance where there is more than one (1) nomination, election shall be by secret ballot and majority vote of those entitled to vote, present and voting.

In the event none of the nominees receives a majority of the votes cast on the first ballot, the nominee receiving the smallest number of votes on such ballot shall be eliminated, and a second ballot shall be taken on the remaining nominees, such process to continue until one (1) nominee receives a majority of the votes cast.

Vacancies in office shall be filled by the delegation that elected the position in which the vacancy occurs, pursuant to procedures established by the delegation.
10.0503 Option for Direct Election of District Trustees in a District Composed of More Than One Component Medical Society

Upon the petition of a majority of members in a district composed of more than one component medical society, by written ballot or petition filed with the Association at least ninety (90) days prior to the meeting of the House at the Annual Session thereof, said district may provide for the direct election of district trustees. The delegates from CMA districts that select this option shall caucus at least ninety (90) days prior to the Annual Session of the House of Delegates. At the caucus, the delegates shall, by secret ballot, and majority vote, nominate one or more members in good standing residing in the district for each office of trustee expiring or becoming vacant at said Annual Session. Said nomination shall be forwarded to the headquarters office of the Association. Thereafter, any member in good standing residing in said district may be nominated by ten (10) members by written nomination delivered to the headquarters office of this Association no later than thirty (30) days following the delegation caucus. Such nomination shall be accompanied by each nominee’s written acceptance. The chief executive officer of the Association will cause ballots to be mailed to each member in the district no later than forty-five (45) days prior to the next Annual Meeting of the House of Delegates, and those ballots which are returned to the headquarters office of the Association within fifteen (15) days thereafter shall be counted. Election shall be by majority vote, and in the event that no candidate has a majority, a second election will be conducted within fifteen (15) days between the two (2) candidates receiving the highest number of votes.

Vacancies in office shall be filled by the delegates from the District for which the vacancy occurs, pursuant to procedures established by the delegation.

10.0504 Duties of District Trustees

Each district trustee shall be the liaison officer between the component societies in that CMA district and the CMA. The trustee shall be identified as an official representative of each society within that CMA district and where possible, shall be designated as an ex-officio officer, with or without the right to vote. The trustee shall be the advisor and advocate of the societies in that CMA district for solution of appropriate problems. Unless otherwise authorized by Board of Trustees, the trustee shall visit each county or district society in that CMA district at least once each year, and make this visitation aside from the CMA officer visit, for the purpose of inquiring into the condition of the profession and maintaining liaison with the activities of the component societies within that CMA district.

Problems arising in county or district societies within a CMA district shall be referred to the district trustee for primary consideration.

10.06 ELECTION OF TRUSTEE BY THE SPECIALTY DELEGATION

One (1) trustee shall be elected by the Specialty Delegation.

The Specialty Delegation shall meet at a time and place fixed by the Chair of the Delegation. At this meeting, an election for trustee) shall be held, and the election shall be by secret ballot and majority vote of those entitled to vote, present and voting. The Chair of the delegation shall then report the results of the election to the House of Delegates and the trustee elected shall assume office upon adjournment of the meeting of the House of Delegates of that Annual Session of the Association.

If there are more than two nominees for the office of trustees, and none of these nominees receives a majority of the votes cast on the first ballot, the nominee receiving the smallest number of votes on such ballot shall be eliminated, and a second ballot shall be taken on the remaining nominees, this
process to continue until one nominee shall receive a majority of the votes cast. If only one (1) nominee for office is received, the office will be considered filled by acclamation.

10.07 ELECTION OF THE ORGANIZED MEDICAL STAFF SECTION TRUSTEE

At the Annual Assembly of the CMA-OMSS, nomination for the office of CMA-OMSS Trustee shall be acted upon by election when a vacancy exists. When there is more than one (1) nominee, election shall be by secret ballot and by majority vote of those entitled to vote, present and voting. The OMSS delegates shall then report to the House of Delegates the results of the election and the member elected shall assume office at the end of that Annual Session of the Association. If there are more than two (2) nominees for the office of Trustee and none of these nominees receives a majority of votes cast on the first ballot, the nominee receiving the smallest number of votes on such ballot shall be eliminated, and a second ballot shall be taken on the remaining nominees. This process is to continue until one nominee shall receive a majority of the votes cast.

Vacancies arising between meetings of the CMA-OMSS Annual Assembly shall be appointed by the CMA-OMSS Executive Board, with election to the remaining term of the office vacated to be held at the next Annual Assembly of the CMA-OMSS.

10.08 ELECTION OF THE YOUNG PHYSICIANS SECTION TRUSTEE

At the Annual Assembly of the CMA-YPS, nomination for the office of CMA-YPS Trustee shall be acted upon by election when a vacancy exists. When there is more than one (1) nominee, election shall be by secret ballot and by majority vote of those entitled to vote, present and voting. The YPS Assembly representatives shall then report to the House of Delegates the results of the election and the member elected shall assume office at the end of that Annual Session of the Association.

If there are more than two (2) nominees for the office of Trustee and none of these nominees receives a majority of votes cast on the first ballot, the nominee receiving the smallest number of votes on such ballot shall be eliminated, and a second ballot shall be taken on the remaining nominees. This process is to continue until one (1) nominee shall receive a majority of the votes cast.

The YPS Trustee may complete the term of office even if that trustee no longer is considered a young physician under the definition in Section 18.0102.

Vacancies arising between meetings of the CMA-YPS Annual Assembly shall be appointed by the CMA-YPS Executive Committee, with election to the remaining term of the office vacated to be held at the next Annual Assembly of the CMA-YPS.

10.09 ELECTION OF THE ETHNIC MEDICAL ORGANIZATION SECTION TRUSTEE

At the Annual Assembly of the CMA-EMO, nomination for the office of CMA-EMO trustee shall be acted upon by election when a vacancy exists. When there is more than one (1) nominee, election shall be by secret ballot and by majority vote of those entitled to vote, present and voting. The EMO delegates shall then report to the House of Delegates the results of the election and the member elected shall assume office at the end of that Annual Session of the Association.

If there are more than two (2) nominees for the office of Trustee and none of these nominees receives a majority of votes cast on the first ballot, the nominee receiving the smallest number of votes on such ballot shall be eliminated, and a second ballot shall be taken on the remaining nominees. This process is to continue until one (1) nominee shall receive a majority of the votes cast.
Vacancies arising between meetings of the CMA-EMO Annual Assembly shall be appointed by the CMA-EMO Executive Board, with election to the remaining term of the office vacated to be held at the next Annual Assembly of the CMA-EMO.

10.10 ELECTION OF TRUSTEES BY THE FORUM DELEGATIONS

Each Forum Delegation shall be entitled to elect one (1) trustee for each full three thousand (3,000) members who are regular active members of CMA and each office shall be numbered, with terms arranged so that elections are staggered. Each Mode of Practice Forum Delegation shall meet annually preceding the commencement of the Annual Session of the House of Delegates for the purpose of conducting elections and for the purpose of conducting its affairs. The time and place of this meeting shall be fixed by the Chair of each Forum Delegation. At least thirty (30) days prior to the next scheduled session of the House of Delegates each Forum Delegation shall notify its delegates of the time and place of the meeting and identify each office of trustee for which a vacancy exists. At this meeting, nominations shall be received for each office of trustee for which a vacancy exists, and in each instance where there is more than one (1) nomination, election shall be by secret ballot and majority vote of those entitled to vote, present and voting. The Chair of each Forum Delegation shall then report the results of the election to the House of Delegates and the trustee(s) elected shall assume office upon adjournment of the meeting of the House of Delegates of that Annual Session of the Association.

If there are more than two (2) nominees for the office(s) of trustee(s) and none of these nominees receives a majority of the votes cast on the first ballot, the nominee receiving the smallest number of votes on such ballot shall be eliminated, and a second ballot shall be taken on the remaining nominees, this process is to continue until one (1) nominee shall receive a majority of the votes cast. Vacancies in office shall be filled by each Forum Delegation in a manner selected by that Forum Delegation.

Notwithstanding the foregoing provisions, for the purpose of trustee entitlement and representation only, the Medium-Size Group Practice Forum and the Large Group Practice Forum shall be considered a single forum. The combined membership count of the two forums shall determine trustee entitlement and the trustee(s) shall be elected jointly by the Medium-Size Group Practice Forum and Large Group Practice Forum delegations at a joint meeting of the delegations.

10.11 MEDICAL STUDENT TRUSTEE AND RESIDENT AND FELLOW SECTION TRUSTEE

The medical student elected by the Governing Council of the CMA Medical Student Section (CMA- MSS) to serve as trustee shall be an ex-officio member of the Board of Trustees, with the right to vote.

The physician elected by the Governing Council of the CMA Resident and Fellow Section to serve as trustee shall be an ex-officio member of the Board of Trustees, with the right to vote.

10.12 ELECTION OF BOARD OFFICERS AND TERMS OF OFFICE

At the first meeting of the Board of Trustees held after the adjournment of the meeting of the House of Delegates at the Annual Session of the Association, the Board of Trustees shall elect from among the trustees a Chair and a Vice-Chair of the Board of Trustees, who shall serve as such up to the first Board of Trustees meeting held after the adjournment of the meeting of the House of Delegates of the next succeeding Annual Session of the Association. The Chair and Vice-Chair shall serve a maximum of three (3) one (1)-year terms in each position.
10.13 MEETINGS

10.1301

The time and place of meeting shall be fixed by the Board of Trustees at a previous meeting and at least ten (10) days notice shall be given each trustee by the Chair of the Board of Trustees of the time and place of the meeting.

10.1302 Special Meetings

Special meetings of the Board for any purpose or purposes may be called at any time by the President, the Chair of the Board of Trustees or by any six (6) trustees, no more than two (2) of whom may represent the same district.

Special meetings of the Board shall be held upon four (4) days’ notice sent by first-class mail, or forty-eight (48) hours’ notice given personally or by telephone, telegraph, telex, or other similar means of communication. Any such notice shall be addressed or delivered to each trustee at the trustee’s address as shown upon the records of the Association or as given to the Association by the trustee for purposes of notice.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means or by facsimile transmission, to the recipient. Oral notice shall be deemed to have been given at the time it is communicated, in person or by telephone or wireless, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient.

10.1303 Participants in Meetings by Conference Telephone

Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.

10.1304 Waiver of Notice

Notice of a meeting need not be given to any trustee who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, before the meeting or at its commencement, the lack of notice to such trustee. All such waivers, consents, and approvals shall be filed with the Association’s records or made a part of the minutes of the meeting.

10.1305 Order of Business and Quorum

At meetings of the Board of Trustees, business shall be transacted as the Board of Trustees may determine from time to time by resolution. A majority of the voting members of the Board of Trustees shall constitute a quorum. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some trustees from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.
10.1306    Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents may be obtained through facsimile transmission (fax) or electronic mail, and shall be filed with the minutes of the proceedings of the Board. An action by written consent shall have the same force and effect as a unanimous vote of the trustees.

10.14    BOARD COMMITTEES

The Board of Trustees may create committees as it deems advisable to address administrative and operational matters of the Association or to function as subcommittees reporting to councils of the Association. The Board of Trustees also may create Technical Advisory Committees or other special committees as deemed necessary, which shall have specific instructions as to work to be undertaken and which shall disband as soon as the assignment is completed. Other than as herein stated, no committee is authorized to act for or bind this Association.

10.1401    Executive Committee

The Executive Committee of the Board of Trustees shall consist of the President, as Chair, the President-Elect, Chair of the Board of Trustees, Vice-Chair of the Board of Trustees, Speaker of the House of Delegates, Vice-Speaker of the House of Delegates and the Immediate Past-President.

This committee has the power and authority to transact Association business of an emergency or unusual nature between Board of Trustees meetings, in consonance with stated Board of Trustees and House of Delegates policy.

All transactions of this committee shall be reported in full at the next regularly scheduled meeting of the Board of Trustees, and shall be subject to Board of Trustees review and appropriate action.

10.1402    Finance Committee; Budget

The Chair of the Board of Trustees, subject to its approval, shall appoint a Finance Committee of five (5) members, designating one of the members as its Chair, the duties of which committee are hereinafter specified.

The Finance Committee shall approve for each year a proposed budget of anticipated income and expenditures, to apply to succeeding calendar years of the Association. The proposed budget shall be prepared in consultation and with the cooperation of officers, and others with knowledge of the needs of the Association by the CEO.

The Finance Committee shall present the proposed budget to the Board of Trustees for its approval.

No expenditures or commitments to make expenditures in excess of the amount of the budget category covering the subject of such expenditures may be made in the year covered by the budget by the Association or any of its officers, agents or employees, unless the Board of Trustees with a quorum present and by a three-fourths vote of all members present and eligible to vote shall first approve such excess expenditure by resolution duly adopted. Recurring items in the budget (fixed expenditures covering more than one (1) year) shall, when first adopted, be binding as to subsequent budgets to the extent of commitments or obligations entered into by the Association within authority granted by the House of Delegates or the Bylaws.
The Finance Committee shall recommend to the Board policies relating to the securing of gifts and endowments for the association and the acceptance, use, investment and allocation of such gifts and endowments, except as otherwise provided in the Bylaws.

10.1403 Committees Reporting to Councils of the Association

The provisions of Chapter 14.00 of these Bylaws governing membership, appointment, terms of office, officers, consultants, ex-officio members, meetings, removal of members, and suspension of tenure and trustee service with respect to the Councils of this Association shall apply equally to committees created to function as subcommittees of and reporting to said Councils.

10.1404 Technical Advisory Committees and Other Special Committees

The Board may create additional committees to serve at the pleasure of the Board. The Board Chair shall appoint the members of such committees, subject to ratification by the board. Each committee shall have specific instructions as to work to be undertaken and shall disband as soon as the assignment is completed. Members of such committees shall serve for terms of one (1) year or until the committee’s assignment is completed, whichever occurs first.

10.15 EXPENSES OF TRUSTEES AND OFFICERS

Trustees and officers shall be allowed such reimbursement for expenses incurred in connection with Association business as may be fixed by the Board of Trustees.

10.16 ASSOCIATION REAL ESTATE

No purchase, disposal or commitment to purchase or dispose of Association real estate may be made without the approval of the Board of Trustees, with a quorum present and by a two-thirds majority vote of all members present and eligible to vote.

10.17 ENDOWMENT FUNDS

The Board of Trustees may establish endowment funds and other such permanently and temporarily restricted funds which consist of, but are not limited to, true endowment funds, funds functioning as endowment, board-designated funds, funds held in trust by others, and deferred gifts including living trust funds, annuity trusts, unitrusts, charitable lead trusts, pooled income, and gift annuities.

The endowment fund created from the sale of the Audio Digest Foundation (the ADF Endowment Fund) shall consist of the monies remaining after payment of all expenses associated with the sale, including the allocation to CMA’s budget of an amount equivalent to lost future royalty revenues. A portion of the ADF Endowment Fund’s future growth shall be retained and added to the principal to replace the amount of the sale proceeds used to replenish lost royalty revenues. The ADF Endowment Fund shall not be terminated or repurposed and its principal shall not be expended without the approval of the Board of Trustees, with a quorum present and by a two-thirds majority vote of all members present and eligible to vote. The House of Delegates shall be given the same advance notice as the Board of Trustees pursuant to Sections 10.1201 and 10.1202 prior to such a Board of Trustees vote on the ADF Endowment Fund.
CHAPTER 11.00 OFFICERS

11.01 OFFICERS

The officers of this Association shall be a President, a President-Elect, a Chair of the Board of Trustees, a Vice-Chair of the Board of Trustees, a Speaker of the House of Delegates, a Vice-Speaker of the House of Delegates, and the Immediate Past-President. Any number of offices may be held by the same person.

11.02 ELECTION OF PRESIDENT-ELECT, SPEAKER AND VICE-SPEAKER

11.0201 President-Elect: When and How Elected, Term of Office

The House of Delegates at each Annual Session thereof shall elect the President-Elect to serve until the adjournment of the meeting of the House of Delegates at its next Annual Session. At the conclusion of the meeting of the House of Delegates at its next Annual Session, such President-Elect shall assume the office of President, and serve as such for the term of one (1) year thereafter, or until a successor assumes office.

11.0202 Speaker and Vice-Speaker of the House: When Elected, Term of Office

The House of Delegates shall at the Annual Session thereof elect a Speaker and a Vice-Speaker of the House of Delegates, each to serve until the end of the meeting of the House of Delegates at its next Annual Session, or until their successors are elected and assume office. The Speaker and Vice-Speaker shall be members of the House of Delegates at the time of their election. A Speaker who has served three (3) one (1)-year terms in office as Speaker shall not be eligible for either the office of Speaker or Vice-Speaker. A Vice-Speaker who has served three (3) one (1)-year terms in office as Vice-Speaker shall not be eligible for the office of Vice-Speaker.

11.0203 Election by Ballot: Number of Votes Necessary

Contested elections of officers shall be by secret written ballot, and these ballots shall be collected from each individual delegate eligible to vote or from delegation Chairs in accordance with the rules established by the House of Delegates. All collection shall be done in a manner to protect the secrecy of each ballot. Ballots shall be deposited in one (1) polling place attended by impartial observers. Counting or collating shall be done only by the House as a whole or its designated tellers. A majority of the votes cast shall be necessary to elect any officer.

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 (1) of the nominees receives a majority of all the votes cast.

11.03 DUTIES OF OFFICERS

11.0301 Duties of the President

The President shall be the leader and official spokesperson of the Association. As far as practicable, the President shall visit, by appointment, the various sections of the state and assist the trustees in building up the component societies, and in making their work more practical and useful. The Board of Trustees shall decide what portion of the expenses incurred on official visits shall be paid by the Association.

The President shall appoint all committees not otherwise provided for, shall deliver an address at the regular session at such time as may be arranged and shall perform such other duties as
custom and parliamentary usage may require or as the House of Delegates or the Board of Trustees may direct. The President shall be a cosignatory of any component society charter issued by this Association.

The president shall be ex-officio a member of all committees of the Association.

11.0302 Duties of the President-Elect

The President-Elect shall act for the President in the event of the President’s absence or disability, and, if the Office of President becomes vacant, the President-Elect shall then succeed to the presidency to serve as President for such unexpired term and for the term of one (1) year thereafter. The President-Elect shall be ex-officio a member of all committees of the Association.

11.0303 Duties and Powers of the Chair of the Board of Trustees

The Chair of the Board of Trustees shall preside at all meetings of the Board of Trustees. The Chair shall be authorized to sign contracts and agreements, conveyances, transfers or other instruments (other than advertising contracts) to which the Association is a party, the execution of which has been authorized by the House of Delegates or the Board of Trustees. The Chair shall be authorized to sign checks or drafts for the disbursements of funds of the Association. The Chair shall, on behalf of the Board of Trustees, deliver its report to each session of the House of Delegates. The Chair shall be responsible for minutes of proceedings of the Board of Trustees. The Chair shall perform such other duties as may be imposed by the Articles of Incorporation or these Bylaws.

11.0304 Duties of Vice-Chair of the Board of Trustees

The Vice-Chair of the Board of Trustees, in the absence or inability of the Chair to act, shall be vested with all the powers and shall perform all the duties of the Chair. The Vice-Chair also makes arrangements for a district judicial council or hearing officer for a disciplinary proceeding when requested by a component society, and makes arrangements for the appellate review upon receipt of an appeal to the judicial body of this Association from a CMA member disciplined by a component society’s judicial council.

11.305 Duties and Powers of the Speaker

The Speaker of the House of Delegates shall preside at its meetings and shall perform such other duties as parliamentary usage may require and shall be responsible for minutes of the proceedings of the House of Delegates. The Speaker shall appoint all committees authorized by the House of Delegates, unless otherwise provided. The Speaker shall also be responsible for a component society complaint/hearing process concerning revocation of component society charters and for the conduct of AMA delegate and alternate elections, as required. The Speaker shall be a cosignatory of any component society charter issued by this Association.

11.306 Duties of the Vice-Speaker

The Vice-Speaker shall act as Speaker in the absence of or at the request of the Speaker. The Vice-Speaker shall be responsible for approval of exhibits in the exhibit hall during the Annual Session. The Vice-Speaker shall also be responsible for referendum elections, including mailing ballots to all members eligible to vote, and receiving and counting such ballots.
11.04 BUSINESS OR COMMERCIAL USE OF OFFICE OR TITLE PROHIBITED

No person elected or appointed to any office, delegation, board, council, committee, taskforce or other elected or appointed body of this Association shall thereafter use or permit the use of such office or title, applied to such individual, for public solicitation or advertisement of business or commercial activities. As a condition of holding any such office or position, each person elected or appointed agrees that this prohibition is enforceable by the Association through injunction or any other lawful process. This prohibition does not apply to reference to title, office or position in professional resumes.

11.05 VACANCIES IN OFFICE

11.0501

In case of vacancy in the Offices of both President and President-Elect, the Chair of the Board of Trustees shall act as the Acting-President until a President is elected at the next Annual Session of the House of Delegates.

11.0502

In the case of vacancy in the office President-Elect, the Board shall nominate a person to fill the vacancy. The nomination shall be forwarded to the delegation Chairs. Thereafter, any active member in good standing may be nominated by any delegation by forwarding the nomination and the nominee’s written acceptance to the Speaker at the headquarters’ office no later than thirty (30) days following the board’s nomination. The Chief Executive Officer of the Association will cause a ballot to be mailed to each delegate no later than forty-five (45) days after the board’s nomination is forwarded to the delegation Chairs, and those ballots which are returned to the headquarters’ office within (30) days shall be counted.

Election shall be by majority vote, and in the event that no candidate has a majority, a second election will be conducted within fifteen (15) days between the two (2) candidates receiving the highest number of votes.

11.0503

The Board of Trustees by appointment shall fill any vacancy in office not otherwise provided for in these Bylaws, which occurs during the interval between the Annual Sessions of the House of Delegates. Such appointee shall serve until the next Annual Session and until a successor has been elected and has assumed office.

11.0504 Removal of Officers

Any officer whose election is subject to these Bylaws may be removed from office for valid cause, if said officer is adjudged guilty of gross neglect or misfeasance in office, or serious acts of moral turpitude. Such proceedings may be initiated only upon two-thirds (2/3) vote of the Board of Trustees of this Association, or upon written petition signed by at least twenty (20%) percent of the active members entitled to vote with respect to said office. Said resolution or petition, accompanied by notice of the charge, shall be filed with the Chief Executive Officer of this Association, and referred to the Chair of the judicial body of the Association. Further proceedings shall be in accordance with Sections 6.0107, 6.0108, 6.0110, 6.0111 and 6.0112 of Chapter 6.00, except that any reference therein to the judicial council shall be deemed to refer to the judicial body of this Association, and any reference to the Secretary of a component society shall be deemed to refer to the Chief Executive Officer of this Association. The provisions of Section 6.0115 of said Chapter 6.00 shall
likewise apply, except that the judicial body may vote only to exonerate or to remove from office. The decision of the judicial body of this Association shall be final.

CHAPTER 12.00 CHIEF EXECUTIVE OFFICER

12.01 APPOINTMENT OF CHIEF EXECUTIVE OFFICER (CEO)

The Board of Trustees shall appoint a Chief Executive Officer. The terms of the appointment shall be such as are satisfactory to the Board of Trustees. No contract for employment shall, by its terms, exceed a period of three (3) years.

12.02 DUTIES OF THE CHIEF EXECUTIVE OFFICER

The Chief Executive Officer is the General Manager of the Association and, subject to the control of the Board of Trustees, has the responsibility for the general supervision, direction and control of the business and staff of the Association, including but not limited to the responsibilities set forth in this Chapter.

12.0201

The Chief Executive Officer shall have responsibility for the selection and supervision of the staff, with authority to hire and fire, and to make such assignments as are appropriate to carry out the work of the House of Delegates, the Board of Trustees, and the various committees and councils, except as provided below. The Chief Executive Officer is expected to delegate whenever possible to qualified persons, overseeing the quality and timeliness of the staff’s performance and adherence to the policies of the Association. Because of the general counsel’s fiduciary obligation to the Board of Trustees, the Chief Executive Officer must have the approval of the Board of Trustees to hire or fire the General Counsel.

12.0202

The Chief Executive Officer shall have responsibility for monitoring CMA’s associated and subsidiary organizations, and shall serve on the Boards of these organizations as directed by the Board of Trustees.

12.020

The Chief Executive Officer shall have responsibility for the administration of the Association’s finances. This responsibility shall include, but not be limited to, annual preparation of a proposed budget for Board of Trustees’ consideration, in association with the Finance Committee, using the program priorities adopted by the Board of Trustees, making recommendations with respect to the budget from time to time, ensuring that all funds of the Association, including members’ dues and assessments, by whomsoever received shall be promptly forwarded to the Association and deposited in a depository of the Association, selected as such by the Board of Trustees, and overseeing Association expenditures so that such expenditures are for authorized purposes only and within authorized sums. The CEO shall, by periodic inspection of accounts, bills and claims against the Association, and other items by means determined by the CEO and approved by independent auditors, review all financial transactions of the Association and shall satisfy the CEO as to the validity of all withdrawals from depositories approved by appropriate parties authorized by the CMA Board of Trustees. Checks or drafts drawn on Association accounts shall bear the signature of one (1) or more authorized signers, as determined by the committee and approved by independent auditors, and all authorized signatories shall be covered by a surety bond. The Chief
Executive Officer shall recommend the selection of qualified financial advisors and such other consultations as is in the best interests of the Association.

12.0204

The Chief Executive Officer shall have responsibility, when authorized by the Board of Trustees, for acting as a representative of the Association to outside groups and bodies, communicating the Association’s views and discussing with such outside bodies or organizations matters of interest or concern to the Association. The Chief Executive Officer shall, as a result of such contacts, make recommendations to the Board of Trustees, and shall seek policy directions whenever appropriate.

CHAPTER 13.00 DELEGATES AND ALTERNATES TO THE AMERICAN MEDICAL ASSOCIATION

13.01 CONSTITUENT ORGANIZATION STATUS OF CMA

The California Medical Association is a constituent organization of the American Medical Association, entitled to delegate representation in the AMA House of Delegates. The California Delegation to the American Medical Association shall represent the interests and policies of the California Medical Association and shall report regularly to the CMA Board of Trustees and House of Delegates.

13.02 DELEGATION COMPOSITION AND ELIGIBILITY

Delegates and alternates to the House of Delegates of the AMA shall be elected in accordance with the Constitution and Bylaws of that organization, and as these Bylaws shall further specify. Notwithstanding any other provision of these Bylaws, only members of this Association who are members of the AMA shall be eligible to be nominated, elected or appointed as a delegate or alternate to the AMA.

CMA districts I through XI each shall be entitled to elect one (1) delegate and one (1) alternate delegate. The Medical Student Section and the Resident and Fellow Section each shall be entitled to elect one (1) delegate and one (1) alternate delegate. The Young Physicians Section shall be entitled to elect one (1) delegate and one (1) alternate delegate pursuant to Section 13.0303 of these Bylaws. The remaining delegate and alternate seats to which the California Delegation is entitled shall be filled at large through appointment by the Board of Trustees of nominees submitted by the Board of Trustees’ Committee on Nominations. Two of the delegate or alternate delegate seats to which the California Delegation is entitled shall be filled by the President and President-Elect. If the President or the President-Elect has not been elected as a delegate by a district, they shall be assigned an at-large seat.

The California Delegation to the American Medical Association shall consist of:

a) One delegate and one alternate delegate elected by each of CMA districts I through XI.

b) A delegate and an alternate delegate elected by the CMA Medical Student Section.

c) A delegate and an alternate delegate elected by the CMA Resident and Fellow Section (District XII).

d) A delegate and an alternate delegate elected by the CMA Young Physicians Section pursuant to Section 13.0303 of these Bylaws.
e) Delegates and alternate delegates appointed at large by the Board of Trustees.

f) The President and the President-Elect.

13.03 METHODS OF ELECTION

13.0301 CMA District Elections

Each CMA district shall be entitled to elect one (1) delegate and one (1) alternate delegate and the membership within the district shall decide how the election is to be held, either by the CMA district delegation or by popular vote (local option).

13.03011 Cost of Election

In any district composed of more than one component society wherein the members directly elect delegates and an alternate, the Speaker of this Association shall be responsible for the conduct of the election. The Speaker shall provide each duly nominated candidate with the names and addresses of members residing in said district. Each component society within such district shall bear its proportionate share of the cost of such election, according to the number of members of said society amongst all members within said district.

13.03012 Election in Districts Wholly Contained Within the Boundaries of One Component Medical Society

In those CMA districts wholly contained within the boundaries of one component medical society, the component society shall provide in its Bylaws for the manner of election of its AMA delegate and alternate delegate. The Bylaws must permit nomination by and of any member in good standing entitled to vote as to such office, and for election by majority vote. Vacancies in office shall be filled in such manner as the Bylaws of such component society may provide.

13.03013 Optional Method of Election in Districts Composed of More Than One Component Medical Society

Upon the petition of a majority of members in a district composed of more than one component medical society, by written ballot or petition filed with the Association headquarters at least ninety (90) days prior to the meeting of the House at the Annual Session thereof, the direct election of the district’s AMA delegate and alternate may be provided for. In any district selecting such option, the delegates to this Association shall caucus within twenty-four (24) hours after the Annual Session of the House of Delegates of this Association is convened. At such caucus, the eligible delegates in such district shall by secret ballot and majority vote, nominate for each office one (1) or more eligible members in good standing residing in said district. These nominations shall be announced at the meeting of the House. Thereafter, any eligible member in good standing residing in said district may be nominated by ten (10) eligible members by written nomination delivered to the headquarters office of this Association no later than thirty (30) days after the adjournment of the Annual Session of this Association. Such nomination shall be accompanied by the nominee’s written acceptance thereof. In the event that only one member has been nominated for any office, the Speaker shall certify the election by acclamation. As to any office for which more than (1) one candidate has been nominated, the Speaker of this Association will cause ballots to be mailed to each eligible member in the district no later than sixty (60) days after the adjournment of the Annual Session, and those ballots which are returned to the headquarters office within fifteen (15) days thereafter shall be counted. Election shall be by majority vote, and in the event that no candidate has a majority, a second election shall be conducted within thirty (30) days between the two (2) candidates receiving the highest number of votes.
13.0314 Election in Districts Not Desiring Direct Election

In any district which has not acted to select one (1) of the methods above specified for the direct election of its delegate and alternate to the AMA, the eligible delegates from the district to the House of Delegates of this Association shall elect eligible members from the district to fill those offices. Within twenty-four (24) hours after the Annual Session of the House of Delegates is convened, the eligible delegates from those districts which have not selected a method of direct election shall separately meet. At such caucus the delegates shall, by nomination, secret ballot and majority vote of the eligible delegates present, elect eligible members from such district for the ensuing term. The delegates of said district may at such time by majority vote thereof, authorize and permit alternate delegates to vote. The Chair of the district delegation shall then report at the meeting of the House of Delegates of this Association the results of the election. The time and place of the caucus of each district delegation shall, in the absence of unanimous written consent by the delegates to this Association from the district fixing time and place, be fixed by the Speaker and announced on the first day of the meeting of the House of Delegates of this Association at each Annual Session. In the event that at any district caucus no one (1) person receives a majority vote after repeated ballots, the Chair of the caucus shall report such fact at the second meeting of the House of Delegates of this Association and shall also report the names of all nominees to such office submitted to the caucus, whereupon the eligible delegates in the House of Delegates shall proceed to elect from such nominees to fill the offices assigned to such district.

13.0302 Election by Medical Student Membership

The CMA Medical Student Section (CMA-MSS) shall be entitled to one (1) AMA delegate and one (1) alternate delegate. The Governing Council of CMA-MSS shall establish the method for the election. The method established must permit nomination by any active medical student member in good standing. In the event that a member of the delegation to the AMA-MSS is unable to attend a meeting of the AMA-MSS Assembly, the Chair of the delegation to the AMA-MSS, in consultation with the CMA-MSS Chair, may designate a substitute to serve at that meeting on behalf of the absent delegation member. Such substitute shall serve only for the duration of the meeting from which the regular delegation member is absent.

13.0303 Young Physicians Section Delegate to AMA

Beginning in 1989 the Young Physicians Section shall be assigned the next unallocated seat on the delegation, and thereafter at least one member of the Delegation shall be a Young Physicians Section member. The Young Physicians Section Assembly shall establish a method for the election of the delegate and alternate delegate and a method for filling any vacancies in office. The method of election and for filling vacancies shall become effective upon approval of the Board of Trustees.

13.0304 Vacancies

Except as provided in Section 13.03012, in the event that any office of delegate or alternate to the AMA that has been elected by a district becomes vacant, said vacancy shall be filled by the district delegation in said district, which shall caucus at a time and place fixed by its Chair and shall, by nomination, secret ballot and majority vote of the eligible delegates present, elect an eligible member from such district to fill the remaining term. The Chair shall notify the Speaker of this Association of the time and place of said caucus no later than thirty (30) days prior thereto, and the Speaker shall cause written notice thereof to be mailed to each member of the district delegation no less than fifteen (15) days prior thereto, unless this requirement is waived by each member of the district delegation.
CHAPTER 14.00 COUNCILS

14.01 PURPOSES

This Association shall have such councils appointed by the Board of Trustees as specified in these Bylaws and as otherwise deemed advisable by the Board of Trustees. Councils shall function as policy advisory bodies and report to the Board of Trustees on resolutions and other matters referred by the Board; shall, as appropriate, serve as reference committees of the House of Delegates and report to the House on matters assigned pursuant to Section 9.11 of these Bylaws; and shall perform such other functions as these Bylaws may specify. Other than as herein stated, no council is authorized to act for or bind this Association.

14.0101

Councils initially appointed by the Board of Trustees subsequent to adoption of this bylaw initially shall include, but not be limited to, a Council on Science and Public Health; a Council on Medical Services; a Council on Ethical, Legal and Judicial Affairs; a Council on Health Professions and Quality of Care; a Council on Membership, Governance and Bylaws; and a Council on Legislation. The Board of Trustees subsequently may adjust the number and type of Councils as it deems advisable.

14.02 MEMBERSHIP; APPOINTMENT; TERMS OF OFFICE

14.0201

Unless otherwise provided in these Bylaws, the number of members of each council shall be determined by the Board of Trustees. In determining the composition of councils and appointment of the members thereof, the Board of Trustees shall give consideration to factors including, but not limited to, the specific interests and unique qualifications of nominees; the provision of broad opportunity for engagement of Association members in the activities of the Association; and representation of the Association’s membership diversity in those activities through appointments made from a pool of nominees recommended by component medical societies, CMA Mode of Practice Forums, CMA sections, and CMA-recognized statewide specialty societies.

14.0202

Prior to each Annual Session, the Board of Trustees shall nominate Council members and consultants and submit the names of such nominees to the House of Delegates. The House of Delegates may confirm or reject any nominee. If the House rejects any nominee, the Board of Trustees shall immediately submit another nominee.

14.0203

Members of councils of the Association shall serve for terms of one (1) year, and shall be staggered to the extent feasible to promote continuity. Membership shall be limited to a maximum of six (6) years, with consideration given to specific individuals whose experience and expertise are needed so that they might be appointed as consultants following expiration of the final term. No member of the Association shall serve as a voting member of more than two (2) councils at the same time.

A member of the Board of Trustees may serve only as a consultant and may not Chair or be a member of a council, except as otherwise provided for in these bylaws, and except those members of the Board of Trustees who may complete their current term of office. Terms of office shall expire at the close of the Annual Session of the Association.
14.03 JUDICIAL BODY OF THE ASSOCIATION

Among the councils appointed by the Board of Trustees shall be a judicial body, which shall hear and decide all appeals of disciplinary actions taken by component societies in the manner and as provided in Chapter 6.00 of the Bylaws. The judicial body shall in addition be responsible for the interpretation of the Articles of Incorporation and the Bylaws of this Association in any issue or dispute referred to it by the House of Delegates or Board of Trustees. Such interpretation may be accepted or rejected upon the majority vote of the House or Board of Trustees, but modified only with the approval of two-thirds of the body receiving said interpretation. The judicial body shall further be responsible for the enforcement of the Association’s Conflict of Interest Policy as provided in that policy as it may be amended from time to time by the House of Delegates or Board of Trustees.

14.04 COUNCIL ON LEGISLATION

Among the councils appointed by the Board of Trustees shall be a Council on Legislation, which shall consist of at least nine (9) but not more than fifteen (15) at-large members, a representative of each specialty society recognized by the CMA House of Delegates, a representative of each CMA District, a representative of each CMA Mode of Practice Forum, a representative of the Golden State Medical Association, a representative of the Organized Medical Staff Section, a representative of the Young Physicians Section, a representative of the Ethnic Medical Organization Section, a representative of the Resident and Fellow Section, and the following ex-officio members with a vote: President, President-Elect, Immediate Past-President, Speaker of the House, Vice-Speaker of the House, Chair of the Board of Trustees, Vice-Chair of the Board of Trustees, Chair of CALPAC, President and Legislative Chair of the Alliance, Representative of the Medical Executives Conference and Medical Student Representative. Section 14.0203 shall not apply to the specialty society or ex-officio members.

14.05 OFFICERS OF COUNCILS

The Chair of each council shall be appointed from among the membership of each council by the Board of Trustees, by and with the approval of the House of Delegates.

14.06 CONSULTANTS

Consultants, including, but not limited to Board of Trustees Representatives (except as provided below), shall serve without vote. Consultants shall be subject to the same terms and term limits applicable to members of the relevant council or committee.

14.07 EX-OFFICIO MEMBERS

The Board of Trustees may appoint ex-officio members of councils as it deems advisable. Such ex-officio members shall serve with vote and shall be subject to the same terms and term limits applicable to members of the relevant council.

14.08 COUNCIL MEETINGS

Meetings may be in person, by teleconference, videoconference, or conducted through other means of communication, provided each member is able to hear the others.
14.09 REMOVAL

The Board of Trustees may, by three-fourths vote of all voting members, rescind an appointment to a council for nonparticipation in council activities, violations of the Principles of Medical Ethics or of any section of the Business and Professions Code pertaining to licensure, privilege or moral turpitude. Vacancies occurring between Annual Sessions shall be filled by the Board of Trustees.

14.10 SUSPENSION OF TENURE AND TRUSTEE SERVICE

Upon a determination by the Board of Trustees that the strict application of the rules concerning council membership terms or trustee service would cause a significant operational problem for a particular council, it may, by majority vote and subject to ratification by the House of Delegates, suspend such rules for a period of one year. Such suspension shall be permitted for a maximum of three (3) successive one (1)-year periods.

CHAPTER 15.00 CMA MEDICAL STUDENT SECTION

15.01 ORGANIZATION

15.0101 Purposes

The purposes of this Section are to: 1) promote and fulfill the purposes of the CMA; 2) communicate to CMA the perspective of its medical student members; 3) facilitate the transition from medical school to residency training and promote the interaction between established physicians and medical students; and 4) encourage the membership and participation of medical students in CMA and its component medical societies.

15.0102 Membership

The students enrolled on each separate campus of each accredited medical school in California who are members of the California Medical Association are members of the CMA Medical Student Section. Students duly enrolled in any Liaison Committee on Medical Education or American Osteopathic Association accredited school located outside of California who are training in California and are members of the California Medical Association are members of the CMA Medical Student Section.

15.0103 CMA-MSS Governing Council Purpose and Composition

The Governing Council shall be responsible for the planning and oversight of Section activities, and shall report periodically to the House of Delegates and to the Board of Trustees. The Governing Council shall be comprised of all medical students who are elected by the respective medical school campuses as specified under Section 9.0302, and the medical student trustee.

15.0104 Terms

The Governing Council members shall serve for terms of two (2) years commencing from the date of their election, except that the medical trustee shall serve a term of one (1) year if that trustee is not also an alternate. A medical student alternate or delegate may continue in office even if the delegate or alternate is no longer a medical student, until the term of office is completed or for twelve (12) months, whichever occurs first.
15.02 OFFICERS

15.0201

The Governing Council shall elect annually from among its members a Chair and two (2) Vice-Chairs, to assume office on the date specified by the Governing Council. The Governing Council shall also elect annually from among its members or former members a CMA trustee. Nominations to any office may be made by any member of the Section, with the consent of the person nominated. No member shall serve more than two (2) consecutive terms in any office. The Medical Student Trustee and Chair shall serve as Co-Chairs of the Governing Council.

15.0202

Vacancies in any elected office that arise between meetings of the Governing Council shall be filled by appointment of the Governing Council.

15.0203

Any person elected to a position pursuant to Section 15.0201 may be removed from office by a two-thirds majority vote of the representatives of the CMA-MSS Governing Council for any reason.

15.03 GOVERNING COUNCIL MEETINGS

15.0301

The Governing Council shall meet at least annually for the purpose of conducting elections and for the purpose of conducting its affairs. The meeting which most closely precedes the CMA House of Delegates shall constitute the CMA-MSS Annual Assembly. The time and place of such meetings shall be determined by the Co-Chairs.

15.0302

All business to come before the Governing Council shall be presented in writing and shall be sent to the Governing Council members at least fifteen (15) days in advance of the meeting. Any business presented less than fifteen (15) days before the meeting of the Governing Council may be approved for introduction at the meeting of the Governing Council by the Co-Chairs.

15.0303

The Governing Council shall conduct its business within the resources budgeted by the Association.

CHAPTER 16.00 CMA RESIDENT AND FELLOW SECTION

16.01 ORGANIZATION

16.0101 Purposes

The purposes of this Section are to: 1) promote and fulfill the purposes of the CMA, including the betterment of post-graduate training and the quality of patient care provided by physicians in training; 2) provide a forum for the exchange of information among intern, resident and fellow physicians in the state; 3) encourage the organization of resident medical staffs in every training institution in California, whenever practical; 4) communicate to CMA the perspective of
its intern, resident and fellow physician members; 5) encourage membership and participation of interns, residents and fellow physicians in CMA and its component medical societies; and 6) represent interns, residents and fellow physicians’ issues within the house of medicine.

16.0102 Membership

Membership in this Section includes every intern, resident or fellow physician active member of the California Medical Association.

16.02 GOVERNING COUNCIL

16.0201 Powers

The Governing Council shall be the policy making and executive body of the Section and shall elect the officers of the Section.

16.0202 Composition

The Governing Council shall consist of the following positions:

a) Delegates elected from the twelve (12) regions, with the right to vote;

b) Alternate delegates elected from the twelve (12) regions with, in the absence of the delegate, the right to vote;

c) The Chair, Vice-Chair, two (2) Members-at-Large, and CMA Trustee, with the right to vote; and

d) Liaisons from the Medical Student Section, Young Physicians Section, CMA Board of Trustees and CMA approved specialty societies, without the right to vote.

Individuals may not hold concurrent positions on the Governing Council.

16.0203 Representation

Each of the twelve (12) Regions shall correspond to the districts 1-11 provided by Chapter 8 of these Association Bylaws, and a region comprising all military training programs in California, and each region shall be entitled to elect one (1) Delegate and one (1) Alternate.

16.0204 Specialty Societies

Specialty society liaisons’ meeting expenses will be funded at their expense and/or by the respective specialty society.

16.0205 Terms of Office and Vacancies

Delegates and Alternates shall serve for a term of one (1) year and may be reelected for duration of residency. Terms shall commence immediately following the CMA House of Delegates. If a region fails to elect or appoint a delegate or alternate as called for in Section 16.0203 by the close of the CMA House of Delegates, the Governing Council shall be empowered to appoint Resident and Fellow Section members from the region where the vacancy exists to fill the vacant delegate and alternate position(s).
16.0206 Executive Committee of the Council

The Executive Committee shall consist of the Chair, presiding, the Vice-Chair, two (2) Members-at-Large (Membership and Regional Development), and CMA Trustee. The Executive Committee shall transact Section business between Council meetings, and shall report its actions at the Council’s next meeting.

16.03 OFFICERS

16.0301

The Governing Council shall elect annually a Chair, Vice-Chair, and two (2) At-Large Members. The Governing Council shall also elect annually a CMA Trustee. Only individuals who have served on the Governing Council may be nominated for Chair, Vice-Chair and Trustee. Nominations to any office may be made by any member of the Section with the consent of the person nominated. No member shall serve more than two (2) consecutive terms in any office. Terms of office shall commence at the conclusion of the RFS meeting that precedes the CMA House of Delegates, unless otherwise provided for in these Association Bylaws.

16.0302

Vacancies in any elected office that arise between meetings of the Governing Council shall be filled by appointment of the Governing Council.

16.0303

Any person elected to a position, pursuant to Section 16.0202, may be removed from office by a two-thirds majority vote of the representatives of the CMA-RFS Governing Council for any reason.

16.04 GOVERNING COUNCIL MEETING

16.0401

The Governing Council shall meet at least annually for the purpose of conducting elections and for the purpose of conducting its affairs. The time and place of such meetings shall be determined by the Chair.

16.0402

All business to come before the Governing Council shall be presented in writing or electronically to the Governing Council members at least fifteen (15) days in advance of the meeting. Any business presented less than fifteen (15) days before the meeting of the Governing Council may be approved for introduction at the meeting of the Governing Council by the Chair.

16.0403

The Governing Council shall conduct its business with the resources budgeted by the Association.
CHAPTER 17.00  CMA ORGANIZED MEDICAL STAFF SECTION

17.01  ORGANIZATION

17.0101  Purpose

The purpose of this Section is to provide for communication between the Association and medical staffs of hospitals, other health facilities and emerging delivery systems.

17.0102  Membership

Membership in this Section shall be limited to CMA members selected by physician members of the medical staffs of general and special hospitals and other health facilities and emerging delivery systems (e.g., physician-hospital organizations (PHOs), managed care organizations (MCOs), physician organizations (POs) and preferred provider organizations (PPOs) in California). Each member shall be selected by the medical staff. No member shall be seated at the Section’s annual meeting until the member’s credentials have been verified.

17.02  EXECUTIVE BOARD

17.0201  

There shall be an Executive Board of the Organized Medical Staff Section to direct the activities of the Section subject to the approval of the Board of Trustees.

17.0202  

The Section shall elect a Chair, Vice-Chair, Secretary, two delegates and two alternates, who, with the CMA-OMSS Trustee, as an ex-officio member with vote, shall constitute the Executive Board. The Chair, Vice-Chair, Delegate Office #1, and Alternate Office #1 shall be elected in odd-numbered years, and the Secretary, Delegate Office #2, and Alternate Office #2 shall be elected in even-numbered years, such terms to expire at the conclusion of the Annual Session of this Association. Any vacancies occurring during a Session shall be filled by the Section members present at that meeting; any vacancies arising between meetings of the CMA-OMSS Annual Assembly shall be filled by CMA-OMSS Executive Board appointment, with election to the remaining term of the office vacated to be held at the immediately following regularly scheduled CMA-OMSS Annual Assembly. Nominations to any office may be made by any member of the Section, with the consent of the person nominated. No member, other than the CMA-OMSS Trustee, shall serve more than two (2) consecutive two (2)-year terms in any office.

17.0203  

The Executive Board shall be responsible for the planning and oversight of Section activities, and shall report periodically to the Board of Trustees.

17.03  BUSINESS MEETING

17.0301  

The Organized Medical Staff Section shall meet annually immediately preceding the commencement of the Annual Session, for the purpose of conducting elections and for the purpose of conducting its affairs. The time and place of such a meeting shall be determined by the Executive Board, with the approval of the Board of Trustees.
17.0302

All business to come before the Section shall be presented in writing and shall be sent to the Secretary of the Section at the headquarters office at least forty-five (45) days in advance of the Annual Meeting of the Section. The Secretary shall then send copies of all such business to the members of the Section at least fifteen (15) days in advance of said meeting. Any business presented less than forty-five (45) days before the meeting of the Section shall be reviewed by the Executive Board and if found to be of an emergency nature, shall be approved for introduction at the meeting of the Section. Resolutions adopted by the Section shall be referred by the Section Secretary to the Board of Trustees. The Executive Board shall schedule and arrange for such other meetings of the Section, from time-to-time, as it may deem appropriate. Written notice of such meetings shall be directed to each Section member, at least fifteen (15) days prior to any special meeting and at least thirty (30) days prior to the Annual Meeting.

17.0303

The Executive Board shall conduct its business within the resources budgeted by the Association.

CHAPTER 18.00 CMA YOUNG PHYSICIANS SECTION

18.01 ORGANIZATION

18.0101 Purposes

The purposes of this Section are to: 1) promote and fulfill the purposes of the CMA; 2) communicate to CMA the perspective of its young physician members; 3) facilitate the transition from residency training to clinical practice and promote the interaction between established physicians and young physicians; 4) empower young physicians as leaders of organized medicine at all levels; and 5) encourage the membership and participation of young physicians in CMA and its component medical societies.

18.0102 Membership

All CMA members who are under forty (40) years of age or within the first eight (8) years of professional practice after completion of formal training programs shall be eligible for membership in the Young Physicians Section.

18.0103 Section Assembly Composition

The Section Assembly shall be composed of representatives from component medical societies comprising CMA Districts One through Eleven, representatives who are CMA Young Physician Section members from each specialty society that has been granted representation in the CMA House of Delegates, the Young Physicians Section Executive Committee, and the alternate delegates to the CMA House of Delegates. Each such component society shall be entitled to one (1) Section Assembly representative and one (1) alternate, and an additional representative and alternate for each two-hundred and fifty (250) young physician members in the component society as of October 1 of each preceding year. The method of selection for component society representatives shall be as prescribed in Section 18.01031, 18.01032, or 18.01033. Each such specialty society shall be entitled to one (1) Section Assembly representative and one (1) alternate who shall be selected by their statewide specialty organization.
18.01031

If a local Young Physicians Section or Committee exists and is recognized, each representative and each alternate shall be selected either by popular vote at a regularly scheduled meeting of that local YPS section or by mail ballot of the local YPS members. The choice of meeting or mail ballot shall be at the discretion of the component medical society. The election and any declared or nominated candidates must be announced in a reasonable fashion by the local Section at least thirty (30) days in advance of the meeting or written ballot. The elections to the CMA-YPS Assembly shall be held during a set month each year. The representatives shall be ratified by the Governing Board of the component medical society.

18.01032

If no local Young Physicians Section or Committee exists, but efforts are under way to establish one, the Governing Board of the component medical society shall appoint one (1) representative and one (1) alternate to the CMA-YPS Assembly and shall be encouraged to choose the representatives from the organizers of the local YPS Section or Committee.

18.01033

If no local Young Physicians Section or Committee exists and none is forming, the Governing Board shall appoint one (1) representative and one (1) alternate, and shall be encouraged to select the representatives from among young physicians who may have demonstrated both interest in and aptitude for leadership in organized medicine.

18.01034

If a component medical society fails to select or appoint its full allotment of representatives to the CMA-YPS Annual Assembly sixty (60) days prior to the session, the CMA-YPS Executive Committee shall be empowered to appoint Young Physician Section members to fill any vacancies in representatives, subject to the following restrictions: 1) an appointee must be a member of and formally nominated by a component medical society within the same CMA District as the component medical society with the vacancy; 2) no component medical society may acquire more than one (1) additional representative under this section; 3) the component medical society receiving additional representation under this section must have its full complement of representatives and alternates (in addition to the appointee) present at the meeting in order for the appointee to be seated; and 4) Section 18.0104 notwithstanding, the term of an appointee shall conclude at the end of the Annual Assembly session for which he or she was chosen to fill a vacancy.

18.0104 Terms

Young Physicians Section Assembly representatives and alternates shall serve for terms of two (2) years commencing from the date of their election or appointment by their component or specialty societies. A Young Physicians Section Assembly representative or alternate may complete the term of office even if the representative or alternate no longer is considered a young physician under the definition in Section 18.0102.

18.02 ASSEMBLY MEETINGS

18.0201

The Young Physicians Section Assembly shall meet annually immediately preceding commencement of the Annual Session, for the purpose of conducting elections and for the purpose of conducting its affairs. The time and place of such a meeting shall be determined by the Section Executive
Committee, with the approval of the Board of Trustees. The meeting shall be led by the Chair and governed by the parliamentary rules and usages contained in the current edition of Sturgis’ Standard Code of Parliamentary Procedure in parliamentary situations that are not provided for in the Section’s bylaws or adopted rules. The Chair-Elect shall act as Parliamentarian.

18.0202

All business to come before the Assembly shall be presented in writing and shall be sent to the headquarters office at least forty-five (45) days in advance of the scheduled meeting. Copies of all such business shall be sent to the Section Assembly representatives at least fifteen (15) days in advance of the meeting. Any business presented less than forty-five (45) days before the meeting of the Section Assembly shall be reviewed by the Section Executive Committee and if found to be of an emergency nature, shall be approved for introduction at the meeting of the Section Assembly. Resolutions adopted by the Section Assembly shall be referred to the Board of Trustees. The Section Executive Committee, with the approval of the Board of Trustees, may schedule and arrange for such other meetings of the Section Assembly, from time to time, as it may deem appropriate. Written notice of such meetings shall be directed to each Section Assembly representative, at least thirty (30) days prior to the meeting.

18.0203

The Section Executive Committee shall conduct its business within the resources budgeted by the Association.

18.02011

The Section Assembly shall elect a Chair-Elect, a YPS Trustee, delegates and alternates to the AMA Young Physicians Section, two (2) delegates and two (2) alternate delegates to the CMA House of Delegates, and two (2) at-large members of the section Executive Committee. The Chair-Elect shall assume office at the conclusion of the Annual Session of this Association at which the election was held and shall serve until the conclusion of the next Annual Session; whereupon, the Chair-Elect shall succeed to the office of Chair and shall serve for one (1) year until the conclusion of the next Annual Session; whereupon, the Chair shall become Immediate Past-Chair and shall serve in that office for one (1) year until the conclusion of the next Annual Session. Delegates and alternates to the AMA-YPS, the CMA House of Delegates, and the at-large members shall serve for two (2)-year terms beginning at the conclusion of the Annual Session at which the election was held and expiring at the conclusion of the second Annual Session thereafter. One (1) delegate and one (1) alternate to the CMA House of Delegates, one (1) at-large member, and half the number of delegates and alternates to the AMA-YPS shall be elected in odd numbered years. One (1) delegate and one (1) alternate delegate to the CMA House of Delegates, one (1) at-large member, and half the number of delegates to the AMA-YPS shall be elected in even numbered years. The YPS Trustee shall be elected pursuant to Section 10.08. Nominations to any office may be made by any member of the Section, with the consent of the person nominated. No member shall serve more than two (2) consecutive two (2)-year terms in any office, except that a member elected to the office of Chair-Elect shall not serve more than one (1)-year term in that office. No member shall hold more than one (1) elected office in the CMA-YPS concurrently.

18.02012

With the exception of a member elected as a delegate or alternate delegate to the AMA Young Physicians Section, a member elected to any office by the Section Assembly may complete the term of office even if the member no longer is considered a young physician under the definition in Section 18.0102.
18.02013

In the event that a member of the delegation to the AMA-YPS is unable to attend a meeting of the AMA-YPS Assembly, the Chair of the delegation to the AMA-YPS, in consultation with the CMA-YPS Chair, may designate a substitute to serve at that meeting on behalf of the absent delegation member. Such substitute shall serve only for the duration of the meeting from which the regular delegation member is absent.

18.03   YOUNG PHYSICIANS SECTION EXECUTIVE COMMITTEE

18.0301

There shall be an Executive Committee of the Young Physicians Section to direct the activities of the Section subject to the approval of the Board of Trustees.

18.0302

The Section Executive Committee shall consist of the Section Chair, Chair-Elect, Immediate Past-Chair, the CMA-YPS Trustee, two (2) delegates to the CMA House of Delegates, and the Chair and Vice-Chair of the delegation to the AMA Young Physicians Section, two (2) at-large members, and a representative from CMA-RFS. The Chairs of the CMA delegation and the AMA-YPS delegation shall be elected by their respective delegations and shall serve in that capacity for a term of one (1) year. The CMA-RFS representative shall be elected by CMA-RFS Governing Council, and shall serve in that capacity for a term of one (1) year. The Immediate Past-Chair and CMA-RFS representative shall be non-voting members of the committee.

18.0303

Vacancies in any elected office other than Chair-Elect, Chair, and Immediate Past-Chair that arise between meetings of the Section Assembly shall be filled by appointment of the Section Executive Committee, with election to the remaining term of the office vacated to be held at the next Annual Assembly of the Young Physicians Section. In the event that the Office of Chair becomes vacant, the office shall remain vacant until the conclusion of the next Annual Session of this Association, at which time the Chair-Elect shall succeed to the office. During any vacancy in the Office of Chair, the duties and responsibilities of the office shall be assumed by the Chair-Elect. In the event the Office of Chair becomes vacant while the Office of Chair-Elect is vacant, both offices shall be filled by election at the next business meeting of the Section. The Office of Chair shall be filled before an election is held to fill the Office of Chair-Elect.

18.03031

Any person elected to a position pursuant to Section 18.02011 may be removed from office by either a two-thirds majority vote of the representatives present during the CMA-YPS Annual Assembly for any reason, or a two-thirds majority vote of the voting members of the CMA-YPS Executive Committee for valid cause. For the purpose of this section, valid cause shall be considered the failure or the inability to fulfill the responsibilities of the position as defined in these Bylaws or by established Section policy.

18.0304

The Section Executive Committee shall be responsible for the planning and oversight of Section activities, and shall report periodically to the Board of Trustees.
CHAPTER 19.00  CMA ETHNIC MEDICAL ORGANIZATION SECTION

19.01  ORGANIZATION

19.0101  Purpose

The purposes of this Section are to: 1) provide for communication between the Association and ethnic medical associations in California; 2) promote awareness within CMA of ethnic health care issues and the elimination of health care disparity gaps; 3) promote greater ethnic diversity and cultural competency within CMA; and 4) grow a pipeline of diverse, future CMA physician leaders.

19.0102  Membership

Membership in this Section shall be comprised of any CMA member interested in ethnic medical issues.

19.02  EXECUTIVE BOARD

19.0201

There shall be an Executive Board of the Ethnic Medical Organization Section to direct the activities of the Section subject to the approval of the Board of Trustees.

19.0202

The Section shall elect a Chair, Vice-Chair, Secretary, two (2) delegates and two (2) alternate delegates, who, with the CMA-EMO Trustee as an ex-officio member with vote, shall constitute the Executive Board. The Chair, Vice-Chair, Delegate Office #1, and Alternate Office #1 shall be elected in odd- numbered years, and the secretary, Delegate Office #2, and Alternate Office #2 shall be elected in even- numbered years, such terms to expire at the conclusion of the Annual Session of this Association. Any vacancies occurring during a Session shall be filled by the Section members present at that meeting; any vacancies arising between meetings of the CMA-EMO Annual Assembly shall be filled by CMA-EMO Executive Board appointment, with election to the remaining term of the office vacated to be held at the immediately following regularly scheduled CMA-EMO Annual Assembly. Nominations to any office may be made by any member of the Section, with the consent of the person nominated. No member, other than the CMA-EMO Trustee, shall serve more than two (2) consecutive two (2)-year terms in any office.

19.0203

The Executive Board shall be responsible for the planning and oversight of Section activities, and shall report periodically to the Board of Trustees.

19.0204

Members of the Executive Board who are absent from more than one-half of all executive board meetings (including, but not limited to, teleconference and in-person meetings) without cause acceptable to a majority of the remaining members of the Executive Board shall be deemed to have vacated their office.
19.03 BUSINESS MEETING

19.0301

The Ethnic Medical Organization Section shall meet annually immediately preceding the commencement of the Annual Session, for the purpose of conducting elections and for the purpose of conducting its affairs. The time and place of such a meeting shall be determined by the Executive Board, with the approval of the Board of Trustees. Each section member present at the meeting shall have one vote in decisions made at the meeting, which shall be subject to confirmation by a majority of the Executive Board with the exception of elections.

19.0302

All business to come before the Section shall be presented in writing and shall be sent to the Secretary of the Section at the headquarters office at least forty-five (45) days in advance of the Annual Meeting of the Section. The Secretary shall then send copies of all such business to the members of the Section at least fifteen (15) days in advance of said meeting. Any business presented less than forty-five (45) days before the meeting of the Section shall be reviewed by the Executive Board and if found to be of an emergency nature, shall be approved for introduction at the meeting of the Section. Resolutions adopted by the Section shall be referred by the Section secretary to the Board of Trustees. The Executive Board shall schedule and arrange for such other meetings of the Section, from time to time, as it may deem appropriate. Written notice of such meetings shall be directed to each Section member, at least fifteen (15) days prior to any special meeting and at least thirty (30) days prior to the Annual Meeting.

19.0303

CMA members elected to the Executive Board shall also be members of the ethnic medical organizations in California that certify to the Association that they have as members a minimum of twenty-five (25) physicians and surgeons of a particular ethnic group who are eligible for membership in the Association.

19.0304

The Executive Board shall conduct its business within the resources budgeted by the Association.

CHAPTER 20.00 CMA MODE OF PRACTICE FORUMS

20.01 ORGANIZATION

20.0101 Purpose

The purpose of the Mode of Practice Forums is to provide for representation of physicians based on the type of setting in which they practice.

20.0102 Membership

Each Regular Active Member and each Associate Member is a member of the Mode of Practice Forum most relevant to the member’s practice setting. Associate Members may serve on committees of each forum with a vote but shall not otherwise have the right to vote or hold office in the forum. Where more than one forum is relevant to a physician, that physician shall select the forum the physician believes to be most relevant, which selection shall be controlling so long as the physician practices within the practice setting represented by the Forum selected.
Any challenge to such selection must be presented in writing by the Forum Delegation of the Forum selected to the CMA Board of Trustees, whose decision, after consideration of any written response presented to it by the member, shall be final.

20.0103 Forums

The Association is divided into eight (8) mode-of-practice forums as follows:

20.01031 Forum for Solo and Small-Group Practice

The purpose of this forum is to represent the special concerns of physicians who practice alone or in small professional medical corporations or partnerships with up to four shareholders, partners, and/or physician employees.

20.01032 Forum for Medium-Size Group Practice

The purpose of this forum is to represent the special concerns of physicians who practice in professional medical corporations or partnerships with between five (5) and one-hundred and fifty (150) shareholders, partners, and/or physician employees.

20.01033 Forum for Large Group Practices

The purpose of this forum is to represent the special concerns of physicians who practice in professional medical corporations or partnerships with between one-hundred and fifty (150) and one thousand (1,000) shareholders, partners and/or physician employees.

20.01034 Forum for Very Large Group Practices

The purpose of this forum is to represent the special concerns of physicians who practice in professional medical corporations or partnerships with over one thousand (1,000) shareholders, partners and/or physician employees.

20.01035 Forum for Academic Practice

The purpose of this forum is to represent the special concerns of physicians practicing as part of a medical school faculty.

20.01036 Forum for Hospital-Based Physicians

The purpose of this forum is to represent the special concerns of physicians whose practice is based in a hospital.

20.01037 Forum for Government-Employed Physicians

The purpose for this forum is to represent the special concerns of physicians employed by the federal, state or county government.

20.01038 Forum for Administrative Medicine Physicians

The purpose of this forum is to represent the special concerns of physicians practicing in administrative settings such as medical directors and administrators of medical organizations.

20.01039

The Board of Trustees may adjust the number and types of forums and provide for their governance mechanisms, as it deems advisable. The Board of Trustees shall decide whether to apportion
delegates of a Forum by district. In making these determinations, the Board of Trustees shall seek recommendations from the Forum Delegations, the component medical societies and other interested parties as the Board of Trustees believes to be appropriate.

20.02 PRESIDENTS’ FORUM

20.0201 Purpose

The purpose of the Presidents’ Forum is to improve bi-directional communications between the component medical societies, governing bodies of the Association and the members of the CMA.

20.0202 Composition

The members of the Presidents’ Forum shall consist of the persons holding the following component medical society officer positions:

1. President of the County Medical Society;
2. Vice-President/President-Elect of the County Medical Society; and
3. Immediate Past-President of the County Medical Society.

20.0203 Past President Participation

Notwithstanding Section 20.0202 any Past President who meets the requirements of Chapter 5 may become a member of the Presidents’ Forum upon recommendation from a County Medical Society and with the approval of the Presidents’ Forum.

CHAPTER 21.00 ETHICS

21.01 GOVERNANCE

The current Principles of Medical Ethics of the American Medical Association as well as any ethical policies promulgated by the CMA not in conflict with the Principles shall govern all members of this Association.

21.02 INTERPRETATION

Any controversial points of ethics other than the disposition of specific charges brought against individuals pursuant to Chapter 6.00 shall be resolved by an appropriate body subject to approval by its governing body for a given component society, and by the appropriate CMA body subject to approval by the Board of Trustees for the Association. These rulings shall be final; however, those approved by the CMA Board of Trustees shall take precedence in the event of any inconsistency or conflict.

CHAPTER 22.00 REFERENDUM AND PETITION

22.01 REFERRAL OF RESOLUTIONS TO VOTE OF MEMBERS

The House of Delegates may at any time, by a majority vote of those present, refer any resolution or motion pending before it to all of the active members of the Association for their vote
for or against such resolution or motion. The Board of Trustees may, by a two-thirds vote of all of its
members and at any time within thirty (30) days after action was taken, refer any resolution or motion
adopted by the House of Delegates to all of the active members of the Association for their vote for or
against such resolution or motion. In addition, the Board of Trustees may at any time, by a two-
thirds vote of all of its members, submit any resolution or motion pending before it to all of the
active members of the Association for their vote for or against such resolution or motion.

22.02 FORM OF REFERENDUM: ARGUMENTS

The body referring any resolution or motion to the active members of the Association may, in the
motion of reference, determines the form of the question to be submitted. In the event the motion
of reference does not determine the form of the question to be submitted, then the form thereof
shall be fixed and determined by the Board of Trustees. Written arguments for and against the
resolutions or motion, not exceeding one thousand (1000) words each, may be submitted by any
member of the Association to the Presiding Officer of the referring body within fifteen (15) days of
the vote of reference. Such Presiding Officer may choose one argument on each side and same shall
then be printed and mailed with the ballots.

22.03 MANNER OF VOTING; TIME OF VOTING; CANVASS

Ballots shall be mailed to all members eligible to vote. All referendum ballots shall be returned to
the office of Vice-Speaker at the CMA. The time within which ballots shall be received may be fixed
in the referendum, and if not so fixed shall be twenty (20) days from the date of mailing ballots. Each
vote must be in writing and the same must be placed in a sealed reply envelope bearing on the corner
thereof the address label of the voter or other suitable preprinted means identifying the voter. The
envelope shall be mailed or delivered to the office of the Association. The canvass thereof shall be
made by a Committee on Referendums to be appointed, in the case of reference by the House of
Delegates by the Speaker of the House, and in the case of reference by the Board of Trustees by the
Chair of the Board of Trustees. The Vice-Speaker shall deliver to such committee all ballots timely
received, and the committee shall canvass the vote and report the results thereof immediately to the
Vice-Speaker and promptly to the Board of Trustees.

22.04 EFFECT OF REFERENDUM

A majority of the votes cast by the active members voting shall cause the adoption of the
referendum proposal. If less than forty (40) percent of the members of the Association entitled to
vote cast ballots in the election, the referendum shall be adopted only upon the affirmative vote of
two-thirds of those members voting. Changes by referendum in the CMA Articles of Incorporation or
Bylaws shall require a two-thirds affirmative vote of the votes cast. No referendum shall be
adopted unless the total vote cast represents at least twenty-five (25) percent of those members
eligible to vote. Any resolution or motion submitted to a referendum and adopted shall have the same
force and effect as though adopted in the body from which it was referred, and shall be considered as
having been so adopted by such body.

22.05 EFFECTIVE DATE OF ADOPTED REFERENDUM

Any referendum adopted by the active membership of the Association in accordance with this
chapter shall become effective sixty (60) days after the completion of the vote count.

22.06 PETITION OF MEMBERS

The right of any member to call special meetings pursuant to Section 7510(e) of the California
Nonprofit Mutual Benefit Corporation Law shall be as set forth in Section 9.0906 of these Bylaws.
CHAPTER 23.00 AMENDMENTS

23.01 AMENDMENTS—VOTE AND PROCEDURE

These Bylaws may be amended by the House of Delegates at any meeting of any session thereof by the affirmative vote of at least two-thirds of the qualified members thereof present and acting; provided, that any proposed amendment has been submitted in writing to the House of Delegates at least twelve (12) hours previous to being voted upon.

The written submission shall be formatted in a manner that shows each change and, in the event of the moving of a preexisting provision, shall clearly indicate the moved provision’s source and new location.

CHAPTER 24.00 PARLIAMENTARY RULES

24.01 RULES OF ORDER

In the absence of any provision in the Articles of Incorporation or these Bylaws, all meetings of the Association, of the House of Delegates, of the Board of Trustees, and of committees shall be governed by the parliamentary rules and usages contained in the current edition of Sturgis’ Standard Code of Parliamentary Procedure.

CHAPTER 25.00 INDEMNIFICATION OF AGENTS

25.01 INDEMNIFICATION OF TRUSTEES, OFFICERS, EMPLOYEES, AND OTHER AGENTS

This Association shall have power to indemnify any of its agents or former agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with activities undertaken at the Association’s request if such person acted in good faith and in a manner the person reasonably believed to be in the best interest of the Association and to the extent such indemnification is permitted under California law.

For the purposes of this section, agent means any person who is or was a trustee, officer, employee, committee member, or other agent of the Association who is or was serving at the request of the Association; and proceedings means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.

Indemnification can be made only as to a specific case, upon a determination that indemnification is proper in the circumstances and must be authorized by a majority vote of a quorum consisting of trustees who are not parties to the proceeding.

The Association shall have power to purchase and maintain insurance on behalf of any agents of the Association against any liability asserted against or incurred by the agent in such capacity or arising out of the agent’s status as such whether or not the Association would have power to indemnify the agent against such liability under the provisions of these Bylaws.
CHAPTER 26.00  RECORDS AND REPORTS

26.01  MAINTENANCE OF CORPORATE RECORDS

The Association shall keep at its principal office (i) adequate and correct books and records of account; (ii) written minutes of the proceedings of its Members, the Board of Trustees, committees of the Board, and other committees; and (iii) a record each member’s name and address and the class of membership.

26.02  MEMBERS’ INSPECTION RIGHTS

Any Active Member may at all reasonable times during office hours inspect and copy the records of Active Members’ names and addresses or obtain a list of such Members’ names and addresses, and inspect the accounting books and records and minutes of the proceedings of the House of Delegates, the Board of Trustees and committees of the Board of Trustees, all pursuant to Sections 8330 through 8338 of the California Non-Profit Mutual Benefit Corporations Law.

26.03  MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS

The Association shall keep at its principal office the original or a copy of the Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours. Upon request, any Member may obtain a copy of the Bylaws as amended to date.

26.04  INSPECTION BY TRUSTEES

Every trustee shall have the right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Association pursuant to Section 8334 of the California Nonprofit Mutual Benefit Corporations Law.

26.05  ANNUAL REPORT

The Board of Trustees shall cause an annual report to be prepared not later than one hundred twenty (120) days after the close of the Association’s fiscal year, shall notify each Active Member yearly of the right to receive an annual report, and shall promptly cause the most recent annual report to be sent to any Active Member who requests one in writing, as provided by Section 8321 of the California Nonprofit Mutual Benefit Corporations Law.

CHAPTER 27.00  SEAL

The Association shall have an Association seal consisting of a circle having on the circumference the words California Medical Association, Eureka, 1856, with such further emblems, figures and words as the House of Delegates, on recommendation from the Board of Trustees, shall prescribe. The power to change the seal shall rest with the House of Delegates.

27.01  FORMATION OF CORPORATIONS OR OTHER LEGAL ENTITIES

In order to carry out the purposes of the Association, the House of Delegates or Board of Trustees may, by two-thirds vote of the membership present and acting, authorize the formation of such corporations, partnerships or other legal entities as are appropriate to carry out such purposes.
CHAPTER 28.00 CALIFORNIA MEDICAL ASSOCIATION ALLIANCE

In addition to the organizational structure previously set forth in these Bylaws, this Association may charter the California Medical Association Alliance, and components thereto, which shall be considered an integral part of the Association but which shall conduct its own organization and business separate and distinct from the Association and its Component Societies, subject to the following requirements:

a) The name of the Alliance shall be the California Medical Association Alliance (hereinafter referred to as Alliance);

b) The purpose of the Alliance shall be to promote the science and art of medicine, the protection of public health and the betterment of the medical profession, and to promote similar interests in its component alliances;

c) The Alliance shall be composed of the component alliances and their members;

d) Component alliances shall include all alliances to component medical societies of the CMA heretofore or hereafter chartered by this Association; and

e) Charters to component alliances shall be granted and revoked by the Association provided that no charter issued by the Association, nor any action of the Association in issuing or revoking such charters, shall conflict with the purposes and principles of this Association as set forth in its Articles of Incorporation and Bylaws.

CHAPTER 29.00 PREVIOUS BYLAWS; TERMS OF OFFICE

Any and all previous Bylaws of this Association are hereby repealed, except that the adoption of these Bylaws shall not terminate the tenure of any current office holder prior to the normal expiration date of such term under the prior version of the Bylaws.
HISTORICAL NOTES ON THE CALIFORNIA MEDICAL ASSOCIATION

On March 12, 1856, the Medical Society of the State of California held its first meeting at Pioneer Hall on J Street in what is now Old Town Sacramento. The society’s first president, Benjamin Franklin Keene, M.D.,—also a state senator representing El Dorado County—led the meeting of 75.

The dynamic physicians who founded the Medical Society of the State of California were veterans in the fight against cholera, encephalitis, typhoid and smallpox—diseases that became prevalent in the newly minted lands of California after the Gold Rush of 1849. They dedicated their organization to promote the science and art of medicine, protection of public health, and the betterment of the medical profession.

Reflecting their mission, the group’s early accomplishments were many, and these built the foundation of many achievements to come. The CMA and its leaders:

- Started the state public health department in the 1870s;
- Made immunizations compulsory for school children in the 1880s;
- Began looking at ways to fund health care for the poor in the 1930s;
- Performed some of the first cornea transplants, and set up some of the first organ transplant guidelines in the country; and
- Started California’s first medical schools, which later became Stanford and University of California.

A deadly cholera epidemic struck Sacramento in October 1850. Despite their unfamiliarity with these diseases, physicians remained committed to helping their patients. About 5,000 people in Sacramento and the surrounding areas died of cholera, and thousands of others deserted the area in fear of the disease.

John Frederick Morse, M.D., a historian and journal editor for the Medical Society who would form some of the first disciplinary and licensing terms for state physicians, noted physicians’ remarkable commitment: …Not one educated physician turned his back upon the city in its distress and threatened destruction. The dead in the cholera epidemic included seventeen physicians, a third of the physician population of California. They are memorialized in a plaque at the historic Sacramento City Cemetery, with only one of them buried in a marked grave.

The surviving physicians became close colleagues and friends, and began to found county medical societies. The first were founded in Sacramento and San Francisco. Each society kept in contact, and society secretaries Thomas Logan, M.D., (Sacramento) and Elias Cooper, M.D., (San Francisco) — historical figures in their own right—set up that landmark first meeting in 1856. Dr. Logan, a notable medical scholar, would later reform the CMA after years of strife, reorganizing the society in 1875 and eventually serving as the state’s Director of Public Health as well as president of the CMA and then the AMA. Dr. Cooper, an eye surgeon and co-founder of the Illinois Medical Society previously, would found the medical school that became Stanford University School of Medicine.

Controversy arose over which physicians were credible, and as a result a credentials committee formed to prevent admissions of improper persons. Dr. Morse became the Medical Society’s first Censor, a precursor to the Medical Board of California of today.
Dr. Morse also is credited with starting the first journal of the Medical Society, starting with his own funds a short-lived publication called the *California State Journal of Medicine*. There were several revivals of publications over the years. In 1873, the Society published the first *Transactions of the Medical Society of California*, a volume published annually until Volume 31, issued in April 1901. In that year it was recommended that, because the annual transactions were an extravagant and unnecessary way of perpetuating the proceedings of the society, the more rational one of publishing a monthly journal be adopted. Thus, *The California State Journal of Medicine* was revived. In 1924 its name was changed to *California and Western Medicine*, and in 1946 to *California Medicine*. The late Philip Mills Jones, M.D., is regarded as that journal’s founder.

In 1974, the journal became *The Western Journal of Medicine*, in conjunction with a plan to create a regional medical journal for the West. For more than twenty years, *The Western Journal* served as the official journal for the state medical associations of Arizona, Idaho, Montana, Nevada, Utah, Washington, and Wyoming, and six research and specialty societies, in addition to CMA. In 1998, the Journal was taken over by the British Medical Journal, and has since ceased publication.

Because travel was difficult in early years, the society’s focus remained in Northern California, and its counterpart, the Southern California Medical Society, was not created until 1898. County societies sprouted up throughout the late 1800s and early 1900s. In 1900, CMA membership cost $10 and included malpractice coverage.

The society renamed itself the California Medical Association in 1923 to conform with name changes at other state medical associations and the American Medical Association. During the 20th century and beyond, the CMA has led and still leads the fight against tobacco use and smoking and insisted early on—in the face of criticism and fear of the newly found disease—that HIV and AIDS patients deserve needed health care. The CMA continues to advocate for patients on a broad range of health care issues, including broader immunization against disease and universal health care coverage by insurance and other means. The CMA also helped to establish some of the first blood banks and cornea banks in the West and helped create the California Tumor and Tissue Registry in 1947—what is today the second largest tumor and tissue registry in the world.

In 1975, the CMA preserved access to care for many when it forged ahead on a plan to keep medical malpractice rates affordable. Hearing the outcry of CMA physicians who had faced rate increases up to 400 percent, threatening practice viability, Governor Jerry Brown called together a special session of the legislature to discuss the malpractice cost crisis. They passed that year a collection of statutes called the Malpractice Insurance Compensation Reform Act (MICRA), a model for national medical liability reform. At the insistence of CMA physicians, MICRA kept patients whole and ensured compensation for their injuries while setting a cap on non-economic damages, going a long way in keeping malpractice insurance premiums affordable.

The CMA has a rich ethnic heritage. At the Medical Society’s second annual session in 1857, the Committee on Education declared that at the very least German, French—and especially Spanish — should be part of a medical student’s education, stating, “In no country in the world is there such a national admixture of languages as this State.” CMA supplied the nation with some of its first ethnic medical leaders, and in the 1990s created an Ethnic Medical Organization Section to provide for representation of the needs and interests of it diverse membership. Just as in 1857, the CMA continues to work toward bridging language and ethnic barriers with patients by placing new physicians in underserved areas of the state through the Stephen M. Thompson Loan Forgiveness Program, and studying the effects of limited English proficiency on patient care.
In recent years, the CMA House of Delegates approved the creation of mode of practice forums to provide representation for physicians based on their type of practice—solo/small group; medium size group; large group; very large group; academic; hospital-based; government employed; or administrative medicine.

Today, the California Medical Association has over 40,000 members in all modes of practice and specialties serving the patients of California.
### PAST-PRESIDENTS OF THE CALIFORNIA MEDICAL ASSOCIATION

<table>
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<tr>
<th>Name</th>
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<tbody>
<tr>
<td>B.F. Keene, El Dorado</td>
<td>1856</td>
<td>*Henry Gibbons, Jr., San Francisco</td>
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<td>Elias Cooper, San Francisco</td>
<td>1856</td>
<td>*Cephas L. Bard, Ventura</td>
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<td>H. Gibbons, Sr. San Francisco</td>
<td>1857</td>
<td>*William Watt Kerr, San Francisco</td>
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<td>A.B. Stout, San Francisco</td>
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<td>*George Chismore, San Francisco</td>
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<td>R.B. Ellis, Sacramento</td>
<td>1859</td>
<td>*Thomas Ross, Sacramento</td>
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<td>*William J. G. Dawson, Napa</td>
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<td>T.M. Logan, Sacramento</td>
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<td>*F.B. Carpenter, San Francisco</td>
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<td>*H. Bert Ellis, Los Angeles</td>
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<td>1873</td>
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<td>*R. F. Rooney (2nd term), Placer</td>
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<td>1875</td>
<td>*George H. Evans, San Francisco</td>
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<td>William Fitch Cheney, Butte</td>
<td>1876</td>
<td>*Wesley W. Beckett, Los Angeles</td>
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<td>Washington Ayer, San Francisco</td>
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<td>*James H. Parkinson, Sacramento</td>
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<td>*John C. King, Riverside</td>
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<td>1879</td>
<td>*Thomas W. Huntington, San Francisco</td>
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<td>*O.D. Hamlin, Alameda</td>
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<td>1913</td>
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<td>1883</td>
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<td>1886</td>
<td>*C. Van Zwalenburg, Riverside</td>
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<td>R.H. Plummer, Santa Clara</td>
<td>1887</td>
<td>*H.A.L. Ryfkogel, San Francisco</td>
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<td>James Simpson, San Francisco</td>
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<td>Walter Lindley, Los Angeles</td>
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<td>W.E. Taylor, San Francisco</td>
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<td>1924</td>
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<td>C.G. Kenyon, San Francisco</td>
<td>1893</td>
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<td>G.L. Simmons, Sacramento</td>
<td>1894</td>
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<td>1926</td>
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<td>W. LeMoyne Wills, Los Angeles</td>
<td>1895</td>
<td>*Percy T. Phillips, Santa Cruz</td>
<td>1927</td>
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<td>*Lyell C. Kinney, San Diego</td>
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<td>*Ralph C. Teall, Sacramento</td>
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<td>*Junius B. Harris, Sacramento</td>
<td>1931</td>
<td>*James C. MacLaggan, San Diego</td>
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<td>*Joseph M. King, Los Angeles</td>
<td>1932</td>
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<td>*Clarence G. Toland, Los Angeles</td>
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<td>*Albert G. Miller, San Mateo</td>
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<td>*Edward M. Pallette, Los Angeles</td>
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<td>*Roberta F. Fenlon, San Francisco</td>
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<td>*Thomas N. Elmendorf, Butte-Glenn</td>
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<td>*Charles A. Kukes, Alameda</td>
<td>1939</td>
<td>*Stanley A. Moore, San Diego</td>
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<td>*Carl Goetsch, Alameda</td>
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<td>1941</td>
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<td>*William R. Molony, Sr., Los Angeles</td>
<td>1942</td>
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<td>*Karl L. Schaupp, San Francisco</td>
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<td>*Nicholas P. Krikes, San Bernardino</td>
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<td>*Lowell S. Goin, Los Angeles</td>
<td>1944</td>
<td>*C. John Tupper, Yolo</td>
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<td>*Philip K. Gilman, San Francisco</td>
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<td>*R. Stanley Kneeshaw, Santa Clara</td>
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<td>*Donald Cass, Los Angeles</td>
<td>1950</td>
<td>*Clarence S. Avery, Alameda</td>
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<td>*H. Gordon MacLean, Alameda</td>
<td>1951</td>
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<td>*Lewis A. Aleson, Los Angeles</td>
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<td>*John W. Green, Solano</td>
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<td>*Donald A. Charnock, Los Angeles</td>
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<td>*Frank A. MacDonald, Sacramento</td>
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<td>Richard F. Corlin, Los Angeles</td>
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<td>*Francis E. West, San Diego</td>
<td>1958</td>
<td>David R. Holley, Monterey</td>
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<td>*Paul D. Foster, Los Angeles</td>
<td>1960</td>
<td>Eugene S. Ogrod, II, Sacramento</td>
<td>1995</td>
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<td>Robert A. Reid, Santa Barbara</td>
<td>1998</td>
<td>Michael J. Sexton, Marin</td>
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<td>J. C. Pickett, Napa</td>
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<td>Anmol S. Mahal, Alameda</td>
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<td>Marie G. Kuffner, Los Angeles</td>
<td>2000</td>
<td>Richard S. Frankenstein, Orange</td>
<td>2007</td>
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<td>John M. Whitelaw, Jr., Sierra-Sacramento</td>
<td>2002</td>
<td>James G. Hinsdale, Santa Clara</td>
<td>2010</td>
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<td></td>
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<td>Richard E. Thorp, Butte</td>
<td>2013</td>
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</table>

**HONORARY PAST-PRESIDENTS**

*Dwight H. Murray, Sr., Napa

*Hap Hassard, San Francisco

*Dwight L. Wilbur, San Francisco

John C. Lewin, Marin

Lonnie Bristow, Alameda-Contra Costa

*Deceased