

Escambia County Medical Society in conjunction with Santa Rosa County (ECMS) Bylaws

Revised: November 2023

Chapter I – Name

The name of the organization shall be the **Escambia County Medical Society in conjunction with Santa Rosa County**, hereafter referred to as the “**ECMS**” and shall be governed by the laws of the State of Florida and in compliance with the laws and regulations applicable to 501c6 corporations.

Chapter II – Mission & Goals

Section 1.

The mission of ECMS is to “advance physicians’ practice of medicine in our community.”

Section 2.

The goals of ECMS are to:

1. Promote and maintain high standards of practice in medicine and surgery.
2. Encourage and assist physicians in preparing, qualifying and establishing themselves in the community.
3. Promote the protection of the right of physicians to engage in medical and surgical procedures for which they are qualified by training and experience.
4. Provide or assist in the provision of continuing medical education for physicians and surgeons in our community and encourage participation in such training.
5. Promote the science and art of medicine and surgery for the betterment of public health, and to preserve the right of free choice of physician by patients.
6. Acknowledge and assume responsible public advocacy in health-related matters.

Chapter III – Membership

Section 1.

Physicians who (a) hold a current and unrestricted license from the Florida Board of Medicine or the Florida Board of Osteopathic Medicine to practice medicine in Florida, (b) reside or practice medicine in Escambia or Santa Rosa County, Florida and (c) maintain ethical and professional qualifications that conform to the standards set forth by these Bylaws and the Principles of Medical Ethics of the American Medical Association shall be eligible for active membership in the organization. The Board of Directors will judge the qualifications of each applicant.

Section 2.

The society maintains the following classes of membership: Active members, associate military members, lifetime members, resident members, student members and retired members.

Active members are entitled to vote, hold office, be a director and hold a position on a committee. Active members must pay full dues to the society annually.

Associate military members are physicians currently employed by one of the branches of the U.S. military, Coast Guard or Public Health Service who are currently stationed and practicing in Escambia or Santa Rosa County.

Lifetime members are members who have paid dues and remained in good standing for 35 continuous years. Life members are not charged dues. Life members are entitled to vote, hold office, be a director and hold a position on a committee.

Resident members are resident physicians who are in good standing in their residency program in Escambia and Santa Rosa Counties. Resident members are exempt from paying dues to the Society. They may serve on a committee but do not vote on Society matters. They may serve on the Board, if selected, in a non-voting capacity.

Student members are medical students who are in good standing at an accredited school of medicine or osteopathy in Escambia or Santa Rosa Counties. Student members are exempt from paying dues to the Society. They may serve on a committee but do not vote on Society matters. They may serve on the Board, if selected, in a non-voting capacity.

Retired members are members who do not receive any income from the practice of medicine in any capacity. Retired members are entitled to vote, hold office, be a director and hold a position on a committee. Retired members pay reduced dues as determined by the Board.

Section 3.

Application for membership shall be made on a form prescribed by the ECMS and the applicant's qualifications will be verified by the Executive Director of the ECMS. New members can fully participate in ECMS activities once the application and verification has been completed, and dues have been paid. The Board will be presented with a slate of new members at each Board meeting inclusive of new members that have joined since the last meeting for official confirmation of membership.

Section 4.

Acceptance of membership into this organization shall constitute an agreement by such member to comply with the bylaws and policies of this organization. A member's membership may be put on probation, suspended or terminated if (a) the member's license to practice medicine is suspended or terminated, (b) the member is found guilty by a court of law for a criminal offense or for gross misconduct, (c) the member violates any material provision within the Bylaws, or (d) the member is required to pay dues and fails to pay their required dues. A member accepting membership in the ECMS shall recognize the Board as the sole judge of that member's right to continued membership, subject to the right of appeal to the ECMS board.

Section 5.

Escambia County Medical Society Foundation, Inc (ECMSF). All members of the ECMS will automatically be members of the ECMSF. ECMSF is a 501c3 corporation.

Chapter IV – Income and Expenditures

The Society's operations are funded by membership dues, advertising revenue, investments, donations and other revenue sources authorized by the Board.

Annual Budget: The ED, the current Secretary-Treasurer and the incoming Secretary-Treasurer create the annual budget for the following year and must present the budget to the Board for its approval at the last Board meeting of the year. A copy of the proposed budget must be made available to any member upon the member's request to the Executive Director. At the last Board meeting of the year, the Board will review and approve, upon a majority vote, the annual budget.

Annual Dues: The Board shall establish dues and assessment for all classifications of membership, but active member dues shall not exceed any maximum amount that may be established from time to time, by a majority of the members present at the annual meeting. Members must pay their dues by March 1st each year and by February 1st to be included in the Printed Directory. Members whose dues are not paid on or before July 1st shall be dropped from the membership roster and reinstatement shall only be upon payment for dues owed for the current year. Members whose dues and assessments are in arrears at the time of the annual meeting of the ECMS shall be ineligible to vote or hold office.

Waiver of dues: The Board may grant the waiver of a member's annual dues as a result of temporary, unusual or special financial hardship, permanent or temporary absence from practice due to illness or other disability, unequivocal retirement from active practice or obligatory military duty. Any period of time approved by the Board of Directors for which dues have been accepted shall be counted in determining Life Membership in the Society. Any waiver of dues is granted for a period not to exceed one dues billing year and must be reviewed by the Board annually to determine whether such members may continue with the waiver.

Expenditure: All funds must be expended in accordance with the annual budget. Any expenditures that may be anticipated exceeding the annual budget require the approval of the Board.

Chapter VI – Meetings

Section 1.

Regular meetings of the ECMS may be held at any place and time as designated by the Board of Directors.

Section 2.

Annual meeting: The Board shall designate the time, place and format of the annual meeting. The Executive Director shall give notice of the annual meeting to all members at least sixty (60) days prior to the date of the meeting by mail, email or other electronic means. The Board shall arrange the order of business for the annual meeting. The annual meeting is intended to discuss the business of the Society and to install new Officers. The outgoing President shall provide an annual report to the membership regarding the state of the Society.

Section 3.

Special meetings: The President may call a Special Meeting of the Society at their discretion or upon the request of three (3) voting members provided that notice is given to all members by mail, email or other electronic means by the Executive Director at least ten (10) days prior to the proposed meeting including the time, date and location of the meeting. No business other than that stated in the notice of the meeting shall be considered at a special meeting.

Section 4

Any member in good standing may have the privilege of the floor during the annual meeting or a special meeting, after being properly recognized by the presiding officer. Only active and other voting members who are present at the meeting may vote on any matters before the membership.

Section 5.

Twenty (20) voting members represented at an ECMS meeting where a vote is to take place shall constitute a quorum. A vote or motion is passed if agreed to by a majority of the members present

Chapter VII – Officers & Board of Directors

Section 1.

The officers of this organization shall be a President, a President-Elect, a Vice-President, and a Treasurer who will each serve for a term of one calendar year. All officers must be physicians and active members in good standing. The officers also constitute the Executive Committee.

Section 2.

The control and administration of this organization shall be vested in a Board of Directors consisting of not more than eleven (11) members in good standing and composed of the following: the Officers (President, President-Elect, Vice-President, Secretary-Treasurer) and 7 directors-at-large. There can be one Resident Director and one Student Director selected who are ad-hoc, non-voting members of the Board. The President of the ECMS Foundation Board will also serve as an ad-hoc, non-voting member of the ECMS Board.

The Liaison for Florida State University College of Medicine Pensacola Regional Campus and the Liaison for the Florida Department of Health in Escambia County are ad-hoc non-voting representatives to the Board. One Physician member from each of the following hospitals who is employed and has hospital privileges may also be an ad-hoc non-voting member of the Board: Ascension Sacred Heart, Baptist Hospital, HCA West Florida and Naval Hospital Pensacola.

Section 3.

Powers and duties: The Board must carry out the mandates and policies of the Society as determined by the voting members subject to the provisions of the Bylaws. The Board must consider matters referred to by its members, the Committees, and the ED and will report its findings to the Society. The Board must assess the needs of the Society and take action as needed. The Board must employ and arrange salaries for employees as necessary to carry out the work of the Society. The Board must ensure the Society does not employ an immediate family member of a member of the Board or the ED.

Society Finances Business and Real Property: The Board supervises and controls the finances of the Society and its investments. The Board performs all necessary acts and transactions, including the management of the Society's properties, affairs and activities. The title to any real estate acquired by or for the benefit of this Society is vested in the Board of Directors as Trustees for the use and benefit of the Society. The ED may

mortgage, sell or dispose of property worth no more than \$1000. The Board of Directors may mortgage, sell or dispose of property in excess of \$1000 in whatever manner it deems advisable upon receiving authorization from a two-thirds vote of the Board.

Section 4.

The Executive Director of ECMS shall participate in all meetings of the Board without vote. The Board may vote to meet in executive session without the Executive Director.

Section 5.

Board meetings: The Board shall meet at least four (4) times annually and at such other times and places as the President may determine. The cancellation of a board meeting requires a vote and majority approval by the Board. Special meetings of the Board may be requested in writing by three (3) ECMS members. The President has final say as to whether a special meeting will be held in that case. Meetings may be in person or virtual. A special meeting requires notice of date, time and location of the meeting but need not describe the purpose of the meeting.

Section 6.

Quorum: A majority of the voting members of the Board (6) shall constitute a quorum. Unless otherwise provided in these Bylaws, in the articles of incorporation, or by law, all matters shall be decided by a majority vote of the directors' present and voting. When an even number of Directors are present for a vote the President may not participate in the vote.

Section 7.

Board member attendance: Failure to attend three consecutive Board of Directors meetings or general membership meetings without an excused absence may result in automatic forfeiture of office.

Section 8.

Executive Committee: There shall be an Executive Committee of the Board comprised of the following four (4) members: The President, the President-Elect, the Vice-President and the Secretary-Treasurer. The ECMS President shall serve as the chair of the Executive Committee. The Executive Committee shall have full authority to act for and on behalf of

the Board between meetings of the Board when it is impractical to convene the Board. The Executive Director shall participate in meetings of the Executive Committee unless excused.

Section 9.

Review of action of board of directors: Any final action taken by the Board of Directors may be subject to review and subsequently confirmed or rejected by the membership. Such review shall require a written request signed by at least 10% of all Active Members and filed with the ED no later than 20 days after the action is taken. Within ten (10) days of receiving the written request, the ED shall mail to all of the members a summary of the action to be reviewed and notice of the next regular meeting of the members at which the matter will be discussed. If two-thirds ($2/3$) of the members present and voting cast ballots against the final action, it will be cancelled and declared invalid; otherwise, the final action will stand confirmed.

Section 10.

Compensation: Members of the Board of Directors are not compensated for being on the Board.

Section 11.

Removal of Directors: Any director may be removed, with or without cause, upon a vote by the Board at a regular or special meeting of the Board.

Vacancies: Any vacancy on the Board may be filled by the affirmative vote of a majority of the remaining directors, even when the remaining directors do not constitute a quorum.

Chapter VIII – Executive Director

Section 1.

The Board shall employ an Executive Director (ED) who shall perform duties as assigned by the Board. The ED will administer all decisions, policies and obligations as outlined by the ECMS board, be responsible for ensuring adherence to the budget and will inform the Board of any unusual expenditures. The ED will review the budget in conjunction with the Treasurer at each Board meeting. The ED shall provide notice of and keep record of all

meetings, enroll and maintain the records of the membership, and serve as custodian of all of the official documents of the organization. The ED will also serve as ED of the ECMS Foundation.

The Executive Committee shall be charged with the responsibility to evaluate the performance of the ED annually or as deemed necessary by the Board. The Executive Committee will report its findings to the Board.

Chapter IX – Election of Officers & Directors

Section 1.

Election: Each Fall there will be an election conducted to confirm the members who will succeed the Officers and Directors who have resigned or whose terms of office will expire at the end of that calendar year. Prior to the election, there will be a call for nominations from the membership for consideration by the nominating committee. The nominating committee will recommend a slate of Officers and Directors for approval by the membership from nominations received from the membership as well as from the current members of the Board of Directors. An additional opportunity for write-in candidates for the at-large Director positions will be provided on the electronic ballot during the election.

Section 2.

Approximately three months prior to the election, the Executive Director will issue a call for nominations for Officers and Directors of the Board via email and other electronic means. Active members may nominate members in good standing for Officers and at-large Director positions. Resident and active members may make nominations for the position of Resident Director. Student and active members may make nominations for the position of Student Director. The Nominating Committee will review all nominees' Curricula Vitae and any other data that they deem necessary in making recommendations for the prospective slate of Officers and Directors.

At least one (1) month prior to the election, the Nominating Committee will identify the most qualified candidates to serve as Officers and Directors from the eligible active membership. The Nominating Committee shall be chaired by the President and includes the President-Elect, the Vice President and the Secretary-Treasurer.

The recommendations of the Nominating Committee will be presented to the Board of Directors for affirmation prior to the election. The recommended slate of Officers and Directors and the scheduled election balloting period shall be published and presented to

the active membership for review by email or other electronic means at least 30 days prior to commencement of electronic balloting.

Additional nominations of eligible members for at-large Director positions will be accepted as write-ins during electronic balloting. Electronic balloting will be distributed to the membership by email with a fourteen (14) day period allotted for votes to be cast. The results of electronic balloting will be announced to the membership upon completion of the voting period.

Section 3.

The election of the President-Elect, Vice-President, and Treasurer shall be by a majority vote of the voting members who cast an electronic ballot. Recommended candidates for the Board shall be listed for each specific vacancy on the Board. The election of at-large Directors shall also be by a majority vote of the voting members who have cast an electronic ballot.

Chapter X – Duties & Terms of Officers

Section 1.

The President is the official head of the ECMS and shall be in charge of its business interests. The President shall set the priorities for the Society each year and preside at all member meetings of the organization. The President will also establish and maintain committees as necessary to support the ECMS mission and appoint chairs and members to committees. The President is an ex-officio non-voting member of all committees with the exception of the executive and nominating committees where the President is a member with full voting rights and privileges. In the event of death, resignation, or incapacity, the President-Elect shall succeed to the office of President for the unexpired portion of the President's term. In the event of death, resignation, or incapacity of both the President and the President-Elect, the Board shall elect a President for the unexpired portion of the term.

Section 2.

The President-elect assists the President in the performance of the President's duties, presides in the President's absence and, on the President's resignation or removal, may succeed to the Presidency. The President-elect is responsible for the recruitment and retention of members and for those programs held during regular meetings. The President-elect should report to the Board of Directors on any membership issues of the

Society. The President-elect typically ascends to the position of President the following year.

Section 3.

The Vice-President assists the President in the performance of the President's duties as the President deems necessary. The Vice-President typically ascends to the position of President-elect the following year.

Section 4.

The Secretary-Treasurer ensures the minutes from all meetings are accurately recorded. Along with the ED, ensures the accuracy and preservation of all records and papers belonging to the Society, including the Bylaws. The Secretary-Treasurer chairs the Finance Committee and provides the financial report at the Board of Directors regular meetings in conjunction with the ED. Ensures accurate accounting is kept of Society funds and that membership dues are invoiced in a timely manner. Ensures dues notification is sent to members no later than Dec 1 annually for dues payable for the following calendar year.

Section 5.

Unless otherwise specified, the term of office for all Officers shall begin at the conclusion of the annual meeting at which they were elected and expire at the conclusion of the next annual meeting, or when a successor is elected in the event of death, resignation, or incapacity.

Section 6.

The term of office for the Directors, except for the Resident and Student Directors, shall be for two (2) years and shall commence at the conclusion of the annual meeting at which they were elected and expire at the conclusion of the second succeeding annual meeting after their election, or when their successors are elected. Directors may serve up to two (2) consecutive two-year terms on the Board. Directors elected to fill a vacancy on the Board of two years or less shall be eligible for election to two additional consecutive two-year terms. Resident and Student Directors shall serve a term of one year each but shall be eligible for re-election.

Section 7.

The Florida Medical Association (FMA) grants the Society a set number of delegates each year to attend the FMA House of Delegates. Any member of the society in good standing may serve as a Delegate. Delegates and alternate delegates shall be selected by the Nominating Committee each year. Alternate delegates may take the place of Delegates who cannot attend the FMA House of Delegates Annual Meeting.

Chapter XII – Appointment & Duties of Committees

Section 1.

The Board shall appoint such committees, either permanent or ad hoc, as it deems necessary to properly conduct the affairs of the ECMS. Committees shall consist of active members who are led by a Chair who is stipulated by the Bylaws or nominated by the President and approved by a majority vote of the Board. Standing committees shall include the Executive Committee, the Nominating Committee, the Finance Committee, and the Membership Affairs Committee. The President may create subcommittees for any standing committee whose members will include members of the parent standing committee. Committees and subcommittees will report out their activities to the Board at each Board meeting.

Section 2.

The description and duties of committees shall be delineated in the ECMS Policy Manual.

Chapter XIII – Miscellaneous

Section 1.

The meeting record of the proceedings of the Board, the membership lists, and books of account shall be open to inspection upon the written demand of any member at any reasonable time and for any purpose reasonably related to the member's interest as a member. These records shall also be produced at any time when requested by the demand of ten (10) percent of the members at any regular or special meeting of the members. Such inspection may be made by an agent or attorney, accompanied by the Executive Director, and shall include the right to make extracts of the records. Demand of inspection, other than at a meeting of the members, shall be in writing and directed to the President, or Executive Director.

Section 2.

The fiscal year of this organization shall begin on the first day of January and shall end on the final day of December of each calendar year.

Section 3.

Unless otherwise specified, all meetings of this organization and of the Board shall be governed by the parliamentary rules and usages contained in the most current edition of "Roberts Rules of Order."

Chapter XIV – Amendments

These Bylaws may be amended by the Board of Directors upon the affirmative vote of at least two-thirds ($2/3$) of the directors present and voting, provided the proposed amendment has been submitted to the directors at least fifteen (15) days before the hearing, during which time the directors may submit their questions and recommended edits

Chapter XV – Indemnification

Section 1.

Every person who is, shall be or shall have been a director, officer, member of a committee or an employee or agent of ECMS, or who is or shall be serving or shall have served at the request of ECMS in any such capacity in another corporation, partnership, joint venture, trust or other enterprise or organization or any committee thereof, and the personal representative of each person described in this sentence, shall be indemnified by ECMS against all costs and expenses reasonably incurred by or imposed upon any

such person in connection with or resulting from any action, suit or proceeding to which such person may be made a party by reason of such person's being or having been in such position or capacity for ECMS or for any other enterprise or organization at the request of ECMS, except in relation to such matter as to which such person shall finally be adjudicated in such action, suit or proceedings to have acted in bad faith and to have been liable by reason of willful misconduct in the performance of such person's duty in such indemnified capacity.

Section 2.

Each such person shall be indemnified also by ECMS against any and all criminal claims and liabilities to which such person has or shall become subject by reason of action alleged to have been taken, omitted or neglected by him or her in any capacity enumerated in the preceding sentence, provided, however, that no such person had reasonable cause to believe that his or her conduct which resulted in the criminal claim or liability was unlawful.

Section 3.

"Cost and expenses" shall include, but are not limited to, attorneys' fees, damages, fines and reasonable amounts paid in settlement.

Section 4.

The right to indemnification conferred by this society shall not restrict the power of the ECMS to make any other or further indemnification permitted by law.