



Constitution & Bylaws

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Bylaws of the Indiana State Medical Association

1.0 MEMBERSHIP - QUALIFICATIONS, ELECTIONS AND RIGHTS

1.01 CATEGORIES: Categories of membership are: 1) Regular, 2) Dues Exempt, 3) Resident, 4) Medical Student, 5) Distinguished, 6) Honorary, 7) Military

1.0101 Regular Member: The term "Regular Member" as used in these Bylaws shall be

1) A person who holds the degree of Doctor of Medicine or Bachelor of Medicine, or who holds an unrestricted license to practice medicine, except as specified in 1.0303(b),

2) A member in good standing of a component county society and who has paid to this Association annual dues, provided, however, that

3) the person is a citizen of the United States of America, or has filed the declaration of intention of becoming a citizen and the first citizenship papers are in full force and effect.

1.0102 Dues-exempt Member: The term "Dues-exempt Member" in these Bylaws shall include the following:

1.010201 Senior Member: Senior Members shall be eligible for Senior Membership on January 1 following their 70th birthday and they shall be physicians of the state of Indiana who have held their membership in the Indiana State Medical Association for 20 years or more; or who have held membership in the Indiana State Medical Association or in some one or more other like state organization(s) which is a component state organization of the American Medical Association, for a combined total of 20 years or more, and who, upon their application, have been certified to the Executive Vice President as eligible for such membership by the county societies of which they are members. It shall be the duty of the component county medical society to verify, through the office or offices of any other state organization or organizations, the fact of membership therein when such membership is claimed as part compliance with the eligibility requirement of 20 years of membership.

1.010202 Disabled Member: Disabled Members shall consist of physicians of the state of Indiana who are certified by a member physician to be permanently disabled and no longer able to practice medicine. Proof of permanent disability shall be by notification to the Executive Vice President of the Association by the secretary of the component county medical society in which the permanently disabled physician holds membership.

1.010203 Inactive Membership: Members who decide voluntary inactivity prior to the age of 70 shall be exempt from payment of membership dues for the duration of their inactive status when notification is received by the Executive Vice President of the Association from the secretary of the county medical society in which such inactive member holds membership. In deciding whether to approve a member's eligibility, the county medical society shall determine that the member has ceased the practice of medicine in the state of Indiana.

- 1.010204 **Financial Hardship:** In the event the county relieves a member from the payment of dues because of financial hardship, the secretary of the county medical society shall recommend in writing to the Executive Vice President of ISMA the relief from State Association dues of said member of the society, showing why such recommendation should be granted.
- 1.0103 **Resident Member:** Residents who hold membership in the Indiana State Medical Association shall have all the rights and privileges of this Association.
- 1.0104 **Medical Student Member:** Medical students who attend an accredited medical school in Indiana are members of this Association.
- 1.0105 **Distinguished Member:** Members who have fulfilled the American Medical Association's Physician Recognition Award requirements of 150 hours for three years of continuing medical education as a minimum shall be designated as Distinguished Members.
- 1.0106 **Honorary Member:** Honorary Members shall consist of physicians, teachers, scientists and others of distinction who have rendered highly meritorious service to the profession of medicine, upon whom the Association may, through action of the House of Delegates, desire to bestow such membership as a special honor. Honorary members hereafter shall hold such membership as an honor and distinction and by invitation may attend meetings of the Association. They shall not be required to pay dues in the State Association. Such honor may only be bestowed by a vote or acclamation of the House of Delegates.
- 1.0107 **Military Member:** Any physician-member of the active duty military service stationed in Indiana, not to include physicians in the Reserve on temporary active duty shall be permitted to join a component medical society of ISMA and become a member of ISMA at reduced dues that shall be determined by the Board of Trustees.
- 1.0108 **Provisional Member:** Upon submission of a completed membership application, the county medical society shall have 60 days in which to notify the ISMA in writing, or by e-mail or fax, of the physician's application status. If the county medical society does not so notify the ISMA by the 60th day after the physician submits the application, the ISMA shall, upon receipt of a completed ISMA membership application, verification of data and receipt of dues, grant the applicant provisional membership in the county and district medical associations and in the ISMA for a period of one year from the date of the application. Provisional membership shall include all the rights and privileges of a regular membership. Provisional membership shall end immediately if the county medical society subsequently rejects the applicant for membership.
- 1.02 **QUALIFICATIONS:** The Regular, Dues-exempt, and Distinguished Members of this Association shall be the members of component medical societies and no component medical society shall grant membership therein on a basis that does not include membership in the district medical society and in the Indiana State Medical Association. Members of the Resident and Fellow Society and the Medical Student Society have the same qualifications except for the requirement of membership in a district medical society.
- 1.03 **RIGHTS, PRIVILEGES AND RESPONSIBILITIES OF MEMBERS**
- 1.0301 **Rights and Privileges by Membership Category:** All members of ISMA may attend the Annual Convention. With the exception of Honorary Members, all ISMA members are eligible to vote and hold office as specified elsewhere in these Bylaws. Medical Student Members may participate in the democratic process as defined in 1.0104.
- 1.0302 **Attendance at Annual Convention:** Members attending the Annual Convention and other meetings shall register by indicating the component society of which they are members. At the Annual Convention when membership has been verified by reference to the roster of members

(students excepted), they shall receive a badge which shall be evidence of their right to all the privileges of membership at that convention. Members may not take part in any of the proceedings of an Annual Convention until they have complied with the provisions of this section.

1.0303 (a) **Suspension or Revocation of License:** No person whose license to practice medicine has been suspended or revoked by the Medical Licensing Board of Indiana, or who is under sentence of suspension or expulsion from a component society, or whose name has been dropped from its roll of members, shall be entitled to any of the rights or benefits of this Association or of a component society, nor shall said person be permitted to take part in any of their proceedings until the license and/or component membership has been restored.

(b) **Exception:** A member of the Indiana State Medical Association who is in need of assistance because of neuropsychiatric illness, physical infirmity, alcohol or other substance dependence, and who has submitted himself to the ISMA Commission on Physician Assistance or a comparable county or hospital committee, may continue as a member of ISMA with full membership privileges, even after suspension of his license by the Medical Licensing Board, if he is actively cooperating with an appropriate committee and is making satisfactory progress in his rehabilitation. It is incumbent upon the member in need of assistance to provide the ISMA Commission on Physician Assistance with semi-annual reports from the committee with which he is cooperating, documenting his cooperation and satisfactory progress in rehabilitation.

(c) **Extension of Health Insurance:** A member of the Indiana State Medical Association who is enrolled in the group health insurance program sponsored by the ISMA may continue this coverage with payment of premiums for a period of one year from the date of license suspension or revocation.

2.00 **INCOME AND EXPENSES**

2.01 **INCOME:** Funds for carrying on the activities of the Association shall be raised by the following means:

2.0101 **Dues:** Membership dues may be collected by the Indiana State Medical Association or by the component county societies. The amount of dues of each component society shall be fixed by the society itself, and the amount of dues for this Association shall be fixed from time to time by the House of Delegates.

Dues are payable by January 15 and become delinquent on that date. The ISMA shall suspend any member who has not paid dues in full by March 1 when the County Medical Society notifies the ISMA in writing that the physician should be dropped from membership. The member shall sacrifice all rights and privileges of membership of this Association until said annual dues are received in full by the Indiana State Medical Association. For new members joining ISMA, dues will be calculated on a pro-rated monthly basis.

2.010101 **Dues Refund:** A request for refund of dues will be acted upon by the Board of Trustees of the Indiana State Medical Association in its wisdom. A letter of certification from the component county society secretary to the Executive Vice President of the Indiana State Medical Association to request an exemption of dues must state that the county is also exempting said dues. Upon request and approval, dues will be refunded on a monthly pro-rated basis. Dues-exempt members may receive any publication of ISMA upon payment of the applicable subscription price set by the ISMA Board of Trustees. With the exception of Senior Members, all Dues-exempt Members will be reviewed annually by their county medical societies to determine their eligibility for dues exemption.

- 2.010102 **Reduced Dues:** The Indiana State Medical Association dues for Regular Members in their first year of practice following formal training shall be one-half the amount as may be established by the House of Delegates. County medical societies are encouraged to follow the same policy.
- 2.010103 **Change in Dues Structure:** The final vote on any issue calling for changes in dues or in dues structure shall be by roll call vote of the House of Delegates. Each member's vote shall be permanently recorded.
- 2.0102 **Voluntary Contribution**
- 2.0103 **Revenues Derived from the Association's Publications.**
- 2.0104 **Revenue Derived from ISMA Activities or Services Approved by the Board of Trustees.**
- 2.0105 **Assessments Approved by the House of Delegates.**
- 2.02** **EXPENSES:** Funds shall be appropriated by the Board of Trustees to defray the expenses of the Association, for publications, and for such other purposes as will promote the welfare of the profession. All motions and resolutions recommending the appropriation of funds by the House of Delegates must be referred to the Executive Committee and the Board for recommendation before final action is taken by the House of Delegates.
- 3.00** **CONVENTION AND MEETINGS**
- 3.01** **ANNUAL CONVENTION:** The Association shall hold a Convention at least annually during which the business and legislative sessions of the House of Delegates shall be held.
- 3.0101 **Selection of Site:** The Convention site shall be recommended by the Board of Trustees to the House of Delegates for its approval. If conditions should prove difficult, the Board shall have the power to change the location of the Convention. The Annual Convention shall be held in Indianapolis and Marion County or in areas adjacent to or in close proximity to the Indianapolis area. The date and time for the Convention shall be fixed by the Board.
- 3.02** **HOUSE OF DELEGATES - BUSINESS AND LEGISLATIVE MEETINGS**
(Referred to elsewhere in these Bylaws as House)
- 3.0201 **Composition:** The House of Delegates shall be the legislative and policymaking body of the Association and shall consist of voting and non-voting members. Only members of the House of Delegates, and Alternate Trustees, are entitled to speak on the floor of the House except as defined in 3.0210.
- 3.020101 **Voting Members:** 1) Delegates or the designated Alternates, selected by the component societies; 2) Trustees or the designated Alternates, 3) Speaker, 4) Vice Speaker, 5) Past Presidents.
- 3.020102 **Non-voting Members:** 1) President, 2) President-elect, 3) Executive Vice President, 4) Treasurer, 5) Assistant Treasurer, 6) Delegates and Alternate Delegates to the American Medical Association, and 7) Section Delegates or designated Alternate Delegates.
- 3.020103 **Right to Vote:** No delegate member of the House shall lose the right to vote by virtue of any office that the delegate may hold.
- 3.0202 **Parliamentarian:** The Speaker may appoint a parliamentarian for the annual convention, who need not be a member of the House and who shall advise the House about parliamentary matters, but without voting privileges.

3.203 **Meetings**

3.020301 **Regular Meetings:** The House of Delegates may meet on the day before the date set for the beginning of the general registration of the attendance at the annual convention. It may recess from time to time as may be necessary to complete its business, provided that its hours shall conflict as little as possible with the general or section meetings. It shall meet on the last day of the annual convention for the election of officers for the ensuing year and for the completion of any business previously introduced. The order of business shall be arranged as a separate section of the program.

Nominations for officers of the Association may be made at any session of the House of Delegates.

3.020302 **Special Meetings:** Special meetings of the House of Delegates shall be called by the President upon a petition signed by thirty (30) delegates. The signed petition shall contain the names of at least ten (10) delegates from each of at least three (3) trustee districts. The President shall issue a call for same as described in 3.0404.

3.0204 **House Admission:** All sessions of the House of Delegates shall be open to all members in good standing of this Association for observation.

3.0205 **Delegate Apportionment:** Each component county society shall be entitled to send to the House of Delegates each year one delegate for every fifty (50) members and one for each major fraction thereof; but irrespective of the number of members, each component society which has made its annual report and paid its assessments, as provided in this Constitution and Bylaws, shall be entitled to one Delegate. The Young Physician Society delegates, Resident and Fellow Society delegates, and medical student delegates shall be seated with full power to vote. In the absence of a Young Physician Society, Resident and Fellow Society, or medical student delegate, a corresponding alternate delegate shall be seated with full power to vote.

Where a component society is made up of physicians of more than one county, each county shall be entitled to at least one Delegate and one Alternate Delegate; however, a multiple-county society may have all of its delegates from the same county, if it is the desire of the majority of the members of each participating county (provided that this would not decrease the total number of delegates from the component medical society and provided each county of the component medical society has at least one physician member of ISMA).

3.020501 **Method of Determination of the Number of Delegates:** The number of Delegates to which each component society is entitled shall be based upon the number of members in good standing with dues fully paid as of December 31 of the preceding year.

3.020502 **Section Delegates:** All Specialty Sections listed in 3.030103 of these Bylaws and which are in compliance with 3.030102 and 3.030106 of these Bylaws shall be entitled to send to the House of Delegates each year a Delegate or Alternate Delegate with all rights and privileges except the power to vote.

3.020503 **Delegate Credentials:** The names of duly elected Delegates and Alternates from each component society shall be sent to the Executive Vice President of this Association at least 45 days prior to the annual convention at which such Delegates are to serve. No one shall be entitled to a seat in the House of Delegates unless a credential card as a Delegate or Alternate, properly signed by the Secretary of the appropriate component medical society or the Executive Secretary or Executive Vice President of the larger societies, is presented to the Committee on Credentials at the time of the annual convention.

3.020504 **Delegate Replacement:** Other provisions (to include those in Sections 3.020101, and 3.020503) in these bylaws notwithstanding, if no delegate or alternate is selected by the deadline date 45 days prior to the annual meeting, then the previous year's delegate is automatically designated. Thereafter, the county officers, or if not available, the district officers may substitute a new delegate upon certification of eligibility. If the officer(s) is/are not available, the county executive may perform the delegate substitution. This substitution may be done until the time of the beginning of the closing session of the House of Delegates.

3.0206 **Quorum:** Fifty (50) Delegates shall constitute a quorum.

3.0207 **Authority and Responsibilities:**

3.020701 **Resolutions and Proposals:** Only members of the Indiana State Medical Association may sponsor resolutions to the House of Delegates. The House of Delegates shall approve all memorials and resolutions issued in the name of the Association before same shall become effective.

(a) **Fiscal Note:** Proposals calling for appropriation of funds by the House of Delegates shall be accompanied by a fiscal note and shall be submitted to the Executive Committee and the Board for review, presentation and recommendation for final action of the House. No proposal calling for appropriations shall be considered if not accompanied by a fiscal note.

(b) **Deadlines for Resolutions:** Except as noted in 3.020701(c) and in 3.021102, all resolutions to be presented to the House of Delegates for action shall be prepared and mailed to the Executive Vice President of the Association so that they will be received not later than 60 days prior to the session of the House of Delegates to which the resolutions will be presented.

(c) **Late Resolutions:** Except for matters of extreme emergent nature, all late resolutions must be received by the Executive Vice President seven (7) days prior to the opening session of the House of Delegates. Those resolutions received after 60 days prior to the first session of the House of Delegates will be referred to the Committee on Rules and Order of Business. The Committee on Rules and Order of Business shall submit a report to the House concerning all items considered by same with recommendation(s) limited to the appropriateness of consideration of said resolutions.

The Committee on Rules and Order of Business will meet approximately seven (7) days prior to the Annual Convention to consider resolutions that have been first submitted to the Committee together with a written statement setting forth the reasons why the resolution was not mailed to the Executive Vice President more than 60 days prior to the first session of the House of Delegates and also setting forth in the written statement the reasons why the resolution is of such an emergency nature that it cannot wait until the next meeting of the House.

The report of the Committee on Rules and Order of Business shall be considered in the same manner as any other reference committee report. The House may accept or reject any recommendation of the Committee, which shall make recommendations on each resolution considered.

Discussion on the floor will be limited to one speaker in dissension with the Committee's recommendation. This discussion will be limited to the appropriateness of consideration and not the merits of the resolution itself.

Section 3.020701(b) may be suspended only upon a two-thirds affirmative vote of the House of Delegates when considering the report of the Committee on Rules and Order of Business. Each member of the House shall be furnished a copy of all proposed late resolutions for consideration of the report of the Committee on Rules and Order of Business.

(d) **Resolution Expiration:** Any resolution adopted by the House of Delegates shall expire on November 1 following the tenth anniversary of its adoption or its subsequent re-adoption. Prior to each annual meeting, delegates shall be notified of all resolutions that will expire in that calendar year pursuant to this section, in sufficient time to permit submission of a resolution for re-adoption. Nothing in this section shall restrict the power of the House of Delegates to rescind or amend any resolution in force at any time.

(e) **Withdrawal of Resolutions:** The withdrawal of ISMA resolutions may not occur later than the publication and distribution date of all resolutions, except by majority approval of the ISMA House of Delegates during the first meeting of that House of Delegates.

3.0208 **Election of Delegates to the American Medical Association:** The House of Delegates shall elect representatives to the House of Delegates of the American Medical Association in accordance with the Constitution and Bylaws of that body.

Upon expiration of an AMA Delegate's or Alternate Delegate's term, election of a qualified member shall be accomplished to fill each vacancy thereby created. Nominations shall be made for vacancies without regard to the specific vacancy, and the candidates with the most votes, provided that a majority vote has been obtained, shall be deemed elected to the vacancies. An AMA Delegate and Alternate Delegate may succeed himself in office or be elected to fill any other vacancy in the delegation. The Alternate Delegate positions are not matched with the Delegate positions; therefore at the direction of the AMA Delegation, any Alternate can represent a Delegate.

In the event of a permanent vacancy occurring among the AMA Delegates, the remaining elected Delegates and Alternates to the AMA shall meet and nominate one of the Alternates to assume the vacancy until the next meeting of the Indiana State Medical Association House of Delegates, at which time the House shall vote to fill such vacancy. The nominated member proposed by the AMA Delegation shall be subject to confirmation by the Board of Trustees.

3.0209 **Organizing Districts:** The House of Delegates shall provide for the organization of such Trustee District Societies as will promote the best interests of the profession, such societies to be composed exclusively of members of component county societies. Trustee districts shall be defined by the House of Delegates.

The House shall divide the state into Trustee Districts, specifying which counties each district shall include, and when the best interest of the Association and profession will be promoted thereby, organize in each district a medical society, and all members of component county societies, and no others, shall be members of such district societies.

3.0210 **Authority to Appoint Special Committees:** The House shall have the authority to appoint committees for special purposes from among members of the Association who need not be members of the House of Delegates. Such committees shall report to the House of Delegates, and the members of such committees may be present and participate on the floor in the debate of their reports.

- 3.0211 **Reference Committees and Committee on Rules and Order of Business:**
- 3.021101 **Reference Committees:** Immediately after the organization of the House of Delegates at each Annual Convention, the Speaker shall announce the membership of the Reference Committees to serve during the convention for which they are appointed.
- Appointments to these reference committees shall be made by the Speaker. The chairman of each committee shall also be appointed by the Speaker. The Speaker shall also appoint such additional House committees as the House may approve. All such committees shall serve only during the convention at which they are appointed. The Speaker shall have the power to appoint substitutes from among members present for absent appointees.
- Each committee shall consist of at least five ISMA members, three of whom, including the chairman, shall be delegate-members of the House. To these committees shall be referred all reports, resolutions, measures and propositions presented to the House of Delegates, except matters as properly come before the Board, and the recommendations of these committees shall be submitted to the next session of the House of Delegates for acceptance in the original or modified form or for rejection.
- 3.021102 **Responsibilities of Reference Committees:** Four or more reference committees designated by numerals are hereby constituted to which all matters shall be referred, at least one of which shall be organized for the purpose of studying the addresses and reports of the President, President-elect; the report of the Executive Vice President, and the report of the Chairman of the Board of Trustees. This committee shall be expected, as it deems appropriate, to translate the reports by these officers into recommendations for presentation to the Board of Trustees.
- Where a report, resolution, measure or proposition deals with more than one subject matter, referral may, at the discretion of the Speaker of the House, be made (a) to as many reference committees as are necessary to cover all subjects included herein; or (b) to only one reference committee which the Speaker deems has within the scope of its reference the most important part of the matter referred. No report of any reference committee shall be rejected on the ground that it covers something not included in the matters which such committee was created to consider.
- 3.021103 **Time and Place of Meetings:** The time and place of meetings of all reference committees shall be publicly posted, and all meetings of all reference committees shall be open only to members of this Association. Officers and chairmen of all commissions and committees whose reports are referred to reference committees are expected to appear and be heard before the respective committees to which such references are made in regard to their reports.
- 3.021104 **Non-member Attendance:** Persons who are not members of the Indiana State Medical Association and seek to appear and present their technical or reference material to the reference committee must receive approval to appear on that specific subject from the reference committee Chairman. Such persons must register as guests at the committee and be at the call of the reference committee chairman for testimony, after which they may be excused from further attendance.
- 3.021105 **Committee on Rules and Order of Business:** The Committee on Rules and Order of Business shall be composed of the Chairmen of the various reference committees appointed by the Speaker. This committee shall be charged with the duties as set forth in 3.020701(c) of these Bylaws.
- 3.0212 **Election of Officers:** The officers of this Association with the exception of the Executive Vice President and the Board of Trustees shall be elected by the House of Delegates, as the first order of business at the final session of the House of Delegates, and no person shall be elected to any such office who has not been an active member of the Association for the preceding two years. The officers except the Executive Vice President and the Trustees shall be elected annually. All officers shall serve until their successors are elected and installed.

3.021201 **Method of Election:** If there is only one candidate nominated for an office, election may be by voice vote. All other elections shall be by ballot and a majority of the votes cast shall be necessary to elect. In case no nominee receives a majority on the first ballot, the nominee receiving the lowest number of votes shall be dropped and a new ballot taken. In the event of a tie vote on any ballot, the House of Delegates may, by majority vote, order an additional ballot, or may order resolution of the tie by drawing lots.

3.021202 **Terms:** The President, President-elect, Speaker, Vice Speaker, Treasurer and Assistant Treasurer shall serve from the termination of the annual meeting of the House of Delegates in which all but the President are elected until the termination of the succeeding annual meeting of the House of Delegates.

3.021203 **Oath:** The major officeholders of the Association shall be installed by taking the following oath of office to be administered by the outgoing President of the Association at the final session of the House of Delegates:

I, _____, solemnly swear that I shall carry out to the best of my ability, the duties of the office of the Indiana State Medical Association to which I have been elected.

I shall strive constantly to maintain the ethics of the medical profession and to promote the public health and welfare. I shall dedicate myself and my office to improving the health standards of the American people and to do the task of bringing increasingly improved medical care within the reach of every citizen.

I shall uphold at all times the Constitution of the United States of America and of the State of Indiana, the Constitution and Bylaws of the American Medical Association, and the Constitution and Bylaws of the Indiana State Medical Association. I shall champion the cause of freedom in medical practice and freedom for all my fellow Americans. To these duties and obligations, I pledge myself, so help me, God.

3.03 **SECTION MEETINGS**

3.0301 **Specialty Sections**

3.030101 **Purpose:** The purpose of specialty sections of ISMA is to provide a forum in ISMA and the House of Delegates, to have an active input into the scientific meeting, to introduce resolutions and have a voice on the floor of the House.

3.030102 **Meetings:** Each section will be required to have a minimum of one meeting annually. Minutes of the meeting will be required. A copy of the minutes and the names of the officers shall be forwarded to the Speaker of the House and will become a permanent record of the House.

3.030103 **Official Sections:** During the Annual Convention the Association, in addition to the general meetings, may hold the following section meetings:

- (a) Allergy
- (b) Anesthesia
- (c) Cutaneous Medicine
- (d) Directors of Medical Education
- (e) Emergency Medicine
- (f) Family Physicians
- (g) Internal Medicine
- (h) Medical Directors and Staff Physicians of Nursing Facilities
- (i) Neurological Surgery
- (j) Neurology

- (k) Nuclear Medicine
- (l) Obstetrics and Gynecology
- (m) Oncology
- (n) Ophthalmology
- (o) Orthopedic Surgery
- (p) Otolaryngology, Head and Neck Surgery
- (q) Pathology and Forensic Medicine
- (r) Pediatrics
- (s) Physical Medicine and Rehabilitation
- (t) Preventive Medicine and Public Health
- (u) Psychiatry
- (v) Radiation Oncology
- (w) Radiology
- (x) Surgery
- (y) Urology

3.030104 **Formation of Sections:** Any future section can only be formed by a properly constituted resolution and shall include the signatures of a minimum of 15 members or 25 percent of the members, whichever is greater, who are practicing that specialty in the State of Indiana. The resolution shall be subject to the decision of the House of Delegates.

3.030105 **Officers:** The officers of each section shall be a chairman, a vice-chairman, and a secretary, and they shall preside over the meetings of the section and shall be responsible for the section speakers and papers.

3.030106 **Officer Elections:** The election of officers shall be held at a meeting of the section annually. The names of the officers shall be forwarded to the Speaker and will become a permanent record of the House.

3.030107 **Restriction on Meetings:** No section meeting shall be allowed to conflict with a general meeting.

3.030108 **Failure to Comply:** Any section not complying with the preceding shall not have a delegate in the House.

3.0302 **Hospital Medical Staff Section**

3.030201 **Composition:** Membership in the Hospital Medical Staff Section shall be limited to ISMA members selected by physician members of the medical staffs from each licensed hospital in the state of Indiana.

3.030202 **Organization:** The organization of the Hospital Medical Staff Section shall consist of an Executive Committee, which shall consist of the chairman, vice-chairman, secretary/treasurer, two members at large and the delegate and alternate delegate to the ISMA House of Delegates, with duties as may be prescribed in the Hospital Medical Staff Section Bylaws.

3.04 GENERAL MEMBERSHIP MEETINGS

3.0401 **General Meetings for the Membership:** General Meetings shall mean all meetings planned for attendance by all registered members and shall include those meetings in which guests of registered members or the general public are also invited. The address of the President may be delivered in a General Meeting.

3.0402 **Purposes of Meetings for the General Membership and Meetings of the Association:**

3.040201 **Scientific Presentations and Discussions.** (Quorum NOT necessary.)

- 3.040202 **Dissemination of Information of Interest to the General Membership.**
(Quorum NOT necessary.)
- 3.040203 **Appointment of Committees:** The General or Section Meetings may recommend to the House of Delegates the appointment of committees or commissions for scientific investigation of special interest and importance to the profession and public. (Quorum NOT necessary.)
- 3.040204 **Issue Mandates to the House:** Matters of vital concern to the general membership may be referred to the House of Delegates who shall act as expeditiously as possible utilizing the usual parliamentary procedures in order to serve the needs of the profession in the most equitable fashion. (Quorum NECESSARY.)
- 3.040205 **Order Referendums:** As described in 9.01 (Quorum NECESSARY)
- 3.0403 **Quorum for General Membership Meetings:** For the purpose of transacting official business, a quorum of 150 members must be present at a General Meeting of the Association.
- 3.0404 **Special Meetings for the General Membership:** Special Meetings for the general membership shall be called by the President upon receipt of a petition signed by 100 members representing a minimum of three Trustee districts, with no one district providing more than 34 of the required 100 signatures.

Upon receipt by the President of such a petition, the President shall within 30 days thereafter issue a call for such special meeting and shall state the items of business to be considered, at a date, time and place fixed by the President. The President, in specifying the time of such special meeting, shall fix the same as soon thereafter as reasonable so that suitable arrangements can be made.

4.00 OFFICERS

- 4.01 COMPOSITION:** The officers of this Association shall be a President, President-elect, Immediate Past President, Treasurer, Assistant Treasurer, Speaker, Vice Speaker, Trustees, Alternate Trustees, and Executive Vice President--each of whom shall be a member, except the Executive Vice President, who need not necessarily be either a physician or a member.
- 4.0101 **Limitation:** The offices of President, President-elect, Immediate Past President, Treasurer, Assistant Treasurer, Speaker, Vice Speaker, as well as AMA Delegates, AMA Alternate Delegates, and ISMA Trustees and Alternate Trustees are major offices. Individuals may not hold more than one major office during a given term and must resign from a major office if they attain a second, with the exception of the AMA Delegates and Alternate Delegates who may hold a major state office while serving on the Delegation.
- 4.0102 **Delinquent Dues:** A major officeholder in ISMA who is delinquent in paying dues will not be allowed to vote in that capacity until annual dues are paid in full.
- 4.02 REMOVAL, DEATH, RESIGNATION, VACANCY:** Any officer may be removed from office after a hearing before the Board, on 30 days notice, based on charges in writing, upon a vote of three-fourths of the members of the Board. A hearing shall be mandatory if an officer's license is suspended or revoked by the Medical Licensing Board of Indiana.

In the event of the death, resignation, removal or permanent disability of any officer of this Association whose successor is not otherwise provided for in these Bylaws, the vacancy shall be filled by the Board of Trustees until the next official meeting of the House. The Board shall fill a vacancy in the office of Treasurer or Assistant Treasurer by an election by the Trustees at the next regular meeting of the Board following the occurrence of such vacancy.

4.03 **DUTIES**

4.0301 **President:** The President or a member designated by the President shall preside at all general meetings of the Association. The President shall appoint all committees not otherwise provided for; shall appoint the chairman of each commission and committee; shall fill the vacancies resulting from the expiration of terms of members of commissions, and also appoint members to fill the unexpired term where any other vacancy occurs. The President will have the power, with the approval of the Board, to remove any member of any committee or commission as defined in 7.05. Within 60 days after the Annual Convention, the President may call all commissions and committees into a joint meeting as defined in 7.08.

Charters of county societies as defined in 11.01, and component societies, as defined in 12.01, and approved by the Board, shall be signed by the President and Executive Vice President.

Special meetings of either the Association or the House of Delegates shall be called by the President as defined in 3.020302 and 3.0404 of these Bylaws.

The President shall deliver an annual address and shall perform such other duties as custom and parliamentary usage may require. The President shall be the real head of the profession of the state during the term of office, and as far as practicable, shall visit by appointment the various sections of the state and assist the trustees in building up the county societies and in making their work more practical and useful.

Unless otherwise specified in the Bylaws, ex-officio, the President shall be a member, without vote, of all commissions and committees.

4.0302 **President-elect:** The President-elect's term of office shall be for one year at the completion of which the President-elect succeeds to the presidency. The President-elect shall assist the President in the discharge of duties. Ex-officio, the President-elect shall be a member, without vote, of all commissions and committees. In the event the office of President is vacant, the President-elect will assume the office of President.

4.0303 **Treasurer:** The Treasurer shall give bond at the expense of the Association in such an amount as shall be required by the Board unless included in the coverage of a blanket or position bond. The Treasurer shall receive all bequests and donations to the Association and shall demand and receive all funds due the Association in the conduct of its business. The funds of the Association shall be deposited in a depository or depositories designated by the Executive Committee; and withdrawals from such funds shall be made on checks or drafts signed by the Treasurer, and/or others so designated by the Executive Committee. The Treasurer shall present annually to the House of Delegates a report of the receipts and expenditures, and the state of funds on hand.

4.0304 **Assistant Treasurer:** The Assistant Treasurer shall give bond at the expense of the Association in such an amount as shall be required by the Board unless included in the coverage of a blanket or position bond. In case of death, or incapacity of the Treasurer, the Assistant Treasurer shall succeed to all the duties and rights of the Treasurer until a new Treasurer is elected.

In the absence of the Treasurer, the Assistant Treasurer shall attend to the duties and rights of the Treasurer during such absence and shall also perform such duties of the Treasurer as may be delegated and assigned by the Treasurer.

4.0305 **Executive Vice President:** The Executive Vice President shall be the directing manager of the Association's headquarters and shall supervise the work of all salaried employees of the Association offices.

Such supervision shall be subject to directives from the House of Delegates, the Board, the Executive Committee, and the President of the Association. The Executive Vice President shall discharge the administrative functions of the Association not within the duties of other offices or of committees to perform. The Executive Vice President shall assist, at their request, all offices and committees, and shall keep informed in regard to nonprofessional matters affecting the medical profession, for the purpose of keeping qualified to perform the services herein mentioned. The Executive Vice President shall be responsible for the execution of the policies of the Association and in that connection, shall perform all specific tasks required by the committees, the Board, and the officers of this Association. The Executive Vice President will personally notify a major officeholder whose dues are delinquent.

4.0306 **Speaker:** The Speaker shall be elected annually from the members of the House. The Speaker shall preside at all meetings of the House of Delegates and shall perform such duties as custom and parliamentary usage require. The Speaker shall have the right to vote as a delegate member of the House. The Speaker may address the House of Delegates at the opening session of all conventions, limiting the address to matters of conduct and procedure of the House.

The Speaker shall be further charged with the duties as defined in these Bylaws (i.e., 3.0202, 3.021101 and 3.021102). Ex-officio, the Speaker shall be a member of all commissions and committees and the Board of Trustees of this Association without the power to vote. Training in parliamentary procedure shall be mandatory for the Speaker and shall be provided at the expense of the Association. In the event the offices of President and President-elect are vacant, the Speaker of the House of Delegates will assume the office pro tem until the next called or regularly scheduled meeting of the House when a President and a President-elect will be elected.

4.0307 **Vice Speaker:** The Vice Speaker shall be elected annually from the members of the House. The Vice Speaker of the House of Delegates shall officiate at meetings in the absence of the Speaker or at the request of the Speaker. The Vice Speaker shall have the right to vote as a delegate member of the House. Ex-officio, the Vice Speaker shall be a member of all commissions and committees and the Board of Trustees of this Association without the power to vote. Training in parliamentary procedure shall be mandatory for the Vice Speaker and shall be provided at the expense of the association.

4.04 **EXPENSES:** The necessary expenses of the above offices incurred in the line of duty herein imposed shall be allowed for in the budget but, excepting the Executive Vice President, this shall not include the expenses of attending the Annual Convention.

4.05 **INDEMNIFICATION OF OFFICERS AND TRUSTEES**

4.0501 **Definitions:**

(a) The term "trustee" means an individual who is or was a trustee of the Association or an individual who, while a trustee of the Association, is or was serving at the Association's request as a trustee, officer, partner, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, whether for profit or not.

A trustee is considered to be serving an employee benefit plan at the Association's request if the trustee's duties to the Association also impose duties on, or otherwise involve services by, the trustee to the plan or to participants in or beneficiaries of the plan. "Trustee" includes unless the context requires otherwise, the estate or personal representative of a trustee

(b) The term "expenses" includes all direct and indirect costs (including without limitation counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees, and all other disbursements and out-of-pocket expenses) actually incurred in connection with the investigation,

defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this section, applicable law or otherwise.

(c) The term "liability" means the obligation to pay a judgment, settlement, penalty, fine (including excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

(d) The term "official capacity" means:

(i) When used with respect to a trustee, the office of a trustee in the Association; or

(ii) When used with respect to an individual other than a trustee, as contemplated in Section 4.0507 herein, the office in the Association held by the officer or the employment or agency relationship undertaken by the employee or agent on behalf of the Association.

(e) The term "party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.

(f) The term "proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal.

4.0502 **Conditional Indemnification:** The Association shall indemnify an individual made a party to a proceeding because the individual is or was a trustee against liability incurred in the proceeding if:

(a) The individual's conduct was in good faith;

(b) The individual reasonably believed:

(i) In the case of conduct in the individual's official capacity with the Association, that the individual's conduct was in its best interest; and

(ii) In all other cases, that the individual's conduct was at least not opposed to its best interest; and

(c) In the case of any criminal proceeding, the individual either:

(i) Had reasonable cause to believe the individual's conduct was lawful; or

(ii) Had no reasonable cause to believe the individual's conduct was unlawful.

A trustee's conduct with respect to an employee benefit plan for a purpose the trustee reasonably believed to be in the interest of the participants in and beneficiaries of the plan is conduct that satisfies the requirement of subsection (b) above.

The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the trustee did not meet the standard of conduct described in this Section 4.0502.

4.0503 **Mandatory Indemnification:** The Association shall indemnify a trustee who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the trustee was a party because the trustee is or was a trustee of the Association against reasonable expenses incurred by the trustee in connection with the proceeding.

4.0504 **Court-Ordered Indemnification:** A trustee of the Association who is a party to a proceeding may apply for indemnification to the court conducting the proceeding or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice the court considers necessary, may order indemnification if it determines that:

(a) The trustee is entitled to mandatory indemnification under Section 4.0503, in which case the court shall also order the Association to pay the trustee's reasonable expenses incurred to obtain court-ordered indemnification; or

(b) The trustee is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances, whether or not the trustee met the standard of conduct set forth in Section 4.0502

4.0505

Advancement of Expenses Prior to Final Disposition: The Association shall pay for or reimburse the reasonable expenses incurred by a trustee who is a party to a proceeding in advance of final disposition of the proceeding if:

(a) The trustee furnishes the Association a written affirmation of the trustee's good faith belief that the trustee has met the standard of conduct described in Section 4.0502;

(b) The trustee furnishes the Association a written undertaking, executed personally or on the trustee's behalf, to repay the advance if it is ultimately determined that the trustee did not meet the standard of conduct; and

(c) As determination is made that the facts then known to those making the determination would not preclude indemnification under this Section.

The undertaking required by subsection (b) must be an unlimited general obligation of the trustee but need not be secured and shall be accepted without reference to financial ability to make repayment.

Determinations and authorizations of payments under this Section shall be made in the manner specified in Section 4.0506.

4.0506

Procedure: The Association may not indemnify a trustee unless authorized in a specific case after determination has been made that indemnification of the trustee is permissible under the circumstances because the trustee has met the standard of conduct set forth in Section 4.0502. The determination shall be made by any one of the following procedures:

(a) By the Board of Trustees by majority vote of a quorum consisting of trustees not at the time parties to the proceeding;

(b) If a quorum cannot be obtained under subsection (a), by majority vote of a committee duly designated by the Board of Trustees (in which designated trustees who are parties may participate) consisting solely of two or more trustees not at the time parties to the proceeding;

(c) By special legal counsel:

(i) Selected by the Board of Trustees or its committee in the manner prescribed in subsection (a) or (b); or

(ii) If a quorum of the Board of Trustees cannot be obtained under subsection (a) and a committee cannot be designated under subsection (b), selected by majority vote of the full Board of Trustees (in which selection trustees who are parties may participate), authorization of indemnification and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subsection (c) to select counsel.

4.0507 **Indemnification of Association Employees Other Than Trustees:** An officer of the Association, whether or not a trustee, is entitled to mandatory indemnification under Section 4.0503 and is entitled to apply for court-ordered indemnification under Section 4.0504, in each case to the same extent as a trustee. The Association shall indemnify in advance expenses to an officer, employee, or agent of the Association, whether or not a trustee, to the same extent as to a trustee.

The Association shall also indemnify in advance expenses to an officer, employee, or agent, whether or not a trustee, to the extent, consistent with public policy, that may be provided by general or specific action of its Board of Trustees, the Association's Bylaws or contract.

4.0508 **Liability Insurance:** The Association may purchase and maintain insurance on behalf of an individual who is or was a trustee, officer, employee, or agent of the Association, or who, while a trustee, officer, employee, or agent of the Association, is or was serving at the request of the Association as a trustee, officer, partner, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by the individual in that capacity or arising from the individual status as a trustee, officer, employee, or agent, whether or not the Association would have power to indemnify the individual against the same liability.

4.0509 **Miscellaneous:** The indemnification and advance for expenses provided for does not exclude any other rights to indemnification and advance for expenses that a person may have under a resolution of the Board of Trustees or any other authorization, whenever adopted, after notice, by majority vote of all the voting shares then issued and outstanding.

This Section does not limit the Association's power to pay or reimburse expenses incurred by a trustee, officer, employee, or agent in connection with the person's appearance as a witness in a proceeding at a time when the person has not been named a defendant or respondent to the proceeding.

The provisions of this Section shall be in addition to and not in limitation of any other right of indemnification and reimbursement or limitations of liability to which any trustee or officer may be entitled to as a matter of law.

5.00 BOARD OF TRUSTEES: (Referred to elsewhere in these Bylaws as Board)

5.01 COMPOSITION/VOTING POWER: The Board of Trustees shall consist of: (1) trustees with power to vote and duly elected alternates, including the young physician trustee and alternate elected by the Young Physician Society, resident trustee and alternate elected by the Resident and Fellow Society, and the student trustee and alternate elected by the Medical Student Society each of the alternates without power to vote except when the corresponding Trustee is not in attendance; (2) ex-officio, the president, president-elect, treasurer, immediate past president, all with power to

vote; assistant treasurer without power to vote except when the treasurer is not in attendance; and (3) speaker, vice speaker and the Executive Vice President, all without power to vote.

5.02 **AUTHORITY:** The Board shall be the executive body of the Association with full power to transact any business that emergencies or the welfare of the Association may require and shall perform and exercise all of the rights and duties as specified in this section. The Board of Trustees is accountable to the House of Delegates.

5.0201 **Suspension of Dues-delinquent Major Officeholders:** The Board will declare major officeholders who are delinquent in paying their dues as suspended from the office after February 1, at which time such officers shall sacrifice all rights and privileges of the office until said dues are received in full by ISMA.

5.03 **ELECTION - TRUSTEE AND ALTERNATE:** The Trustees shall be elected by the respective district societies. If any district fails to meet and elect its Trustee(s) or Alternate Trustee(s) by the time of the expiration of the incumbent's term of office, the Executive Vice President of the Association shall cause a special meeting to be called by said district society for the purpose of such election.

5.04 **MEETINGS AND TERMS**

5.0401 **Regular Meetings:** The Board shall meet as follows: (1) At least once each quarter of the calendar year, the time, date and location to be fixed by the Board; (2) On the day preceding the first day of the scientific meetings of the Annual Convention of the Association; (3) On the last day of the Annual Convention of the Association after the adjournment of the House of Delegates; (4) At such other times as necessity may require, subject to the call of the Chairman. It shall hold no meeting that will conflict with any meeting of the House of Delegates. Notice of each regular meeting shall be given at least ten days before such meeting.

5.0402 **Special Meetings:** Special meetings may be called at any time by the Chairman or at the request of seven members of the Board. Notice shall be given at least five days before each special meeting. The notice shall specify the general purpose of and business to be transacted at the meeting.

5.0403 **Quorum:** Twelve members of the Board shall constitute a quorum.

5.0404 **Attendance at Meetings:** If any elected Trustee fails, without reason acceptable to the Board, in any calendar year to attend a majority of the meetings of the Board, said person shall thereby cease to be a Trustee, and the Executive Vice President shall take action in accordance with 5.05.

5.0405 **Meeting Notices:** Notice is given if delivered in person, by telephone, mail or telegram. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to a Trustee (and other persons entitled to notice) at the Trustee's address then appearing on the records of the Association, with postage prepaid, and if given by telegraph, shall be deemed delivered when the telegram is delivered to the telegraph company.

Notice of any meeting and the object of business to be transacted at a meeting of the Board need not be given if waived in writing, or by telegraph, mail, or telephone before, during, or after such meeting. Attendance at any meeting shall constitute a waiver of notice of such meeting except where attendance is for the express purpose of objecting to the transaction of any business because the meeting is unlawfully called or convened.

5.0406 **Terms of Trustees:** Terms of Trustees shall begin with the first meeting of the Board following the final session of the House of Delegates at the Annual Convention. The term of the elected District Trustee shall be for three years with approximately one-third of the total number of

Trustees elected annually (exception, the young physician trustee, student trustee and the resident trustee shall have a one-year term). No Trustee shall be eligible to serve longer than two terms consecutively. The time given to serving an unexpired term shall not be considered in determining the period within which a Trustee may serve consecutively.

5.0407 **Alternate Trustees:** Each Trustee district shall elect an Alternate Trustee whose term of office shall be for three years (exception, the young physician trustee, student alternate trustee and the resident alternate trustee shall have a one-year term). The alternate trustee shall be elected in a year during which the trustee is not elected. No alternate trustee shall be eligible to serve longer than two terms consecutively. The time given to serving an unexpired term shall not be considered in determining the period within which an alternate trustee may serve consecutively.

5.05 **VACANCIES:** In the event of a vacancy occurring from any cause, except expiration of the term of office in the office of a district trustee, the duly elected alternate trustee from the same district shall temporarily assume, on an interim basis, the office of the trustee in that district, until such time as the vacancy is filled by election. In the event of a vacancy in the office of the alternate trustee, the president of the district medical society shall temporarily assume, on an interim basis, the office of alternate trustee until such time as the alternate trustee can resume the duties of that office, or until such time as a new alternate trustee is elected.

In the event vacancies occur in any trustee district in the offices of either the trustee or alternate trustee, the vacancies shall be filled on a permanent basis by an election by the members of the association within the trustee district in which the vacancies occur. A call for such elections shall be issued by the Executive Vice President of the Indiana State Medical Association following a conference(s) with the officers of the district organization. The call shall state the date, time and place of holding the election and shall be sent registered mail to the county secretary, as filed in the Indiana State Medical Association Executive Vice President's office, of each component society within the district. Such call shall be mailed within ten days after the Executive Vice President of ISMA has learned of the vacancies. The election may be held at a regular meeting at which business other than the election may be transacted. Such election shall be within 15 days after the Executive Vice President of the Indiana State Medical Association shall have mailed such call. If an alternate trustee is elected as trustee in such an election, the resultant vacancy in the position of alternate trustee may be filled immediately by election at the same meeting, without further notice.

5.06 **ORGANIZATION AND DUTIES:** Immediately following the conclusion of the Annual Convention, the Board shall organize by electing a Chairman, who shall serve for one year, and a Clerk who, in the absence of the Executive Vice President of the Association, shall keep a record of its proceedings and who in the absence of the Chairman will act as Chairman pro tem.

It shall, through its Chairman, make an annual report to the House of Delegates. The Chairman of the Board shall be elected by secret ballot. The number of terms of the Chairman shall be limited to not more than three in succession. The Chairman of the Board of Trustees shall be an ex-officio member, without vote, of all ISMA commissions and committees.

5.0601 **Election of At-large Members to Executive Committee:** The Board shall, at its meeting following the close of the House of Delegates, elect two members of the Board as at-large members who, with the President, the President-elect, the Immediate Past President, the Chairman of the Board, the Treasurer, the Assistant Treasurer, with the power to vote in the absence of the Treasurer, and ex-officio the Speaker and Vice Speaker without power to vote, shall constitute and be known as the Executive Committee. Members of the Committee shall serve until the next organizational meeting of the Board and until their successors are elected and qualified. The authority and functions assigned by the Board to the Executive Committee shall be reviewed annually at the first regular meeting of the Board of Trustees.

- 5.0602 **Conduction of Business:** The Board shall perform all acts and transact all business for or on behalf of the Association and manage the property and conduct the affairs, work and activities of the Association, except as may be otherwise provided in this Constitution and Bylaws.
- All resolutions and recommendations of the House calling for the expenditure of funds, passed by the House of Delegates, shall be referred to the Executive Committee, which shall determine whether the expenditures are advisable and so inform the Board of Trustees. If the Board of Trustees decides that the expenditure(s) is inadvisable, the Board shall report, at its earliest convenience, to the House of Delegates the reasons for its action.
- In no instance may the Executive Committee or the Board of Trustees fail to implement a mandate of the House of Delegates for reasons other than fiscal impossibility, budgetary restrictions or legal ramifications.
- 5.0603 **Publications:** The Board shall provide for the publication of and determine the editorial policies, in accordance with the policy enunciated by the House of Delegates, of: (1) publications as it may deem expedient, (2) a publication for public information and dissemination, and (3) all proceedings, transactions and memoirs.
- The Board shall provide for and superintend all publications of the Association and shall appoint an editor and an editorial board, as it deems necessary, and fix the amount of their salaries. The proceedings of the Board for the year shall be reported to the House of Delegates at the Annual Convention and be published and distributed to all members immediately preceding the annual convention.
- 5.0604 **Employ Executive:** The Board shall employ the Executive Vice President, and fill any vacancy therein, who shall be the person to manage and direct the activities of the Association under the authority granted by the Board.
- 5.0605 **Financial Reports:** The Board shall have the accounts of the Association audited at least annually.
- 5.0606 **County Visitation, Expenses and Reports:** Each Trustee shall be organizer, peacemaker, and censor for the represented district. The Trustee shall visit the counties in the represented district at least once a year for the purpose of organizing component societies where none exist; for inquiring into the condition of the profession, and for improving and increasing the zeal of the county societies and their members.
- The Trustee shall make an annual report of official work and of the condition of the profession of each county in the represented district. The House of Delegates may take such action, if any, as it deems appropriate, upon such reports. The necessary expenses incurred by such Trustee in the line of the duties herein imposed may be allowed by the Board on a properly itemized statement, but this shall not be construed to include the Trustee's expense of attending the Annual Convention of the Association.
- 5.0607 **Organizing County Societies:** The Board shall make careful inquiry into the condition of the profession of each county in the state and shall have authority to adopt such methods as may be deemed most efficient for building up and increasing the interest in such county societies as already exist, and for organizing the profession in counties where societies do not exist. It shall especially and systematically endeavor to promote friendly relations among physicians of the same locality and shall continue these efforts until every physician in every county of the state who can be made reputable has been brought under medical society influence. In sparsely settled sections, it shall have authority to organize the physicians of two or more counties into societies; and these societies, when organized and chartered, shall be entitled to all the privileges and representation provided herein for county societies, until such counties may be organized separately.

5.0608 **Scientific Work:** The Board shall, through its officers and otherwise, give diligent attention to and foster the scientific work and spirit of the Association, and shall study and strive constantly to make each Annual Convention a stepping stone to future ones of higher interest. The Board shall encourage postgraduate and research work, as well as home study, and shall endeavor to have the results utilized and intelligently discussed in the component county societies.

5.0609 **Interest of the Profession:** The Board shall, in connection with the House of Delegates, consider and advise as to the interests of the profession and of the public in those important matters wherein it is dependent upon the profession, and shall use its influence to secure and enforce all proper medical and public health legislation and to diffuse popular information in relation thereto.

5.0610 **Charters:** The Board shall, upon application, provide and issue charters to component county societies organized to conform to the spirit of this Constitution and Bylaws. The Board shall also provide and issue charters to component societies. Charters are defined in 11.01 and 12.01.

5.0611 **Board of Censors:** The Board shall be the Board of Censors of the Association. It shall consider all questions involving the rights and standings of members whether in relation to other members, to the component societies, or to this Association. All questions of an ethical nature brought before the House of Delegates or the General or Section Meetings shall be referred to the Board without discussion.

It shall hear and decide all questions of discipline affecting the conduct of members of component societies on which an appeal is taken from the decision of an individual Trustee, and its decision in all such matters shall be final.

5.0612 **Review of Commission/Committee Functions/Performance:**
The Board shall review the functions and performance of all ISMA commissions and committees every two years to determine if they are performing adequately, effectively, and efficiently; and the Board may recommend to the House of Delegates changes or dissolution of those commissions or committees which do not appropriately serve the purposes of the Indiana State Medical Association.

5.0613 **Duties of Alternate Trustee:** The duties of the Alternate Trustee shall be to: 1) represent the Trustee District when the regularly elected Trustee is not in attendance, and 2) vote only when the Trustee is not in attendance either in the House of Delegates or in the Board meetings.

6.00 EXECUTIVE COMMITTEE

6.01 COMPOSITION: The Executive Committee shall consist of the President, the President-elect, the Immediate Past President, the Chairman of the Board, two (2) At Large Members elected by the Board, the Treasurer, the Assistant Treasurer, with power to vote in the absence of the Treasurer, and ex-officio the Speaker and Vice Speaker without power to vote. The Executive Committee shall hold its first meeting immediately following the Board meeting held at the close of the last session of the House of Delegates at the Annual Convention, and shall organize by electing its Chairman, from its voting members. If the Executive Committee is unable to select a chairman within thirty (30) days after the final session of the House of Delegates, then a meeting of the Board of Trustees shall be called and a Chairman of the Executive Committee shall be selected by the Board of Trustees. Its Secretary shall be the Executive Vice President of the Association.

6.02 DUTIES: It shall meet with the Executive Vice President on the call of the Chairman, or of any three (3) members to plan and execute such work as may be necessary for the welfare of the Association and the conduct of the Executive Vice President 's office and such other duties as the Board may specify during the intervals between the meetings of the Board, and shall report its actions to the Board. The Executive Committee is accountable to the Board of Trustees.

- 6.0201 **Quorum:** Four (4) voting members of the Executive Committee shall constitute a quorum.
- 6.0202 **Executive Vice President's Salary:** The amount of the Executive Vice President's salary shall be fixed by the Executive Committee on approval of the Board, at least annually.
- 6.03** **BUDGET RESPONSIBILITY:** It shall prepare a budget for the ensuing fiscal year; and all expenditures of the Association, except those otherwise provided for under the Constitution and Bylaws, shall be governed by the budget. No expense not provided for in the budget or otherwise under the Constitution and Bylaws shall be incurred by any officer, commission or committee. A committee, commission or officer may submit a request for funds to meet unusual expenses not included in the annual budget, and the Executive Committee shall have the power, by a two-thirds vote, to amend the budget to provide such funding.
- All recommendations and resolutions calling for expenditure of funds, passed by the House of Delegates, shall be referred to the Executive Committee.
- 6.04** **INVESTMENT SURPLUS FUNDS:** The investment of all surplus funds of this Association shall be under the direct control and management of the Executive Committee, subject to instructions which may be given by the Board. The Executive Committee shall have the right and is encouraged to obtain advice and counsel of recognized financial experts in regard to the discharge of the duties as covered by this section of the Bylaws.
- 6.05** **STUDENT LOANS:** The Executive Committee, with the approval of the Board, shall have the authority to make loans to medical students in accordance with the terms and conditions under which funds are made available for that purpose. Rules and regulations adopted shall be subject to the approval of the Board. The Executive Vice President shall have the duty and responsibility of keeping minutes of all transactions and shall file a copy of such minutes, as well as a copy of all papers pertaining to any applications or loans, in the Headquarters Office of the Association.
- 6.06** **VACANCY:** A vacancy on the Executive Committee shall be filled by an election by the Trustees at the next regular meeting of the Board following the occurrence of such vacancy.
- 7.00** **ORGANIZATION OF ACTIVITIES AND RESPONSIBILITIES**
- 7.01** **CREATION OF COMMITTEES AND COMMISSIONS:** The organization of the Association, the performance of which is not provided elsewhere in the Constitution and Bylaws and is not carried on in the meetings of the Board or of the House of Delegates or by special committees created by the Executive Committee, the Board, or the House of Delegates, may be performed by the following committees and commissions:

7.0101 **The Committees:**

7.010101 Grievance

7.010102 Indiana Medical Education Fund

7.010103 ISMA-Sponsored Continuing Medical Education

7.010104 School Health

7.010105 Family Violence

7.010106 Information Technology

7.0102 **The Commissions:**

7.010201 Commission on Constitution and Bylaws -
Encompasses the field of: Constitution and Bylaws.

7.010202 Commission on Legislation -
Encompasses the fields of: State and Federal Legislation; State and Federal Regulations.

7.010203 Commission on Medical Education -
Encompasses the fields of: Accreditation; Education Programs.

7.010204 Commission on Physician Assistance –
encompasses the fields of: Alcoholism; Drug Abuse; Neuropsychiatric Illness;
Physical Infirmary.

7.010205 Commission on Sports Medicine –
encompasses the field of: Sports Medicine

7.02 **COMMITTEE STRUCTURE:** Except as otherwise stated in the Bylaws, a committee shall consist of not less than five (5) members appointed from the general membership of the Association and shall be appointed annually by the President. The President shall also appoint the Chairman of each committee. The Committee Chairman shall appoint a Vice Chairman.

7.03 **COMMISSION STRUCTURE:** The President may appoint one commission member for each 600 regular members of a trustee medical district, or a major fraction thereof; but in any event, each district shall have one member on each commission.

The original appointees in each commission shall be divided into three groups by lot. The first group shall serve three years; the second, two years; and the third, one year. Thereafter, each incoming President shall appoint members of each commission to fill the vacancies resulting from the expiration of the terms of members, and such appointments shall be for three years. The President shall also appoint members to fill the unexpired term where any vacancy occurs through death, resignation or otherwise.

The President may appoint a maximum of four (4) At-Large members, one of whom may be a resident physician, for a term of one year, with the right to vote, to each commission. The President shall appoint the Chairman of each commission. The Commission Chairman shall appoint a Vice Chairman.

In addition to the above-mentioned appointments, the Commission on Medical Education shall maintain in its membership a faculty member of the Indiana University School of Medicine, who is a member of the Association of Indiana Directors of Medical Education (AIDME), appointed annually by the President upon recommendation of the Chairman of the Commission.

- 7.04** **EX-OFFICIO MEMBERS:** The President, President-elect, Executive Vice President, Speaker, Vice-Speaker of the House and the Chairman of the Board of Trustees shall be ex-officio members of all committees and commissions without voting rights where their inclusion on the committee or commission is not otherwise provided for in these Bylaws.
- 7.0401 **Past Presidents:** The three (3) most recent past presidents are ex-officio, non-voting members of the Commission on Legislation.
- 7.05** **REMOVAL OF MEMBERS:** The President shall have the power, with the approval of the Board, to remove any member of a committee or commission where such member, for any reason, does not or cannot work at attempting to perform the duties pertaining to membership on such committee or commission.
- 7.06** **QUORUM:** Unless otherwise specified, one-third of the voting membership of a committee or commission shall constitute a quorum.
- 7.07** **TERMS:** Unless otherwise provided in the Bylaws, no member of a commission shall serve on the same commission more than two consecutive terms, but this shall not prevent the member from serving more than two terms if the term of another member intervenes. The time given to the serving of an unexpired term shall not be considered in determining the period within which a member may serve consecutively.
- 7.08** **INITIAL MEETING:** Within sixty days after the meeting of the Annual Convention, the President may call all commissions and committees into a joint meeting in order to give a statement of the duties and responsibilities of all committees and commissions, call special attention to any immediate problems confronting the Association, and assign such problems of parts thereof to appropriate committees and commission. The commissions may provide for such sub-commissions within the separate commissions as they may deem advisable. Each committee or commission shall have the right to call upon other committees, commissions, or members of the profession for counsel and advice with respect to its work.
- 7.09** **COORDINATION OF ACTIVITIES:** Each committee and commission shall have the privilege and is encouraged to have joint meetings with any existing committee or commission for the purpose of coordinating activities to make them more effective in the medical service of the public and the intent of the Association.
- 7.10** **DUTIES AND RESPONSIBILITIES:** Each committee and commission shall have the duty and responsibility of keeping constantly and currently informed on the matters within the area of its special interest and activity; of studying the conditions within that area with the purpose of finding possibilities for improvement; of finding the best solutions it can to the specific problems referred to it; of contributing in its area to the achievements of the Association as a whole in the protection and improvement of the health of the whole human family; and of making all its efforts useful by passing on to the Association in the most effective manner possible the results of its studies and activities in its own area of special interest. Each commission and committee shall submit to the House of Delegates an annual written report of its studies, findings and activities.
- 7.1001 **Grievance Committee:** The duties of this committee shall be to receive complaints, appeals, or suggestions from physicians or lay persons concerning professional conduct. It shall attempt to find the facts regarding any matter brought to its attention through procedures proper and appropriate to that end, and shall attempt to adjust differences between patients and physicians. It

may, if it believes the facts justify, cite a member of the Indiana State Medical Association to the Board of the Indiana State Medical Association. It shall, subject to the approval of the Board, revise its set of rules and regulations governing its procedure and official actions.

7.1002 **Indiana Medical Education Fund Committee:** The purpose of this committee shall be to promote, develop and improve medical education in the Indiana University School of Medicine for the general benefit of the entire public by obtaining and using funds from private sources to accomplish that result. The funds collected will be deposited in a trust and at periodic intervals, the committee shall make a distribution from the trust to be used by the Indiana University School of Medicine.

The Indiana Medical Education Fund Committee shall consist of eight persons, five of whom shall be from the Indiana State Medical Association, appointed by the President thereof, and shall be voting members. The other three members (the Dean, or the Dean's designee, of the Indiana University School of Medicine; the President of the Indiana State Medical Association; and the Executive Vice President of the Association, who shall also act as Secretary) shall be ex-officio and nonvoting.

The five members shall serve staggered three-year terms to insure continuity. The actions of this committee shall be certified to the Board of Trustees. Each year a report of the committee's activities, including a financial accounting report of the fund itself as administered by the trustee, shall be annually reported to the House of Delegates.

7.1003 **ISMA - Sponsored Continuing Medical Education Committee:** The duties of this committee shall be as follows: Review and approve the CME mission of the ISMA on an annual basis; provide periodic review of the overall CME program in terms of its correlation with the CME mission program effectiveness, and activity quality; participate in the CME program self-assessment process; provide advice on the overall direction of the ISMA with reference to the changes in the continuing medical education thrust; review the needs assessment data and activity development; assist in the identification of needs of the physician target audience; recommend activities and specific topics; review proposed agendas and learning objectives to assure their validity in terms of predetermined needs and match with the CME mission statement, overall compliance with adult learning theories; and in compliance with the essentials and standards of the ACCME; recommend appropriate and qualified faculty; and budgetary review of the CME program.

7.1004 **School Health Committee:** The duties of this committee shall be to develop, assist, coordinate, expand and improve the health of school-aged children in Indiana.

7.1005 **Family Violence Committee:** The duties of this committee shall be as follows: Educate, as mandated in ISMA policies, Indiana's physicians, medical students, other health personnel, and the public regarding the standardized universal medical screening process involving victim identification, appropriate assessment, and referral; advocate on behalf of ISMA for all victims of family violence through participation in public awareness and health promotion education; coordinate the medical response with local, state, and national organizations by promoting appropriate joint activities; and participate in appropriate activities in coordination with other ISMA committees and commissions, in accordance with Section 7.09 of this Constitution and Bylaws.

7.1006 **Information Technology Committee:** The duties of this committee shall be as follows: Educate ISMA members on the full potential of the Internet and information technology; strive to constantly improve and update the use of the Internet and information technology within the ISMA; promote the effective use of the Internet and information technology as a communication and educational tool for ISMA members, other health care professionals, patients, and consumers; and promote policy related to the Internet and information technology as it pertains to medicine in Indiana.

7.1007 **Commission on Constitution and Bylaws:** The Commission on Constitution and Bylaws shall keep in contact with the developments and changes in procedures in carrying on the work of this Association; shall suggest revisions necessary to keep the Constitution and Bylaws always in accord with the practices and procedures best adapted to the functioning of the Association; and shall keep the practices and procedures of the Association consistent with the provisions contained in the Constitution and Bylaws--to the end that all members of the profession, by reference to the Constitution and Bylaws, will be able to obtain accurate information regarding procedure and practice within the Association, and that hampering of such procedure and practice by obsolete provisions in the Constitution and Bylaws be avoided.

Amendments passed by the House of Delegates become effective immediately and are submitted to the Commission on Constitution and Bylaws for implementation.

7.1008 **Commission on Legislation:** The Commission on Legislation shall study all legislation, regulations and regulatory proposals, both state and national, and all local legislative and regulatory trends and movements, as to their affect upon the practice of medicine and the protection of the public health; shall keep the profession informed at all times concerning the matters within its area of responsibility; shall conduct investigations of legislative and regulatory proposals; and shall maintain liaison with members of the State Legislature and the United States Congress, state regulatory agencies whose scope and charge may affect the practice of medicine and the public health and welfare and with the legislative and regulatory activities of the American Medical Association.

It shall strive to implement and make effective the legislative and regulatory proposals adopted by the Association but shall not abrogate its responsibility within the scope of this charge for want of a specific mandate from the House.

7.1009 **Commission on Medical Education:** The Commission on Medical Education shall maintain liaison with, and be of assistance to medical schools and the Medical Licensing Board. It shall keep in contact with, and endeavor to assist in improving and maintaining high quality undergraduate, graduate, and continuing medical education within the state. The Commission on Medical Education shall serve as the Indiana State Medical Association state's accrediting body to accredit institutions and organizations for the presentation of intrastate continuing medical education programs.

7.10010 **Commission on Physician Assistance:** The Commission on Physician Assistance shall develop a program to recognize, treat and rehabilitate physicians who are in need of assistance because of neuropsychiatric illness, physical infirmities, or alcohol and other substance dependence. The Commission will encourage informal and formal referral of all physicians in need of assistance to component county medical society screening committees.

The ISMA Commission on Physician Assistance is organized pursuant to Indiana's Peer Review Act as set forth at I.C. 34-4-12.6-1 et al, and claims all the rights, privileges, confidentiality and immunities provided therein.

7.10011 **Commission on Sports Medicine:** The Commission on Sports Medicine shall provide liaison between the Indiana State Medical Association and various athletic organizations. The commission will research issues and make recommendations in a variety of areas relating to sports medicine in our state, in an attempt to improve the medical care of Indiana athletes and related personnel.

7.11 **TRAVEL REIMBURSEMENT:** ISMA will reimburse commission and committee members at the rate currently allowed by the IRS for mileage driven to attend ISMA commission and committee meetings. This does not include any expense of attending same during the Annual Convention.

8.00 **RECIPROCIITY OF MEMBERSHIP WITH OTHER STATE SOCIETIES**

To broaden professional fellowship, this Association is ready to arrange with other state medical associations for an interchange of certificates of membership so that members moving from one state to another may avoid the formality of reelection.

9.00 **REFERENDUM**

9.01 **GENERAL AND SPECIAL MEETINGS:** Providing a quorum is present (150 members, Section 3.0403 of these Bylaws), a general or special meeting of the Association may, by a two-thirds vote of the members present, order a general referendum on any question pending before the House of Delegates; and when so ordered, the House of Delegates shall submit such question to the members of the Association who may vote by mail or in person, and if the members voting shall comprise a majority of all members of the Association, a majority vote shall determine the questions and be binding on the House of Delegates.

9.02 **GENERAL REFERENDUM:** The House of Delegates may, by a two-thirds vote of its members, submit any question before it to a general referendum, as provided in the preceding paragraph, and the result shall be binding on the House of Delegates.

10.00 **THE SEAL**

The Association shall have a common Seal, with the power to break, change, or renew same at pleasure.

11.00 **COUNTY SOCIETIES**

11.01 **CHARTERS:** All county societies now in affiliation with this Association or those which may hereafter be organized in this state, which have adopted principles of organization not in conflict with this Constitution and Bylaws, or those of the American Medical Association, shall on application receive a charter from and become a component part of this Association. The acceptance or retention of this charter shall be regarded as a pledge on the part of said component society to conduct itself in harmony with the letter and spirit of this Constitution and Bylaws and other rules and resolutions of this Association.

Charters shall be issued only upon approval of the Board and shall be signed by the President and Executive Vice President of this Association. The Board shall have the authority to revoke the charter of any component society whose actions are in conflict with the letter and spirit of this Constitution and Bylaws or those of the AMA.

11.0101 **Conflicting Societies:** With the exception of the component Student Medical Society and the component Resident and Fellow Society and the component Young Physician Society, only one component medical society shall be chartered in any county. Where more than one component county society exists, friendly overtures and concessions shall be made, with the aid of the Trustee for the district if necessary, and all of the members brought into one organization. In case of failure to unite, an appeal may be made to the Board, which shall decide what action shall be taken.

11.02 **MEMBERSHIP QUALIFICATIONS:** Each component county society shall be judge of the qualifications of its own members, but, as such societies are the only portals to regular membership in this Association, every reputable and legally registered physician who holds a degree of Doctor of Medicine, a degree of Bachelor of Medicine, or a degree of Doctor of Osteopathy and who holds a valid, unrestricted license to practice medicine and surgery in Indiana shall be eligible for membership.

Provided, however, that each component county society may deny membership in such society for infraction or violation of any law relating to the practice of medicine or of the Constitution and Bylaws of such society, the Constitution and Bylaws of the Indiana State Medical Association, the Constitution and Bylaws of the American Medical Association, or for a violation of the Principles of Medical Ethics of the Indiana State Medical Association; and may, after due notice and hearing, censor, suspend or expel any member for any such infraction. Before a charter is issued to any component county society, full and ample notice and opportunity shall be given to every physician in the county to become a member.

11.03 **RIGHT OF APPEAL:** Physicians who may feel aggrieved by the action of the society of their county in refusing them membership, or in suspending or expelling them, shall have the right to appeal to the Board whose decision shall be final. In hearing appeals, the Board may admit oral or written evidence as in its judgment will best and most fairly present the facts. In case of every appeal, both as a Board and as individual Trustees in district and county work, efforts at conciliation and compromise shall precede all such hearings.

11.04 **MEMBERSHIP TRANSFER:** When members in good standing in a component society move to another county in this state, their names shall be transferred without cost to the roster of the component county society into whose jurisdiction they move, provided the transfer is approved by majority vote of the membership of said society to which the transfer is proposed. Physicians who have the major part of their practice in a county other than the county in which they reside may hold membership in the component county society of their residence or in the component county society of the county in which they have the major part of their practice. However, a physician shall not hold active memberships in more than one component county society at the same time.

11.05 **DIRECTION OF PROFESSION:** Each component society shall have general direction of the affairs of the profession in its county, and its influence shall be constantly exerted for bettering the scientific, moral and professional status of every physician in the county; and systematic efforts shall be made by each member, and by the society as a whole, to increase the membership until it embraces every qualified and honorable physician in the county.

11.06 **SELECTION OF DELEGATES:** In advance of the annual convention of this Association, each component county society shall elect delegates and alternate delegates to represent it in the House of Delegates of this association. The secretary of the society shall send a list of such delegates and alternate delegates to the Executive Vice President of this association annually, at least 45 days prior to the annual convention at which such delegates are to serve. In the event that a component county society is unable to seat a full delegation from its elected delegates and alternate delegates, the secretary of the county society may certify other qualified members of the component county society to be seated as replacement delegates.

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11.07 **SECRETARIAL DUTIES:** The Secretary of each component society shall keep a roster of all its members and of the non-affiliated registered physicians of the county, in which shall be shown the full name, address, college and date of graduation, date of license to practice in this state, and such other information as may be deemed necessary. In keeping such a roster, the Secretary shall note any changes in the personnel of the profession by death, or by removal to or from the county; and in making the required annual report, the Secretary shall be certain to account for every physician who has lived in the county during the year.

The Secretary of each component society shall prepare and send to the Trustee of the Secretary's district a quarterly report briefly stating the activities of the Secretary's component county society including meetings, programs, changes in officers and personnel or membership. A copy of this quarterly report to the Trustee shall also be sent to the Executive Vice President of the Indiana State Medical Association. The Indiana State Medical Association shall supply each County Secretary with a form for these reports.

- 11.08** **FISCAL YEAR AND DUES:** The fiscal year of the Association shall be from January 1 to December 31 of the same calendar year. The dues shall be collected by the calendar year and be payable in advance. Unless collected by the Indiana State Medical Association, the secretary of each component society shall forward the dues for the society to the Executive Vice President of this Association and shall furnish the Indiana State Medical Association Headquarters with a roster of officers, members, and a listing of non-affiliated physicians of the county, on or before January 1 of each year, and shall promptly report thereafter the names of any new members elected to membership in the society, and promptly forward to the Executive Vice President of this Association the dues for such members.

The dues and the rights and benefits of all members shall be as provided in 1.00 *et seq.* of the Bylaws.

- 11.09** **FAILURE TO PAY DUES:** Any component county society which fails to pay dues or make the report required by January 15 of each year shall be delinquent. Any component county society which fails to pay dues or make the report by March 1 shall be held suspended and none of its members or delegates shall be permitted to receive any of the publications of the Association or participate in any of the business or proceedings of the Association or of the House of Delegates until such requirements have been met.

- 11.10** **SECRETARY DIRECTION:** Each component county society shall be held responsible for the faithfulness in the performance of duty on the part of its Secretary in making reports and remitting dues to the Association.

- 11.11** **CONSTITUTION AND BYLAWS:** Each component society shall have its own Constitution and Bylaws which shall not be in conflict with the Constitution and Bylaws of this Association or of the American Medical Association.

An up-to-date copy thereof shall be filed with the Executive Vice President of the Indiana State Medical Association not later than May 1 of each calendar year; or where such copy is on file and no change has been made, it shall then be sufficient to file a certificate to that effect with the Executive Vice President.

12.00 **OTHER COMPONENT SOCIETIES**

- 12.01** **CHARTERS:** All component societies now in affiliation with this Association and those which may hereafter be organized in this state, which have adopted principles of organization not in conflict with this Constitution and Bylaws, or those of the American Medical Association, shall receive a charter from and become a component part of this Association. The acceptance or retention of this charter shall be regarded as a pledge on the part of said component society to conduct itself in harmony with the letter and spirit of this Constitution and Bylaws and other rules and resolutions of this Association. Charters shall be issued only upon approval by the Board and shall be signed by the President and Executive Vice President of this Association. The Board shall have the authority to revoke the charter of any component society whose actions are in conflict with the letter and spirit of this Constitution and Bylaws or those of the AMA.

12.02 **CONSTITUTION AND BYLAWS:** Each component society shall have its own Constitution and Bylaws, which shall not be in conflict with the Constitution and Bylaws either of this Association or the American Medical Association. An up-to-date copy thereof shall be filed with the Executive Vice President of the Indiana State Medical Association not later than May 1 of each calendar year, or where such copy is on file and no change has been made, it shall then be sufficient to file a certificate to that effect with the Executive Vice President.

12.03 **RESIDENT AND FELLOW SOCIETY (RFS)**

12.0301 **Composition:** Residents enrolled in Accreditation Council for Graduate Medical Education (ACGME) and American Osteopathic Association (AOA)-accredited programs in the state of Indiana shall be eligible to join the Resident and Fellow Society with all rights and privileges as a regular member of ISMA. Any member of this society shall be eligible to hold office. There shall be only one RFS.

All Resident physicians who hold membership in the Resident and Fellow Society or the County and District Medical Societies, shall be required to hold membership in the Resident and Fellow Society of the Indiana State Medical Association and the County and District Medical societies, with the County Medical Society membership to be held in the county in which the resident lives or works.

12.0302**Organization:** The Resident and Fellow Society will hold an annual meeting with the election of appropriate officers, four delegates and four alternate delegates to the ISMA House of Delegates, appropriate delegates and alternate delegates to the Resident Physicians Section of the AMA, and a resident trustee and alternate trustee to the ISMA Board of Trustees. The term of office for the trustee and alternate trustee shall be for one year.

12.0303**Secretarial Duties:** The Secretary of the RFS component society shall keep a roster of all its members in which shall be shown the full name, address, college and date of graduation, date of license to practice in this state, and such other information as may be deemed necessary.

12.0304**Dues:** Resident and Fellow Society members shall pay one time state dues as determined by the ISMA Executive Committee, and these dues will cover their dues obligation for the entire training period. RFS members shall be exempt from paying county, district and state dues from July to December of the year in which they become a member. Any subsequent dues for county and district societies shall be determined by those societies. Dues shall be collected in accordance with ISMA Bylaws. No relief of dues shall be possible.

12.04 **MEDICAL STUDENT SOCIETY**

12.0401**Composition:** Medical students actively enrolled in an accredited medical school in Indiana are members of this society with all rights and privileges as described in 1.0104.

12.0402**Organization:** The Medical Student Society will hold an annual meeting with the annual meeting with the election of its Governing Council, four delegates and four alternate delegates to the ISMA House of Delegates, appropriate delegates and alternate delegates to the Medical Student Section of the AMA, and a trustee and alternate trustee to the ISMA Board of Trustees. The term of office for the trustee and alternate trustee shall be for one year.

12.0403 **Resolutions:** All resolutions shall be introduced at its annual meeting and approved by the ISMA-MSS Governing Council, prior to submission to the ISMA House of Delegates.

12.0404 **Subscription to ISMA publications:** Medical Student members may subscribe to ISMA publications at the current rate determined periodically by the Board of Trustees. Student delegates and alternates are to receive ISMA publications free of charge.

12.405.1 **Dues:** Medical Student members shall be assessed no dues.

12.05 YOUNG PHYSICIAN SOCIETY

12.0501 **Composition:** All ISMA members under the age of 40 and/or in the first five years of practice, shall be eligible to join the Young Physician Society with all rights and privileges of membership in the ISMA. Any member of this Society shall be eligible to hold office.

12.0502 **Organization:** The Young Physician Society will hold an annual meeting with the election of appropriate officers, to include four voting delegates and four alternate delegate to the ISMA House of Delegates, appropriate delegates and alternate delegates to the Young Physician Section of the AMA, and a trustee and alternate trustee to the ISMA Board of Trustees. The term of office for the trustee and alternate trustee shall be for one year.

12.0503 **Secretarial Duties:** The Secretary of the Young Physician Society shall keep a roster of all its members, in which shall be shown the full name, college date of graduation, date of license to practice medicine in this state, and other such information as they may deem necessary.

12.0504 **Dues:** Members of the Young Physician Society shall pay dues to the ISMA the same as any other regular member, which shall entitle the member to full rights and privileges of ISMA membership. These dues shall be collected in accordance with the ISMA Bylaws. The Young Physician Society may set its own membership fee for membership in the Young Physician Society.

13.00 TRUSTEE DISTRICT MEDICAL SOCIETIES

13.01 **COMPOSITION:** A Trustee District Medical Society, hereinafter called the district society, shall be a society whose members consist of the members of the county medical societies in the counties which constitute the trustee district.

13.02 **NUMBER OF DISTRICTS:** The state shall be divided into thirteen (13) trustee districts with boundary lines by county and number of each district to be as follows:

First District - Posey, Vanderburgh, Warrick, Spencer, DuBois, Perry, Pike and Gibson.

Second District - Knox, Daviess, Martin, Monroe, Owen, Greene and Sullivan.

Third District - Crawford, Harrison, Floyd, Clark, Scott, Washington, Orange and Lawrence.

Fourth District - Jackson, Jennings, Jefferson, Switzerland, Ohio, Dearborn, Ripley, Decatur, Bartholomew, Brown.

Fifth District - Clay, Vigo, Vermillion, Parke and Putnam.

Sixth District- Shelby, Rush, Fayette, Franklin, Union, Wayne, Henry and Hancock.

Seventh District- Morgan, Johnson, Marion and Hendricks.

Eighth District- Madison, Delaware, Randolph, Jay and Blackford.

Ninth District- Fountain, Montgomery, Boone, Hamilton, Tipton, Clinton, Tippecanoe, Warren, Benton, White, Newton and Jasper.

Tenth District- Porter and Lake.

Eleventh District- Carroll, Howard, Grant, Wabash, Miami, and Cass.

Twelfth District- Wells, Adams, Whitley, Allen, Noble, Huntington, DeKalb, LaGrange, Steuben and Kosciusko.

Thirteenth District- Pulaski, Fulton, Marshall, Starke, LaPorte, St. Joseph and Elkhart.

13.03 **CONSTITUTION AND BYLAWS:** Each district society shall adopt a Constitution and Bylaws, which shall not conflict with the Constitution and Bylaws of the Indiana State Medical Association

or those of the American Medical Association, and only one district society shall exist within any one trustee district. The authorized district society in each trustee district shall receive a charter from the Indiana State Medical Association, and the Secretary of the district society shall have custody of the charter.

13.04 **OFFICERS:** Each district society shall organize by electing a President, a Secretary and a Treasurer and Trustee(s) and Alternate Trustee(s) as the current Trustee(s) term and Alternate Trustee(s) term for the district expires, and such others as may be provided for in its Constitution and Bylaws. The offices of Secretary and Treasurer may be held by the same physician. The Trustee(s) shall continue to have the same duties and terms as are set forth in the Constitution and Bylaws of this Association.

13.05 **TRUSTEE ALLOCATION:** Each district society shall have one Trustee and one Alternate Trustee for each 600 regular members or major fraction thereof, but in any event each district shall have one Trustee and one Alternate Trustee. The term of each trusteeship newly created by the numerical growth of a district shall begin at the organizational meeting of the Board immediately following the adjournment of the final session of the House of Delegates at the Annual Convention, in accordance with 5.0406 and 5.06.

13.06 **DUES:** The dues of the district society, in an amount fixed by the district society to meet the society needs, shall be collected by the Secretaries of the component county societies, or by the Indiana State Medical Association, and delivered to the Treasurer of the district society. The Secretary of each district society shall report to the office of the Indiana State Medical Association the names and addresses of the members of the district society, together with a copy of the minutes of each meeting of the district society.

13.07 **MEETINGS:** Each district society shall meet at least once each year at a time and place to be fixed by the district society. On or before January 1 of each year, each district society shall notify the headquarters of the Indiana State Medical Association of the time and place of the annual district meeting for that year; but if no such notification has been received in the headquarters on or before the January meeting of the Board, the Trustee shall fix the time and place of the district meeting, and notice of such meeting shall be sent to the members of the county medical societies in such district.

13.08 **NOTIFICATION TO HEADQUARTERS**

13.0801 **Election of Trustee or Alternate:** Whenever a district society is to elect a Trustee and/or Alternate, the headquarters office of the Indiana State Medical Association shall so notify the individual members of such district society not later than six weeks in advance of said election date.

13.0802 **Agenda for Meeting:** The district society shall send to the headquarters office a copy of its program showing the time and place of its meeting and early enough so that the headquarters office may notify all members within the district of the meeting at least thirty (30) days prior to the meeting date.

14.00 **MEDICAL DEFENSE - MEDICAL DEFENSE ADMINISTRATION, AUTHORITY AND PROCEDURES**

14.01 **ADMINISTRATION:** The administration of this entire section shall be entrusted to the ISMA Board of Trustees which shall have full authority to develop rules and procedures and make reports as it may deem appropriate. Any matter not specifically addressed in this section shall be left to the discretion of the Board of Trustees.

14.02 **POLICY AND PURPOSE:** It shall be the policy of ISMA that this section of the Bylaws shall only be used as authority to involve ISMA in medical defense and/or counter-suit litigation that is

of such a nature that the issues presented are of significant concern and impact on the practice of medicine as a whole. In no event shall this section be construed as authority or obligation for ISMA to hire attorneys and pay expenses on behalf of an individual member. However, the Executive Committee is empowered to expend funds for attorneys and other experts who may be required in the pursuit of litigation that may have an impact on the practice of medicine as a whole.

14.03 **ELIGIBILITY - REQUEST FOR ISMA INVOLVEMENT:** Before a request for ISMA involvement will be considered by the ISMA Board of Trustees, the following conditions should be met:

- (a) The physician making the request should be an ISMA member in good standing.
- (b) A written request for ISMA involvement in medical defense and/or countersuit litigation should be sent to the Board of Trustees detailing the facts of the case as well as why the issues involved are of such a nature that they impact on the practice of medicine as a whole.
- (c) A written statement of support from the physician's component county medical society should accompany the request for ISMA involvement.

15.00 **MISCELLANEOUS**

15.01 **DIVISION OF FEES:** This Association does not countenance or tolerate fee-splitting, division of fees, or commission paying directly or indirectly; and any member found guilty shall be expelled from membership.

15.02 **FIFTY YEAR CLUB:** The Fifty Year Club is an honorary club and should not be confused with the classification of Senior Member (1.010201). Fifty Year Club membership shall be officially recognized annually. Eligibility for honorary membership in the Club includes:

- (a) Shall have practiced medicine for fifty (50) years;
- (b) Shall have been a member of a component county medical society for at least a portion of those fifty years; and
- (c) Shall have been approved for Fifty Year Club membership by a county medical society.

16.00 **PARLIAMENTARY PROCEDURE**

The deliberations of this association shall be governed by the fourth edition of *The Standard Code of Parliamentary Procedure* when not in conflict with this Constitution and Bylaws and when not in conflict with special rules of procedure that may be adopted by the various deliberative bodies within the association.

17.00 **AMENDMENTS**

17.01 **BYLAWS AMENDMENTS:** These Bylaws may be amended by resolution as in 3.020701(b), which shall be treated as any other proposed amendment, at any meeting of the House of Delegates by a majority vote of all the voting members present. Amendments to the Bylaws must be submitted to the Association 60 days in advance of the meeting. These amendments must be presented to the Commission on Constitution and Bylaws prior to the meeting and are eligible for passage after lying on the table for one day.

17.02 **OTHER:** Any other Bylaw amendment presented to the House of Delegates will not be eligible for consideration by the House of Delegates unless two-thirds majority of the House of Delegates votes to consider the amendment as presented.

17.03 **AMENDMENT IMPLEMENTATION:** Amendments which are passed by the majority of the House become effective immediately and shall be submitted to the Commission on Constitution and Bylaws for implementation.

18.00 **MEDICAL ETHICS**

18.01 **PRINCIPLES:** The Principles of Medical Ethics of the American Medical Association shall govern the conduct of members in their relations to each other and to the public.

AMERICAN MEDICAL ASSOCIATION PRINCIPLES OF MEDICAL ETHICS

Preamble:

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

- I. A physician shall be dedicated to providing competent medical service with compassion and respect for human dignity.
- II. A physician shall deal honestly with patients and colleagues, and strive to expose those physicians deficient in character or competence, or who engage in fraud or deception.
- III. A physician shall respect the law and also recognize a responsibility to seek changes in those requirements which are contrary to the best interests of the patient.
- IV. A physician shall respect the rights of patients, of colleagues, and of other health professionals, and shall safeguard patient confidences within the constraints of the law.
- V. A physician shall continue to study, apply and advance scientific knowledge, make relevant information available to patients, colleagues, and the public, obtain consultation, and use the talents of other health professionals when indicated.
- VI. A physician shall, in the provision of appropriate patient care, except in emergencies, be free to choose whom to serve, with whom to associate, and the environment in which to provide medical services.
- VII. A physician shall recognize a responsibility to participate in activities contributing to an improved community.

INDIANA STATE MEDICAL ASSOCIATION

CONSTITUTION

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CONSTITUTION

ARTICLE I - TITLE AND DEFINITION

The name of this organization is the Indiana State Medical Association. It is the confederacy of Indiana component medical societies.

ARTICLE II - PURPOSES

The Indiana State Medical Association shall diligently serve its members so that they can better care for their patients and the public and thereby add to the quality and comfort of life. The goals of the Association to accomplish this mission are:

- A. Organize the medical profession in Indiana and to unite with other medical societies to participate in the American Medical Association;
- B. Commit to the active support of medical education at all levels in order to advance medical knowledge and medical science;
- C. Represent members' interest in the governmental, public, and private sectors;
- D. Inform physicians and the public about health care issues;
- E. Promote effective freedom of choice for patients, physicians, and the public; and
- F. Protect its members and their patients from imposition.

ARTICLE III - COMPONENT SOCIETIES

Component societies are those county, district, or other medical societies specified in the Bylaws, contained within the state of Indiana which hold charters from this Association.

ARTICLE IV - MEMBERS

The Indiana State Medical Association is composed of individual members of component medical societies and others as shall be provided in the Bylaws.

ARTICLE V - HOUSE OF DELEGATES

The legislative and policy-making body of the Association is the House of Delegates composed of elected representatives and others as provided in the Bylaws. The House of Delegates shall transact all business of the Association not otherwise specifically provided for in the Constitution and Bylaws and shall elect the officers of the Association, except Trustees, Alternate Trustees, and the Executive Vice President, as otherwise provided in the Bylaws.

(2)

ARTICLE VI - OFFICERS

The officers of the Association shall be a President, President-elect, Immediate Past President, Treasurer, Assistant Treasurer, Speaker, Vice Speaker, Trustees, Alternate Trustees, and the Executive Vice President. Their qualifications and terms of office shall be provided in the Bylaws.

ARTICLE VII - BOARD OF TRUSTEES

The Board of Trustees is composed of Trustees and Alternate Trustees, elected by the component district medical societies, the Young Physician Society, the Resident and Fellow Society, and the Medical Student Society, the President, President-elect, Immediate Past President, Treasurer, Assistant Treasurer, Speaker, Vice Speaker, and the Executive Vice President. The members of the Board of Trustees shall have the power to vote as prescribed in the Bylaws.

ARTICLE VIII - CONVENTION

The House of Delegates and the general scientific program shall be convened annually and at such other times as deemed necessary or as provided in the Bylaws, in cities recommended by the Board of Trustees and approved by the House of Delegates.

ARTICLE IX - FUNDS, DUES AND ASSESSMENTS

Funds may be raised by annual dues or by assessment of the active members on recommendation of the Board of Trustees and after approval by the House of Delegates, or in any other manner approved by the Board of Trustees as provided in the Bylaws.

ARTICLE X - AMENDMENTS

The House of Delegates may amend this Constitution at any convention provided the proposed amendment shall have been introduced at the preceding annual convention and provided two-thirds of the voting members of the House of Delegates vote approval and provided that it shall have been published twice during the year and distributed to each of the members.

(3)