

Bylaws of the American Society of Medical Association Counsel

1. **NAME:** The name of this organization shall be the American Society of Medical Association Counsel.
2. **OBJECTIVES:** The objectives of this Society shall be to advance the learning and skills of those attorneys who serve as counsel to the medical profession.

3. ELIGIBILITY:

3.1. Full Members: Full membership in this Society shall be limited to persons who are attorneys currently admitted to practice before the highest court of any state or the District of Columbia, and/or have graduated with a J.D. or LL.B. degree from a law school approved by the American Bar Association, and

- a. are substantially and regularly engaged as in-house counsel in the service of a city, county or state medical association or society within the federation of the American Medical Association (AMA), or of any state or national medical specialty society meeting the criteria for representation in the House of Delegates of the AMA, or other national medical association or in any other employment capacity for such association or society regardless of whether legal services are provided; or
- b. are representing or counseling a state medical association or society within the federation of the AMA, or any state or national medical specialty society meeting the criteria for representation in the house of delegates of the AMA, or other national medical association as outside counsel, or doing a substantial amount of work for a medical association or society, or substantially engaged in representation of physicians and physician interests.

3.2 Associate Members: Individuals who satisfy one of the two following criteria shall be eligible for Associate Membership in the Society:

- a. A law student interested in health law; or
- b. An employee of the AMA, or of any county or state medical association or society within the federation of the AMA, or of any state or national medical specialty society meeting the criteria for representation in the House of Delegates of the AMA, or other national medical association whose job responsibilities include advocacy.

3.3. Emeritus Members: Emeritus membership in this Society shall be limited to individuals who were active Society members, but are now retired and wish to become emeritus members.

4. MEMBERSHIP APPLICATIONS:

4.1 Initial Membership Applications: Except as set forth below, all applications for initial membership shall be sponsored by an officer of ASMAC, a city, county or state medical association or society within the federation of the AM A, or any state or national medical specialty society meeting the criteria for representation in the House of Delegates of the AM A, or other national medical association. The initial applicant and the applicant's Sponsor shall attest on a form approved by the officers that the applicant is eligible for membership under these bylaws. However, if the initial applicant is an attorney employee of an association or society listed in this paragraph, no Sponsor attestation is required. Law student applicants shall apply using the process prescribed by the Society officers.

4.2 Membership Renewal Applications: No sponsorship is required for applicants seeking membership renewal. Renewing members must attest on a form approved by the officers that he or she continues to be eligible for membership under these bylaws.

4.3 Applications shall be reviewed by the president or his/her designee and approved by the officers. The officers, in their discretion, may also admit an attorney who meets all of the following conditions: has been a member for at least three years; previously had requisite sponsorship; and continues to engage in substantial representation of physician interests. All attorneys meeting the requirements of these bylaws shall be granted membership subject to payment of annual dues.

4.4 Change in Circumstances, Non-Compliance with Membership Qualifications. Members are required to inform ASMAC immediately upon a change in status that would cause the member to no longer be eligible for membership under these bylaws.

4.5 Membership Actions by Officers: The officers are required to notify any member upon learning facts that indicate the member is no longer eligible for membership under these bylaws. The officers shall take action to terminate the member's membership if such facts are found to be true. In case of any dispute regarding eligibility for membership, the member may request that the full

membership be informed of the facts and make any final decision regarding the matter.

5. RIGHTS: All members may attend meetings, vote and hold office, except that Emeritus and Associate members may not hold office and Associate members may not vote on amendments to these Bylaws. Each member shall be entitled to one vote and must be present at any meeting at which voting takes place. This attendance requirement does not apply to voting by mail ballot as provided in section 12.

6. OFFICERS:

6.1 ELECTIONS AND TERMS:

The Society shall have a President, Vice-President, Immediate Past President, Secretary and Treasurer, who except for the immediate Past-President, the officers shall be elected annually at the Society meeting held at or around the time of the American Medical Association Annual Meeting. The President shall preside at all meetings and shall oversee the affairs of the Society during his/her tenure. In the event the President is unable to act, the Vice-President shall assume the duties of the President. Officers shall serve one-year terms commencing January 1 after their election.

6.2 NOMINATING COMMITTEE; NOMINATION OF OFFICERS:

The President, after consultation with the other officers, shall appoint a nominating committee of no less than three persons. The Immediate Past President, if available and willing to serve, shall be one of the three committee members, and have right of first refusal to serve as chair. The Nominating Committee shall nominate one person for each officer position to be filled at the annual election meeting.

If they are available and willing to serve, the presumption shall be that the current Vice President will be nominated for President, the current Secretary shall be nominated for Vice President, and the current Treasurer will be nominated for Secretary. Further nominations may be taken from the floor at the meeting at which the officers are elected. No member of the Nominations Committee may be nominated for an officer position as a member of the Committee unless there are no other qualified candidates willing and available to serve.

6.3 VACANCIES IN OFFICE

(A) Automatic Elevation of Officers. In the event an officer position, other than that of the Immediate Past President, becomes vacant for any reason before completion of the officer's regular term, the officers holding

positions below the vacant position shall be elevated into the next higher position. The order of elevation to the next higher officer's position shall be Treasurer to Secretary, Secretary to Vice-President, and Vice-President to President.

(B) Appointment and Ratification of Interim Officer. After automatic elevation by the officer(s) to fill a vacancy or vacancies, the President shall fill any remaining vacancy(ies), after consultation with the other officers, by appointment of an interim officer or officers. The interim officer(s) shall serve until the next meeting of the members, at which time the members shall elect an individual to serve out the remainder of the term for that office.

7. INDEMNIFICATION and INSURANCE: The Society shall defend and indemnify Officers acting in good faith and within the scope of their duties to the full extent allowed by law. The Society may purchase directors and officers liability insurance.

8. COMMITTEES: The members, upon a motion at any meeting, or the President may provide for the establishment of any committee, and such committee shall be appointed by the President unless other provision for appointment is made by the members.

9. TERMINATION: Members shall automatically cease to be members in the event that the association or society sponsoring their participation revokes such sponsorship or upon non-payment of dues. Membership may also be revoked by a two-thirds vote of the members present and voting.

10. MEETINGS: The Society shall hold at least one meeting annually, at a time and place designated by the President, who shall notify the members, either at a meeting of the Society or by mail.

11. CONFIDENTIALITY: No member shall disclose any matter or information which is presented at any meeting in confidence, except when required by law. A member shall assert the attorney-client privilege or other lawful objections to disclose when available under the law, in order to protect the rights, confidence and work product of members and clients.

12. DUES: There shall be annual dues which may be assessed in an amount determined by the officers and approved by vote of the members. Members may, by motion and vote, provide for the levying of assessments necessary to the purposes of the Society, and if no such provision is made, then direct expenses attributable to any meeting of the Society shall be borne proportionally by those attending or agreeing to attend such meeting.

13. AMENDMENTS: These bylaws may be amended or repealed by a two-thirds vote of the active members present at any meeting of the Society, notice of such proposed meeting and changes having been sent in writing to the active members 15 days before such meeting, or by a two-thirds vote of the active members by a 30-day mail ballot. Such mail ballots shall be initiated by the President upon the petition of any six active members.