

# 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 (ASMAC).
2. **OBJECTIVES:** The objectives of this Society shall be to advance the learning and skills of members who serve as counsel to and advocate for physicians.
3. **ELIGIBILITY FOR MEMBERSHIP:**
  - 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, the District of Columbia, Puerto Rico, or any United States territory, and/or have graduated with a J.D. or LL.B. degree from a law school approved by the American Bar Association, and meet one of the following criteria:
    - (A) In-House Counsel – attorneys who are substantially and regularly engaged as in-house counsel in the service of a city, county or state or national medical association or other society within the federation of the American Medical Association (AMA); or
    - (B) Outside Counsel – attorneys who are representing or counseling a city, county, state or national medical association or other society within the federation of the federation of the AMA; or
    - (C) Physician Counsel - attorneys who are substantially and regularly engaged in legal 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) Student: A law student interested in health law; or
    - (B) Physician Advocate: A non-attorney employee of any city, county, state, or national medical association or other society within the federation of the AMA 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 APPROVAL:** All members must submit an initial application for membership. The Board of Directors shall establish an application and review process for determining membership eligibility under these bylaws. Applicants seeking membership under 3.1.b, 3.1.c and 3.2 must provide evidence of eligibility.
5. **RIGHTS OF MEMBERS:**
  - 5.1 **Voting Rights:** All members may attend meetings and vote on matters before the Society except when voting pertains to changes to the bylaws. Only Full and Emeritus

Members are eligible to vote on amendments to these bylaws. Each member shall be entitled to one vote.

**5.2 Right to hold office:** Only Full members may be elected to serve in Officer and Board of Directors positions.

**5.3 Termination:** Members shall automatically cease to be members in the event that they no longer meet the eligibility criteria. Membership shall also be revoked for nonpayment of dues.

**6. DUES:** Annual dues shall be established or changed only by a majority vote of Society members present and entitled to vote at any scheduled meeting of the Society provided that written notice (email or traditional mail) of the proposed dues schedule has been sent to the membership at least thirty (30) days prior to the meeting.

**7. OFFICERS:** The Society shall have a President, Immediate Past President, President-Elect, Secretary and Treasurer. The positions of Secretary and Treasurer shall be filled by the same person.

**7.1 President.** The President of the Society 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 President-Elect shall assume the duties of the President.

**7.2 Immediate Past President.** The Immediate Past President shall serve as an advisor to the President, represent the President, when necessary, chair the Nominating Committee, and assist with other duties as assigned by the President.

**7.3 President-Elect.** The President-Elect shall assist the president as needed and oversee other duties as assigned by the President or the board. In the President's absence, the President-Elect shall perform the duties of the President.

**7.4 Secretary.** The Secretary shall be responsible for ensuring compliance with organizational filings, record management, and member notifications. The Secretary shall ensure that historical records are being maintained in compliance with record retention requirements.

**7.5 Treasurer.** The Treasurer shall be responsible for overseeing the general financial management of the organization's finances and ensure compliance with financial record retention requirements.

**8. BOARD OF DIRECTORS:** The Society shall have a Board of Directors consisting of the Officers, up to three At-Large Board members, and the Society's Executive Director.

**8.1 Election and Terms:**

(A) Officers. The Officers will be elected at the Society's annual meeting and serve one-year terms, with their terms commencing on January 1 following their election.

(B) At-Large Board Members shall be elected at the Society's annual meeting and serve two-year terms commencing on January 1 following their election. The terms of the At-Large Board members should be staggered when possible.

(C) The Executive Director shall be a non-voting member of the Board of Directors.

**8.2 General Powers.** The Board of Directors are fiduciaries of ASMAC and shall be responsible for supervision and direction of the Society's affairs, including but not limited to adopting policies and managing the Society's funds.

**8.3 Regular Meetings.** The Board of Directors shall meet at least quarterly. Board meetings may be conducted virtually or in person.

**8.4 Quorum.** A majority of the voting Board of Directors shall constitute a quorum at any meeting of the Board. The act of a majority of Board Members present at a meeting shall be the act of the Board.

**8.5 Notice of Meeting.** Notice of any meeting of the Board of Directors shall be given at least seven (7) days in advance either by email or by United States mail to the Directors' address of record.

**8.6 Committees.** The Board of Directors may establish committees and grant authority to such committees as it determines necessary.

**8.7 Resignation.** An Officer or Director may resign at any time by giving written notice to the President and the Executive Director.

## **9. NOMINATION OF OFFICERS AND DIRECTORS:**

**9.1 NOMINATING COMMITTEE.** The Immediate Past President, if available and willing to serve, shall have the right of first refusal to serve as Chair. If the Immediate Past President declines to serve, the President shall appoint the Chair of the Nominating Committee. The Chair of the Nominating Committee, in consultation with the President, shall appoint a Nominating Committee of no less than three persons.

### **9.2 NOMINATION GUIDELINES.**

(A) **ELEVATION OF OFFICERS:** Officers, if available and willing to serve, shall be nominated for the next officer position annually.

- The **Immediate Past President** will rotate off the Board of Directors.
- The **President** will be nominated for the position of Immediate Past President.
- The **President-Elect** will be nominated for the position of President.
- The **Secretary/Treasurer** will be nominated for the position of President-Elect.

(B) **NOMINATION OF OFFICERS AND BOARD MEMBERS.** The Nominating Committee shall present a list of nominees (one person for each open position) to the Board of Directors at least thirty (30) days prior to the date of election. No member of the Nominating Committee may be nominated for a Board position unless there are no other qualified candidates willing and available to serve.

(C) **ADDITIONAL NOMINATIONS:** Nominations for Board of Directors positions may be taken from the floor during the meeting.

**9.3 VACANCIES IN OFFICE.** In the event an Officer's position becomes vacant before the completion of his/her regular term, the position shall be temporarily filled by majority vote of the Board of Directors. In the event an At-Large Board of Director's position becomes vacant before completion of his/her regular term, the position may be temporarily filled by majority vote of the Board of Directors. Positions may be filled by an existing Board member or by an interim appointee who meets the qualifications for office. The interim Officer or At-Large Board member shall serve in the appointed capacity until the next Society annual meeting.

- 10. INDEMNIFICATION AND INSURANCE:** The Society shall defend and indemnify Directors 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.
- 11. MEETINGS OF MEMBERS:** The Society shall hold at least one meeting annually for the purposes of electing Officers and Directors in accordance with these bylaws and for the transaction of other business. Notice of meetings shall be provided at least thirty (30) days before the proposed meeting date, either by email or in writing to the members' mailing address. These meetings may be held in person, virtually, or in hybrid format.
- 12. AMENDMENTS:** These bylaws may be amended or repealed by a two-thirds (2/3) vote of the Full and Emeritus members present at any meeting of the Society so long as written notice (email or United States mail) of the proposed meeting and changes have been provided at least thirty (30) days before such meeting.

Approved: June 10, 2024  
Annual Business Meeting, Chicago, IL