

**WASHINGTON STATE MEDICAL ASSOCIATION**

**BYLAWS**

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1

**ARTICLE I—NAME**

2 The name of this Association shall be the Washington State Medical Association.

3

**ARTICLE II—OBJECT**

4 The object of this Association shall be to promote the art and science of medicine, to protect and  
5 improve the health of the public, and to serve and provide leadership for the membership of this  
6 Association, allied health professionals, and the public.

7

**ARTICLE III—MEMBERSHIP**

8 Section 1. Classes of Membership.

9 The membership of this Association shall be composed of:

- 10 a. Active Members
- 11 b. Active-Limited Members
- 12 c. Honorary Members
- 13 d. Retired Members
- 14 e. Military Members
- 15 f. Resident Members
- 16 g. Medical Student Members
- 17 h. Physician Assistant Student Members
- 18 i. Physician Assistant Members
- 19 j. Direct Members
- 20 k. Affiliate Members

21

22 A member shall be in a class of membership comparable to that in the member's component  
23 county society, provided that the member meets the qualifications of this Association. For a  
24 direct member or where the component county society does not have a comparable class of  
25 membership, the Membership Credentials Committee shall be the judge of qualification for  
26 class of membership. A member who meets the qualifications in more than one class of  
27 membership shall select one class of membership.

28 Section 2. Active Members.

29 An active member shall be one who:

- 30 a. holds the degree of Doctor of Medicine, Doctor of Osteopathy, or Bachelor of Medicine which  
31 has been issued by an institution accepted by the Washington State Medical Quality Assurance  
32 Commission or the Board of Trustees of the Washington State Medical Association;
- 33 b. holds a license to practice medicine in the State of Washington, or is practicing in the state of  
34 Washington with a federal waiver (i.e. military physicians) or in a type of practice exempt from

- 1 statutory requirements for licensing (i.e. research, administration, etc.). However, members must  
2 be eligible for medical licensure in Washington;
- 3 c. resides or practices in the State of Washington;
  - 4 d. in the case of unified component county society, maintains membership in the component county  
5 society;
  - 6 e. abides by the Principles of Ethics of the Washington State Medical Association; and
  - 7 f. does not practice or claim to practice any school or system of sectarian medicine or healing.
- 8

9 An active member shall have all the rights and privileges of membership, including but not  
10 limited to the right to register at sessions of this Association, to attend and participate in general  
11 meetings held therein, to vote, to hold office, and to receive a subscription to this Association's  
12 official publication. An active member shall be subject to the payment of full dues and  
13 assessments.

14 Section 3. Active-Limited Members.

15 An active-limited member shall be one who is otherwise qualified for active membership and  
16 who limits the practice of medicine to less than 20 hours per week. An active-limited member  
17 shall have all the rights and privileges of an active member. An active-limited member shall be  
18 subject to payment of 55 percent of the dues and assessments.

19 Section 4. Honorary Members.

20 An honorary member shall be one who is not otherwise qualified for active membership, who is  
21 distinguished by outstanding service or achievement in the profession or the community, who is  
22 recommended for honorary membership by a component county society, and who is elected to  
23 honorary membership by the Board of Trustees of this Association. An honorary member shall  
24 have all the rights and privileges of an active member except the right to vote and hold office.  
25 An honorary member shall not be subject to payment of dues or assessments.

26 Section 5. Retired Members.

27 A retired member shall be one who has been qualified for active membership, who has retired  
28 from active practice, and who has been a member in good standing in one or more constituent or  
29 component associations of the American Medical Association for twenty-five years. A retired  
30 member shall have all the rights and privileges of an active member. A retired member shall not  
31 be subject to payment of dues and assessments.

32 Section 6. Military Members.

33 A military member is a physician who possesses all of the qualifications of active membership,  
34 except that a license to practice medicine in Washington State is not required, who is in active  
35 service with a branch of the United States armed forces, and who does not engage in private

1 practice. A military member shall have all the rights and privileges of an active member. A  
2 military member is eligible to receive the same dues discount as he/she receives from his/her  
3 component county medical society.

4 Section 7. Resident Members.

5 A resident member shall be one who is otherwise qualified for active membership, and who is a  
6 resident, fellow or other physician engaged in formal postgraduate medical training in an  
7 institution approved by the Council on Medical Education of the American Medical  
8 Association, except that a license to practice medicine is not required. A resident member shall  
9 have all the rights and privileges of an active member. Resident dues shall be established by the  
10 Board of Trustees.

11 Section 8. Medical Student Members.

12 A medical student member shall be one who is a full-time student of a medical school in the  
13 state of Washington accredited to grant the degree of Doctor of Medicine or Doctor of  
14 Osteopathy, and who is making satisfactory progress toward the attainment of that degree. A  
15 medical student member shall have all the rights and privileges of an active member, except the  
16 right to vote, or to hold office other than as a Student Trustee and Student Section Delegate or  
17 Alternate to the House of Delegates. Medical Student Member dues shall be established by the  
18 Board of Trustees.

19 Section 9. Physician Assistant Student Members.

20 A physician assistant student member shall be one who is a full-time student in the University of  
21 Washington School of Medicine MEDEX Northwest physician assistant training program. A  
22 physician assistant student member shall have all the rights and privileges as a physician  
23 assistant member. Physician assistant student membership dues shall be established by the  
24 Board of Trustees.

25 Section 10. Physician Assistant Members.

26 A physician assistant member shall be one who is licensed by the Medical Quality Assurance  
27 Commission. A physician assistant member shall have all the rights and privileges of an active  
28 member, except the right to vote or to be an officer; however, a Physician Assistant who is a  
29 delegate to the House of Delegates may vote while carrying out the function of the position.  
30 Physician assistant dues shall be determined by the Board of Trustees.

1 Section 11. Direct Members.

2 Any member in the preceding Article III, Section 2 - 8 who is not under the jurisdiction of a  
3 unified component society or who is not a member of a component county society shall be  
4 known as a direct member.

5 Section 12. Affiliate Members.

6 An Affiliate Member shall be one whose spouse is a member of the WSMA, and who elects to  
7 become an Affiliate Member of this association. Affiliate Members shall have all the rights and  
8 privileges of an active WSMA member, except the right to vote or to hold office. Affiliate  
9 Members' dues shall be established by the Board of Trustees.

10

11 Section 13. Election to Membership.

12 An applicant shall be elected to membership when a component county society or the WSMA  
13 Credentials Committee has determined that the qualifications for membership are met. A  
14 component county society shall be the sole judge of the qualifications of its members. There  
15 may be different qualifications for membership in a component county society, but only  
16 members of the component county society who meet the qualifications required by these  
17 Bylaws are members of this Association. For direct membership in this Association, the  
18 Credentials Committee shall be the judge of the qualifications of applicants. An applicant  
19 receiving a negative decision from the Credentials Committee may request that the committee  
20 reconsider the application. An applicant receiving a negative reconsideration decision from the  
21 Credentials Committee may appeal to the Board of Trustees of this Association. Appeals to the  
22 Board of Trustees are limited to considering issues of substantive or procedural due process, and  
23 whether the committee's decision was arbitrary and capricious. The Board of Trustees will not  
24 consider appeals based on new or additional information. The decision of the Board of Trustees  
25 shall be final.

26

27 Section 14. Cessation/Revocation of Membership

28 A member shall cease to be a member of this Association when:

- 29 a. the member is in arrears with respect to dues and assessments for six months or more;
- 30 b. the member ceases to meet the qualifications as provided in these Bylaws;
- 31 c. the component county society has for disciplinary reasons removed the member from  
32 membership in the component county society, provided that appeals and appropriate  
33 hearings have been completed or the time for appeal has elapsed; or

1 d. the Board of Trustees of this Association has voted to remove the member from  
2 membership, provided that appeals and appropriate hearings have been completed or the  
3 time for appeal has elapsed.

4 Section 15. Discipline.

5 A member may be expelled, suspended, censured, or otherwise disciplined for cause, provided  
6 that written notice of the charges is served, that at least ten days is allowed to prepare a defense,  
7 and that a hearing is held on those charges at which there is a full opportunity to hear the  
8 defense, to present witnesses and other evidence and to cross-examine witnesses and to rebut  
9 evidence presented to sustain the charges. However, a member who is in arrears with respect to  
10 dues and assessments for six months or more may be dropped from membership without giving  
11 notice or holding a hearing as above provided. Disciplinary jurisdiction lies with the component  
12 county society for their members, and, in the case of direct members, or when the component  
13 county society fails to act, with the Board of Trustees.

14  
15 A member against whom disciplinary action has been voted shall have the right to appeal to the  
16 Judicial Council of this Association and eventually, if such a member is a member of the  
17 American Medical Association, to the Judicial Council of the American Medical Association  
18 under such rules as those two bodies may adopt. However, the disciplinary action shall be  
19 suspended while such appeal or appeals are pending, or until the time for such appeal shall have  
20 elapsed, if no appeal be taken. If appeal be taken, and if the appellant unreasonably delays the  
21 appeal and does not timely prosecute the same, then, to prevent further delay, a date may be  
22 fixed when such disciplinary action and decision shall become effective notwithstanding such  
23 appeal.

24 **ARTICLE IV—COMPONENT SOCIETIES AND SECTIONS**

25 Section 1. Component Societies.

26  
27 A component society or section is a medical organization in the State of Washington  
28 recognized by this Association as representative of a segment of the medical profession.  
29 There shall be three types of component societies and sections: component county societies,  
30 specialty society sections, and special sections defined in these Bylaws.

31  
32 Section 2. Component County Societies.

33  
34 A component county society is a medical organization representing the medical profession in  
35 a geographic area encompassing one or more counties. A unified county society is one in  
36 which its Bylaws mandate its allopathic members to be members of this Association and its  
37 Osteopathic members to be members of this Association and/or the Washington Osteopathic

1 Medical Association. A decision by a component county society to amend its bylaws in order  
 2 to change its status from a non-unified to a unified county society must be recommended by  
 3 the Board of Trustees and decided by the House of Delegates. A decision to cease  
 4 recognition of a unified county society as a unified county society must be recommended by  
 5 the Board of Trustees and decided by the House of Delegates following the process provided  
 6 in Section 6 of this Article.

7 Section 3. Specialty Societies.

8 A specialty society section is an organization of physicians in the state of Washington  
 9 representing a recognized medical or surgical specialty. Such organizations must have at least  
 10 100 members of this association, or have at least 50 percent of its members belong to this  
 11 association if the specialty society has fewer than 100 members. The specialty society sections  
 12 are the Washington State Society of Allergy and Immunology, Washington State Society of  
 13 Anesthesiologists, Washington Chapter of American College of Emergency Physicians,  
 14 Washington Academy of Eye Physicians and Surgeons, Washington Academy of Family  
 15 Physicians, Washington State Chapter of American College of Physicians - American Society of  
 16 Internal Medicine, Washington Association of Neurological Surgeons, Washington Section  
 17 American College of Obstetricians and Gynecologists, Washington State Obstetrical  
 18 Association, Washington State Orthopedic Association, Northwest Academy of  
 19 Otolaryngology, Washington State Society of Pathologists, American Academy of Pediatrics  
 20 Washington State Chapter, Washington State Society of Physician Medicine and Rehabilitation,  
 21 Washington Society of Plastic Surgeons, Washington State Psychiatric Association, Washington  
 22 State Radiological Society, Washington Chapter American College of Surgeons, Washington  
 23 Thoracic Society, Washington State Urology Society, Washington State Dermatology  
 24 Association, Northwest Association of Occupational and Environmental Medicine, Washington  
 25 State Chapter American College of Cardiology, Washington State Medical Oncology Society,  
 26 Pacific Northwest Gastroenterology Society, Washington Society of Addiction Medicine,  
 27 Washington State College of Rheumatology, Washington State Medical Directors Association,  
 28 Infectious Diseases Society of Washington, Washington State Neurological Society, and the  
 29 Washington Public Health Officers Society.

30 Section 4. Special Sections.

31 The special sections defined in these Bylaws shall be as follows:

- 32 a. the Young Physician Section is composed of physician members of this Association who are  
 33 either: (i) under 40 years of age or within the first eight (8) years of professional practice after  
 34 residency and fellowship training.
- 35 b. the Resident Section is composed of resident members of this Association;
- 36 c. the Student Section is composed of medical student members of this Association;
- 37 d. the Retired Physicians Section is composed of retired members of this Association;

- 1 e. the Physician Assistant Section is composed of physician assistant members of this
- 2 Association; and
- 3 f. the Osteopathic Section is composed of osteopathic physicians and surgeons who are
- 4 members of this Association.

5  
6 Section 5. Charters.

7  
8 An application for recognition of a new component society or section or a request for  
9 combining, separating or discontinuing an existing component society or section shall be  
10 considered by the Board of Trustees and referred to the House of Delegates; if the House of  
11 Delegates approves, a charter shall be issued.

12  
13 All charters issued by this Association shall be signed by the President and the Secretary-  
14 Treasurer and shall state, among other things:

- 15 a. the name of the society or section, which name shall include the name of the county or
- 16 counties over which the society will have geographic jurisdiction, the name of the
- 17 specialty society, or the name as defined in these Bylaws; and
- 18 b. that the authority and rights of the component society are limited specifically by the
- 19 provisions of these Bylaws.

20  
21 Section 6. Charter Revocation.

22  
23 The Board of Trustees may, in its discretion, recommend that the House of Delegates revoke  
24 the charter of or suspend any or all of the rights and privileges of a component society or  
25 section, which, in the opinion of the Board:

- 26 a. fails willfully or negligently to pay prior to the ensuing January 1, an assessment, regular
- 27 or special, levied on it;
- 28 b. fails to investigate any charges preferred against any of its members, which, if true,
- 29 would be cause for discipline, or fails to institute or to conduct in a proper manner
- 30 disciplinary proceedings where a complaint has been filed in proper manner and form;
- 31 c. fails to execute a disciplinary sentence imposed on a member as a result of disciplinary
- 32 proceedings;
- 33 d. willfully refuses or fails to obey or follow any policy, rule of conduct, or course of action
- 34 regularly and validly enunciated by the House of Delegates, whether appearing in the
- 35 Bylaws or by resolution; or
- 36 e. commits any act which is contrary to or inconsistent with the objects of this Association.

37  
38 The Board of Trustees shall recommend revoking a charter or suspending any or all of the  
39 rights of a component society or section only if:

- 40 a. a hearing is held at which the accused society or section has a full and complete
- 41 opportunity to be heard in its own defense;

- 1 b. at least two weeks prior to the hearing, notice is given the affected society or section as to
- 2 the time and place of the hearing and as to the alleged derelictions of the society or
- 3 section which will be the subject of the hearing; and
- 4 c. two-thirds or more of the Board of Trustees vote to recommend suspension of the
- 5 affected society's or section's rights or privileges, or to recommend revocation of the
- 6 charter of the affected society or section.

7

8 The Board in its recommendation shall provide a summary of its deliberations and may

9 provide conditions under which the affected society or section will be restored to good

10 standing in this Association. The affected component society or section may submit a

11 written response to the Board's recommendation. The Association shall circulate to the

12 Delegates the Board's recommendation and these additional materials at least two weeks

13 before the next session of the House of Delegates.

14

15 The House of Delegates at its next session shall vote on the recommendation of the Board of

16 Trustees and the decision of the House of Delegates in the matter shall be final.

17 Section 7. Limitations.

18 A component society or section is subject to the following limitations:

- 19 a. insofar as the Constitution or Bylaws of a component society or section conflict with or are
- 20 inconsistent with the Bylaws of this association, the Bylaws of this association shall prevail;
- 21 b. a component society or section may admit to membership or continue in such membership
- 22 only those as are qualified for membership in this association; and
- 23 c. no component society or section shall adopt any rule, regulation, or bylaw which is
- 24 inconsistent with the provisions of the Bylaws of this Association, nor shall any component
- 25 society or section take any action or adopt any policy which may be inimical to the best
- 26 interests of this association.

27 Section 8. County and Specialty Society Membership Records.

28 The secretary-treasurer, or comparable officer, of each component county society or specialty

29 society section shall keep a record of its members. Such record shall include, but not be limited

30 to, the member's full name, address, date of birth, professional education and training with dates

31 of graduation, and membership classification. Component county societies shall also notify this

32 association of any change in a member's status and address. In addition, component county

33 societies which collect dues and assessments for the WSMA and the AMA shall forward such

34 funds to the WSMA by the 10<sup>th</sup> day of each month.

1 Section 9. Applicant’s Choice of Society.

2 Members are encouraged to belong to the component county society having jurisdiction where  
3 they practice or reside. However, nothing in these Bylaws shall prohibit a member from joining  
4 a society of his choice or from belonging to more than one component county society. In such  
5 instances where a member belongs to more than one component county society, his  
6 membership, for the purpose of determining the number of delegates, shall be credited to the  
7 component county medical society through which his WSMA dues are paid. In the case of the  
8 member paying WSMA dues directly, his membership shall be credited to the component  
9 county society in which his preferred mailing address is located unless the member notifies this  
10 association otherwise.

11 Section 10. Transfer of Membership.

12 When a member transfers from one component county society to another, he shall be required to  
13 present a transfer card or letter from the former society certifying that his dues to this  
14 Association have been paid in full, and that he is otherwise in good standing in the component  
15 society from which he is transferring. He/she must assume such financial obligations as shall be  
16 deemed proper by the component society to which he transfers.

17 Section 11. Membership in New Societies.

18 In the event a new component society is formed and issued a charter, all members of this  
19 Association within that jurisdiction automatically become members of that society, unless they  
20 choose otherwise as provided in Section 9.

21 **ARTICLE V—OFFICERS AND ELECTIONS**

22  
23 Section 1. The officers and the terms of office shall be:

24	President	one year
25	President-Elect	one year
26	Immediate Past President	one year
27	1 <sup>st</sup> Vice President	one year
28	2 <sup>nd</sup> Vice President	one year
29	Secretary-Treasurer	one year
30	Assistant Secretary-Treasurer	one year
31	Speaker of the House of Delegates	one year
32	Vice Speaker of the House of Delegates	one year
33	Ten Trustees-at-Large	one year
34	Four East District Trustees	two years
35	Four West District Trustees	two years
36	Large County Society Trustees	one year

1	Young Physician Trustee	one year
2	Resident Trustee	one year
3	Student Trustee	one year
4	AMA Delegates	two years
5	AMA Alternate Delegates	two years

6 Section 2. AMA Delegates.

7 This Association shall elect the delegates and alternates to the American Medical Association as  
8 it is entitled.

9 Section 3. Nominations.

10 At a meeting of the Board of Trustees held more than 90 days preceding the annual session, the  
11 President, with the approval of the Board of Trustees, shall appoint a nominating committee  
12 composed of one member from each of the state’s Congressional districts to be selected for  
13 two-year terms designated such that one-half of the terms expire each calendar year. The  
14 Immediate Past President will be a member of the committee and not represent any  
15 Congressional district and shall be the Chair of the committee for one year only. It shall be the  
16 duty of this committee to nominate at least one candidate for each officer and elected committee  
17 member to be elected at the annual meeting. The names of the nominees selected shall be  
18 submitted to the Central Office of the Association at least 30 days prior to the annual session  
19 and distributed to every elected delegate. Additional nominations from the floor will be  
20 permitted.

21 Section 4. Elections.

22 The officers and elected committee members shall be elected by the House of Delegates at the  
23 final meeting of the annual session, except that the office of President shall be filled by the  
24 President-Elect and the office of Immediate Past President shall be filled by the President.  
25 Election shall be by ballot unless there is only one nominee for an office in which case the  
26 election shall be by acclamation. For offices with multiple positions, election shall be by class,  
27 not by individual position. Each nominee receiving a majority vote shall be declared elected.  
28 Remaining nominees shall be placed on a subsequent ballot and the same procedure followed.  
29 If on any two consecutive subsequent ballots, no nominee receives a majority of the votes, the  
30 nominee receiving the least number of votes shall be dropped. Subsequent ballots shall follow  
31 the same procedures, until each position is filled by majority vote. Not more than two of the  
32 Trustees-at-Large shall be elected from any one component county society. The term of office  
33 is as described in these Bylaws or until the successors are elected, and the term of office shall  
34 begin at the close of the annual session at which they are elected, except AMA delegates and  
35 alternates, the conditions of whose terms of office shall be as provided by the American Medical  
36 Association.

1 Section 5. Trustee-at-Large.

2 No member shall be eligible to serve more than eight years as Trustee-at-large, district trustee,  
3 large county society trustee or combination thereof.

4 Section 6. Vacancies.

5 If, before the expiration of the term for which he was elected, the President or President-Elect  
6 dies, resigns, is removed, or becomes disqualified, the 1<sup>st</sup> Vice President shall succeed to the  
7 office vacated, with all the prerogatives and duties pertaining to the office as though he/she had  
8 been elected President or President-Elect, in the first instance. Vacancies created by the death,  
9 resignation, or removal of other officers or elected committee members and vacancies in  
10 contingencies not herein provided for shall be filled by appointment by the President with the  
11 approval of the Board of Trustees for the un-expired portion of the term, or, in the case of  
12 vacancy in an office whose term of office is more than one year, until the next session of the  
13 House of Delegates, at which time the House shall elect a successor for the un-expired portion  
14 of the term.

15 Section 7. Trustee Districts.

16 The component county societies representative of the medical profession in the counties stated  
17 below are designated as the trustee district indicated:

18

19 East District: Lincoln, Okanogan, Douglas, Chelan, Grant, Asotin, Walla Walla, Franklin,  
20 Garfield, Columbia, Spokane, Ferry, Stevens, Whitman, Adams, Kittitas, Klickitat, Benton,  
21 Yakima and Pend Oreille.

22

23 West District: King, Kitsap, Clallam, Pierce, Lewis, Clark, Cowlitz, Wahkiakum, Whatcom,  
24 Thurston, Mason, Pacific, Skamania, San Juan, Snohomish, Island, Grays Harbor, Jefferson and  
25 Skagit.

26

27 Two District Trustees shall be elected from each of the two districts at each annual meeting to  
28 provide for staggered terms.

29 Section 8. Large County Society Trustees.

30 A component county society with an active WSMA membership of 1000 is entitled to an At-  
31 Large-Trustee for each additional 1000 WSMA members or fraction thereof.

32

**ARTICLE VI—MEETINGS**

1 Section 1. Annual Meeting.

2 This Association shall hold an annual session at such place as the House of Delegates may  
3 designate and on such days and at such times as the Board of Trustees may determine.

4 Section 2. Rights of the Members to Participate.

5 All members of this Association may attend, and may participate in the annual session held by  
6 this Association. Members may also attend meetings of the House of Delegates, except when  
7 the House of Delegates is in executive session, and with the consent of the House of Delegates  
8 such member acting as an individual or as a representative of a group, may have the privilege of  
9 the floor.

10 Section 3. Registration Required.

11 Registration is required before a member can attend and participate in proceedings or activities  
12 of the annual session, under such procedure as the Secretary-Treasurer may prescribe.

13 **ARTICLE VII—HOUSE OF DELEGATES**

14 Section 1. House of Delegates.

15 All powers of this Association shall be vested in the House of Delegates, including the right to  
16 interpret corporate status of the Association and function as an unincorporated body, except as  
17 provided in Article XII and Article XVI, which shall have authority to determine the policies of  
18 this Association, including but not limited to the power to amend the Bylaws, and elect the  
19 officers and the elected committee members.

20 Section 2. Meetings.

21 The regular meeting of the House of Delegates shall be held during the annual session of this  
22 Association. The House of Delegates shall meet on the first and last day of the annual session,  
23 and may meet on other days. Special meetings of the House of Delegates shall be called by the  
24 President upon the written request of fifteen members of the House of Delegates or by majority  
25 vote of the Board of Trustees; the purpose of the special meeting shall be stated in the call.

26 Section 3. Composition.

27 The House of Delegates shall be composed of members in good standing who are delegates  
28 representing the component county societies, delegates representing specialty society sections,  
29 delegates representing the special sections defined in these Bylaws, and the members of the  
30 Board of Trustees of this Association. Selection of delegates and alternates shall be as described

1 in the Bylaws or rules of the component society or section; in the event of vacancies the  
2 component society or section shall provide for filling the vacancy by appointment or otherwise  
3 such that each component society or section shall have a full delegation.

4 Section 4. Number of Delegates.

- 5 a. Each component county society shall be entitled to one delegate and one alternate for each  
6 fifty members, or fraction thereof, of the component county who are active or active limited  
7 members of this Association, as of August 1.
- 8 b. Each specialty society section shall be entitled to one delegate and one alternate.
- 9 c. Each special section defined in these Bylaws shall be entitled to one delegate and one  
10 alternate.
- 11 d. Each delegate and alternate must be a member of this Association.
- 12 e. Each component society or section may elect delegates or alternates from among any of the  
13 eligible classes of membership.

14 Section 5. Speaker and Vice-Speaker of the House of Delegates.

15 The Speaker of the House of Delegates or the Vice Speaker of the House of Delegates shall  
16 preside over the House of Delegates.

17 Section 6. Secretary-Treasurer.

18 The Secretary-Treasurer shall be responsible for recording the proceedings of the House of  
19 Delegates, and shall cause a summary of the proceedings to appear as soon as practicable in the  
20 official publication of this Association.

21 Section 7. Quorum of the House of Delegates.

22 A majority of the members of the House of Delegates shall constitute a quorum.

23 Section 8. Reference Committees.

24 The Speaker of the House of Delegates shall appoint from among its members such reference  
25 committees to which reports and resolutions may be referred as may expedite the business of the  
26 House of Delegates. Such reference committees shall be limited to three members and may  
27 include committees on credentials, resolutions, annual reports, place of annual sessions, tellers  
28 and judges of election, and such other committees as may be expedient.

29 Section 9. Special Committees.

30 The House of Delegates may appoint committees composed of any members of the Association  
31 for special purposes or it may provide for such committees and authorize the appointment of

1 members by the Speaker. Such committees shall report to the House of Delegates and members  
2 of such committees may participate in discussion and debate relative to their reports but unless  
3 committee members are delegates they shall not have the right to vote.

4 Section 10. Memorials and Resolutions.

5 No memorial or resolution can validly be issued in the name of this Association unless adopted  
6 by the House of Delegates. Except as provided in this section, all proposed resolutions must be  
7 submitted to the Secretary-Treasurer of this Association not later than thirty days before the next  
8 annual meeting of the House of Delegates and the Secretary-Treasurer must furnish each  
9 member of the House of Delegates and the secretary of each component society and section  
10 with a copy of each such resolution not later than twenty days before the next meeting of the  
11 House of Delegates. No other resolution may be considered without the consent of two-thirds  
12 (2/3) vote of the members of the House of Delegates. All resolutions and memorials must be  
13 sponsored and submitted in writing by a Delegate, Alternate Delegate or Officer.

14 **ARTICLE VIII—BOARD OF TRUSTEES**

15 Section 1. General Powers.

16 The Board of Trustees shall carry out the mandates and policies of this Association as  
17 determined by the House of Delegates. Subject only to the provisions of the Bylaws and all  
18 resolutions and enactments of the House of Delegates, the Board has full and complete power  
19 and authority to perform all acts and to transact all business for or on behalf of the Association  
20 and to manage and conduct all the property, affairs, work, and activities of the Association.

21 Section 2. Composition.

22 The Board of Trustees shall be composed of the officers, and the Chair of the Finance  
23 Committee.

24 Section 3. Meetings of the Board of Trustees.

25 The Board of Trustees shall meet immediately prior to or during the annual session of the  
26 Association and at such time or times as it may be called to meet by the President. The  
27 President may call a special meeting of the Board on his own motion and must call a special  
28 meeting on the written request of nine members of the Board.

29  
30 When calling a special meeting, the President must give at least 48 hours notice. The notice  
31 should state the items of business that will be considered or voted upon. A copy of the call for  
32 the special meeting must be inserted in the meeting minutes. A special meeting of the Board  
33 may be held in person, by telephone or other electronic means.

1 Section 4. President.

2 The President shall preside over meetings of the Board of Trustees.

3 Section 5. Quorum-Board of Trustees.

4 A majority of the members of the Board of Trustees shall constitute a quorum.

5 Section 6. Report to the House of Delegates.

6 At the first meeting of the House of Delegates at each annual session the Board shall make a  
7 report concerning the state of the Association and the work and proceedings of the Board for the  
8 preceding year.

9 Section 7. Compensation of Officers and Employees.

10 The Board shall fix the compensation of the officers, representatives and employees of the  
11 Association.

12 **ARTICLE IX—DUTIES OF OFFICERS**

13 Section 1. Duties - in General.

14 In addition to the rights and duties provided elsewhere in the Bylaws, the officers shall have the  
15 rights and duties respectively assigned to them in the succeeding sections of this Article.

16 Section 2. Duties-President.

17 The following rights and duties devolve on the President:

- 18 a. to preside at all general meetings of the Association;
- 19 b. to deliver an address at the annual session at such time as may be arranged;
- 20 c. to serve as Chair of the Board of Trustees;
- 21 d. to serve as the spokesperson of the profession in the state, and, when he/she deems it  
22 advisable or necessary, to visit personally, or by a representative of his/her own designation,  
23 the component societies and districts where it may be desirable to organize component  
24 societies;
- 25 e. to perform such other duties and exercise such other rights as custom or parliamentary usage  
26 may require, or as the House of Delegates or the Board of Trustees may direct; and
- 27 f. shall be ex-officio member of all committees except the Nominating Committee and Judicial  
28 Council.

1 Section 3. Duties-1<sup>st</sup> Vice President.

2 The 1<sup>st</sup> Vice President shall assist the President in the discharge of his/her duties and shall  
3 officiate for the President during his/her absence or at his/her request.

4 Section 4. Duties-2<sup>nd</sup> Vice President.

5 The 2<sup>nd</sup> Vice President shall assist the President in the discharge of his/her duties and shall  
6 perform such duties as may be assigned by the Board of Trustees or the House of Delegates.

7 Section 5. Duties-President-Elect.

8 The President-Elect shall, by active aid to the President and by membership on the Board of  
9 Trustees and in the House of Delegates during the term of his/her office, so conduct  
10 himself/herself as to obtain the greatest possible acquaintanceship with the affairs and personnel  
11 of the Association so as to enable him/her efficiently to fulfill the office of President when  
12 he/she succeeds thereto. Such committees as are assigned by various authorities for  
13 appointment by the President may be designated by the President-Elect so that these  
14 appointments may be made prior to the annual meeting. Such appointments by the President-  
15 Elect shall become effective immediately after the annual session when the President-Elect has  
16 become President.

17 Section 6. Duties-Speaker of the House of Delegates.

18 The Speaker of the House of Delegates shall preside at the meetings of the House of Delegates,  
19 shall serve on the Board of Trustees, and shall perform such other duties as custom or  
20 parliamentary usage require.

21 Section 7. Duties-Vice Speaker of the House of Delegates.

22 The Vice Speaker shall assist the Speaker in the discharge of his/her duties and shall preside at  
23 the meetings of the House of Delegates for the Speaker during his/her absence or at his/her  
24 request.

25 Section 8. Secretary-Treasurer.

26 The Secretary-Treasurer shall be a member of the Finance Committee. The Following rights  
27 and duties devolve on the Secretary-Treasurer:

- 28 a. to keep minutes of the proceedings of the general meetings of the Association, of the  
29 meetings of the House of Delegates, and of the Board of Trustees;
- 30 b. to be custodian of all records, books and papers belonging to the Association and of the  
31 Association seal;

- 1 c. to carry on the official correspondence of the Association, including such matters as
- 2 notifying members of meetings, officers of their elections, committees of their appointments
- 3 and duties and all notices required by the Bylaws or by order of the House of Delegates or
- 4 the Board of Trustees, or by law;
- 5 d. to provide for the registration of members and delegates at sessions of the Association and
- 6 of the House of Delegates and to keep a record of such registration;
- 7 e. to keep a register of all component societies, their respective officers, and of all members of
- 8 the Association and to transmit a copy of this list to the American Medical Association,
- 9 notifying the Secretary of the American Medical Association monthly as to the names of
- 10 new members and the names of those dropped from the membership roster during the
- 11 preceding month;
- 12 f. to keep a register of all licensed physicians of the state by county, noting the status of each
- 13 in relation to the appropriate component society;
- 14 g. to charge on the books of the Association the dues of each member of the component
- 15 societies and to demand and receive all funds due the Association, together with bequests
- 16 and donations, to deposit promptly same in a depository approved by the Finance
- 17 Committee, and to keep a proper and accurate record thereof, as well as funds disbursed by
- 18 the Association;
- 19 h. to pay out of the moneys of the Association only such amount as are approved by the
- 20 Executive Committee;
- 21 i. under the supervision of the Finance Committee, to be bound by the Prudent Man
- 22 Investment Rule (RCW 30.24.020);
- 23 j. to subject the accounts of the Association to examination by a certified accountant as of
- 24 December 31 of each year;
- 25 k. to render an account of the Treasurer's work, and of the state of funds in the Treasurer's
- 26 hands, and to make a report of the same and of the Treasurer's work as Secretary-Treasurer
- 27 to the House of Delegates at the annual session and to make in writing such other reports as
- 28 the House of Delegates or the Board of Trustees may require;
- 29 l. to employ such assistants as may be authorized by the Board of Trustees;
- 30 m. to give bond in such sum as may be fixed by the Board of Trustees, the premium on such
- 31 bond to be paid by the Association; and
- 32 n. to perform such other duties as may be required by custom or parliamentary usage or by the
- 33 Board of Trustees or the House of Delegates.

34 Section 9. Assistant Secretary-Treasurer.

35 The Assistant Secretary-Treasurer shall perform such duties as may be assigned by the Board of  
36 Trustees or by the House of Delegates and in the absence or disability of the Secretary-Treasurer  
37 to perform the duties of the Secretary-Treasurer.

38 **ARTICLE X—COMMITTEES**

1 Section 1. Standing Committees.

2 The standing committees of this Association shall be:

- 3 Executive
- 4 Finance
- 5 Nominating
- 6 Bylaws
- 7 Credentials

8 Section 2. Required Reports.

9 Each of the above named committees shall, at the annual meeting of the association, report in  
10 writing to the House of Delegates concerning its activities during the past year.

11 Section 3. Committee Member Appointments.

12 All committee members and chairs shall, except as otherwise provided in these Bylaws, be  
13 appointed by the President with the approval of the Board of Trustees.

14 Section 4. Executive.

15 a. The Executive Committee shall consist of the President, President-Elect, Immediate Past  
16 President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary-Treasurer; and Assistant  
17 Secretary-Treasurer. The Immediate Past President shall be Chair of the Executive  
18 Committee.

19 b. The Executive Committee shall carry out the mandates and policies of this Association as  
20 determined by the Board of Trustees and the House of Delegates. The Committee shall  
21 supervise and direct the Executive Director/CEO, and shall have and exercise (except when  
22 the Board of Trustees is in session) any and all powers of the Board of Trustees in the  
23 management of the affairs and business of this Association. Subject to the approval of the  
24 Finance Committee, it shall prepare and present a general fund budget for the ensuing year  
25 at a meeting of the Board of Trustees, prior to January 31 of the following year.

26 Section 5. Finance.

27 The Finance Committee shall be as provided in Article XI.

28 Section 6. Nominating.

29 The Nominating Committee shall be as provided in Article V.

1 Section 7. Bylaws.

2 a. The Bylaws Committee shall consist of six (6) members, all of whom are appointed by the  
3 President with the approval of the Board of Trustees. Each member shall be appointed to a  
4 three-year term, the appointments to be staggered so that two members are appointed each  
5 year.

6 b. The purposes of the Committee will include, but not be limited to:

7

8 (1) reviewing and making recommendations to the House of Delegates, proposed  
9 amendments to these Bylaws;

10 (2) preparing proposed revisions to the Bylaws referred to the Committee;

11 (3) reviewing these Bylaws with recommendations to the House of Delegates for  
12 amendments;

13 (4) reviewing AMA, WSMA, and county medical society Bylaws to assure conformity; and

14 (5) assisting county medical societies in review and revision of their Bylaws, if requested.

15 Section 8. Credentials Committee.

16 a. The Credentials Committee shall consist of three members appointed by the president with  
17 the approval of the Board of Trustees. Each member shall be appointed to a three-year term,  
18 with terms being staggered so that one member's term expires each year.

19 b. The purpose of the committee will be to review the credentials and qualifications of  
20 applicants for direct membership, to approve such applicants who meet the qualifications for  
21 membership, to review and approve or disapprove applications for dues exemption, and to  
22 perform other duties assigned by the president and the Board of Trustees.

23 Section 9. Special Committees.

24 a. The President, with the approval of the Board of Trustees, shall appoint such other  
25 committees, subcommittees, or task forces as are necessary and which are not in conflict  
26 with other provisions of these Bylaws. The duties and scope of responsibilities of any such  
27 committee shall be defined in writing by the President with approval of the Board of  
28 Trustees, at the time of appointment.

29 b. All such special committees shall keep a record of their actions and shall report the same to  
30 the Board of Trustees. All such special committees shall, if action is taken during the  
31 preceding year, report annually to the House of Delegates.

32

**ARTICLE XI—FINANCE**

1 Section 1. Fund raising.

2 Funds for conducting the affairs of this Association may be raised

- 3 a. by such annual dues from members of this Association as may be determined by the House
- 4 of Delegates;
- 5 b. by such special assessments on members to include the due date as the House of Delegates
- 6 may determine;
- 7 c. by voluntary contributions, devises, bequests and other gifts; and
- 8 d. in any other manner approved by the House of Delegates.

9 Section 2. Fiscal Year.

10 The fiscal year of this Association is from January 1 through December 31.

11 Section 3. Supervision.

12 Supervision of the funds, investments, and expenditures of the Association shall be the

13 responsibility of the Board of Trustees, the Finance Committee, and the Secretary-Treasurer.

14

15 The Board of Trustees shall adopt an annual operating budget no later than January 31 following

16 the annual session and shall review appropriate financial statements at each regular meeting.

17

18 The day-to-day supervision of funds, investments, and expenditures shall be performed by the

19 Secretary-Treasurer or Assistant Secretary-Treasurer as provided in the Bylaws.

20 Section 4. Expenditure of Appropriations.

21 No officer or committee shall expend any money not provided in the budget as adopted or spend

22 any money in excess of the budget allotment, except by order of the Board of Trustees.

23 Unexpended balances remaining in the budget allotment at the end of the fiscal year are

24 canceled automatically.

25 Section 5. Duties of Finance Committee.

26 a. The Finance Committee shall be comprised of five members, three of whom are elected by

27 the House of Delegates to serve a three-year staggered term, the Secretary-Treasurer and the

28 Assistant Secretary-Treasurer. The Committee shall annually designate one of its members,

29 other than the Secretary-Treasurer and Assistant Secretary-Treasurer, to serve as chair. The

30 Committee shall, in conjunction with the Executive Committee, prepare an annual operating

31 budget to be submitted to the Board of Trustees.

32 b. The Finance Committee

- 33 1) shall review the basis for the audited financial statements of the Association;



1 Section 1. Composition.

2 The Judicial Council shall be composed of ten (10) members, each of whom shall be a member  
3 of the Association in good standing. Members shall be chosen to maintain the spirit of  
4 geographic and specialty diversity. No member of the Judicial Council shall, during his tenure  
5 of office, hold the office of WSMA President, President-Elect, Vice President, Secretary-  
6 Treasurer, Immediate Past President, Speaker of the House of Delegates, or Vice Speaker of the  
7 House of Delegates of this Association. Any member of the Council who also is a member of  
8 an Ethics, Grievance, or Mediation Committee, or member of the Governing Board of a  
9 component county society, which serves in these capacities, shall not, as a Councilor, participate  
10 in deliberations pertaining to a question involving a member of the component county society or  
11 cast a vote in respect thereto.

12 Section 2. Nomination and Election.

13 The Judicial Council shall be nominated by the president-elect and elected by the Board of  
14 Trustees for one term of five years or completion of one term with the election subject to  
15 ratification by a two-thirds vote of the House of Delegates at the next annual meeting following  
16 the Board of Trustees meeting at which the election is held. The term of a Judicial Council  
17 member shall remain in effect through the last meeting of the House of Delegates at which time  
18 the newly ratified member's term will begin. The initial election shall be arranged so that at each  
19 annual session, the term of two members expires. No Council member shall serve more than  
20 one term.

21  
22 Ratification of the election of Council members by the House of Delegates should be given at  
23 the opening session of the House of Delegates.

24  
25 The president shall submit nominations for the Judicial Council to the Board of Trustees at least  
26 30 days prior to their election. Component county societies, state specialty societies, special  
27 sections, other organizations represented in the House of Delegates, and members of the Board  
28 of Trustees may submit the names and qualifications of candidates for consideration by the  
29 President.

30  
31 Members of the Judicial Council must be active members, have been members of this  
32 association for 10 years, and of outstanding ethical and professional character.

33 Section 3. Vacancies.

34 Whenever a vacancy occurs as a result of the death or resignation of a Judicial Council member,  
35 or from any other cause, the Board of Trustees shall have the authority to fill a vacancy on the

1 Judicial Council until that election can be ratified at the next meeting of the WSMA House of  
2 Delegates.

3 Section 4. Meetings of the Judicial Council.

4 The Judicial Council shall meet as soon as possible after each annual meeting of the House of  
5 Delegates at which new Council members are ratified. At such meetings, the Council shall  
6 select a Chair, Vice-Chair, and such other officers as may be deemed desirable. The terms of  
7 such officers and their duties and responsibilities shall be determined by the Judicial Council.

8 Section 5. Authority.

9 The Judicial Council is the judicial authority of the Association and its judicial interpretations  
10 shall be final except as provided for in Article XII, Sections 9 and 11.

11 Section 6. Functions.

12 The functions of the Judicial Council are:

- 13 a. to interpret the Principles of Medical Ethics of the Association;
- 14 b. to interpret the Bylaws of the Association;
- 15 c. to investigate general ethical conditions and all matters pertaining to the relations of  
16 physicians to one another or to the public, and make recommendations to the House of  
17 Delegates or the component county societies;
- 18 d. to receive appeals filed by applicants who allege that they, because of color, creed, race,  
19 religion, ethnic origin, national origin, or sex, have been unfairly denied membership in a  
20 component county society, to determine the facts in the case, and to report the findings to  
21 the House of Delegates. If the Council determines that the allegations are indeed true, it  
22 shall admonish, censure, or in the event of repeated violations, recommend to the House of  
23 Delegates that the component county society involved be declared to be no longer a  
24 component member of the Association; and
- 25 e. Duties: The Judicial Council shall investigate questions concerning the ethical deportment  
26 of the members of the Association, and shall confine its actions to handling patient-doctor or  
27 doctor-third-party complaints that are referred to it by a grievance committee of a county  
28 constituent society. It shall also have jurisdiction of all questions of alleged grievances  
29 originating in areas in which there is no functioning county constituent society and in  
30 instances where no grievance committee of a county constituent society has been appointed,  
31 or if appointed, fails to function. It shall have no disciplinary authority. It shall serve in an  
32 advisory capacity to the Executive Committee.

33 Section 7. Original Jurisdiction.

34 The Judicial Council shall have original jurisdiction in:

- 1 a. all questions involving membership;
- 2 b. all controversies arising under these Bylaws and under the Principles of Medical Ethics to
- 3 which the Association is a party; and
- 4 c. controversies between two or more component county societies or their members.

5 Section 8. Appellate Jurisdiction.

6 The Judicial Council shall have appellate jurisdiction in questions of law and procedure but not  
7 of fact in all cases which arise:

- 8 a. between a component county society and one or more of its members; and
- 9 b. between a member or members and the component county society to which said member or
- 10 members belong following an appeal.

11 Section 9. Appeal Mechanisms.

12 Notice of appeal shall be filed with the Council within thirty (30) days of the date of the  
13 decision by the component county society and the appeal shall be perfected within sixty (60)  
14 days thereof; provided, however, that the Council may grant, for what it considers good and  
15 sufficient cause, an additional thirty (30) days for perfecting the appeal.

16 Section 10. Annual Reports.

17 The Council shall report annually to the WSMA House of Delegates an appropriate summary of  
18 the actions of the Council along with recommendations for consideration by the House of  
19 Delegates.

20 Section 11. Action on Opinions.

21 Opinions of the Judicial Council may be returned to the Judicial Council for reconsideration by  
22 majority vote of the Board of Trustees or the House of Delegates or may be rescinded by a  
23 three-fourths vote of the House of Delegates.

24 Section 12. Confidentiality.

25 The charges and the record of all proceedings of the Council shall be held confidential, except  
26 where fulfillment of the decision of the Council shall require otherwise.

27 **ARTICLE XIII—ETHICS**

28 The Principles of Medical Ethics of the American Medical Association are the Principles of  
29 Medical Ethics of this Association.

30 **ARTICLE XIV—RECALL, REFERENDUM AND INITIATIVE**

1 Section 1. Recall.

2 Any officer of this Association may be recalled by a vote of two-thirds (2/3) of the House of  
3 Delegates in regular or special session. Any Committee member or chair other than those  
4 elected by the House of Delegates may be recalled by a vote of two-thirds (2/3) of the Board of  
5 Trustees.

6 Section 2. Referendum.

7 The House of Delegates may elect by a two-thirds vote of the Delegates to refer any issue to the  
8 vote of the membership. Ballots will be distributed by mail by the Secretary. Information pro  
9 and con shall be distributed with the ballots. The Executive Committee shall designate who  
10 shall be in charge of the pro and con arguments. The voting date shall be set by the House of  
11 Delegates so as to allow sufficient time for dissemination of information and printing of ballots.  
12 The vote shall be binding on the Association.

13 Section 3. Initiative.

14 A vote of the Voting members of this Association may be called for on any issue by a validated  
15 petition of ten percent (10%) of the Voting members. The vote shall be administered in the  
16 same manner as for Referendum. The results of such a vote shall be presented to the House of  
17 Delegates at the next annual meeting, and shall be binding on Association.

18 **ARTICLE XV—OFFICIAL PUBLICATION**

19 The official publication of this Association is WSMA Reports.

20 **ARTICLE XVI—CONSTRUCTION**

21 In these Bylaws, unless some other meaning is apparent from the context, the plurals shall  
22 include the singular and vice versa, and masculine, feminine, and neuter words shall be used  
23 interchangeably.

24 **ARTICLE XVII—PARLIAMENTARY AUTHORITY**

25 The current edition of The Standard Code of Parliamentary Procedure governs this Association  
26 in all parliamentary situations that are not provided for in the law or in its charter, bylaws, or  
27 adopted rules.

28 **ARTICLE XVIII—SEAL**

1 This Association shall have a common seal, which shall be the seal of the state of Washington  
2 with an upper marginal inscription of the words Washington State Medical Association and a  
3 lower consisting of the figures 1909.

4 **ARTICLE XIX—AMENDMENTS**

5 These Bylaws may be amended at any meeting of the House of Delegates by a two-thirds vote,  
6 provided that the amendment has been submitted in writing at a meeting of the Board of  
7 Trustees at least ninety days prior to the meeting of the House of Delegates, has been published  
8 in the official publication of this Association, and has been submitted to each member of the  
9 House of Delegates at least thirty (30) days prior to the meeting of the House of Delegates.