WASHINGTON STATE MEDICAL ASSOCIATION

BYLAWS

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ARTICLE I—NAME

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

ARTICLE II—OBJECT

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

ARTICLE III—MEMBERSHIP

Section 1. Classes of Membership.

The membership of this Association shall be composed of:

a. Active Members
b. Active-Limited Members
c. Honorary Members
d. Senior Members
e. Military Members
f. Resident and Fellow Members
g. Medical Student Members
h. Physician Assistant Student Members
i. Physician Assistant Members ff
j. Direct Members
k. Affiliate Members

A member shall be in a class of membership comparable to that in the member's active component county society, provided that the member meets the qualifications of this Association. For a Direct Member or where the component county society does not have a comparable class of membership, the Executive Committee shall be the judge of qualification for class of membership. A member who meets the qualifications in more than one class of membership shall select one class of membership.

Section 2. Active Members.

An Active Member shall be one who:

a. holds the degree of Doctor of Medicine, Doctor of Osteopathy, or Bachelor of Medicine, or its equivalent, which has been issued by an institution accepted by the Washington State Medical Quality Assurance Commission or the Washington State Board of Osteopathic Medicine and Surgery;
b. holds a license to practice medicine in the State of Washington, or is practicing in the state of Washington with a federal waiver (e.g. military or U.S. Public Health Service physicians) or in a type of practice exempt from statutory requirements for licensing (i.e. research, administration, etc.). However, members must be eligible for medical licensure in Washington;
c. resides or practices in the State of Washington;

d. in the case of unified active component county society, maintains membership in the active component county society;
e. abides by the Principles of Ethics of the Washington State Medical Association; and
f. does not practice or claim to practice any school or system of sectarian medicine or healing.

An Active Member shall have all the rights and privileges of membership, including but not limited to the right to attend and participate in general meetings of this Association, to vote, to hold office, and to receive a subscription to this Association's official publication. An Active Member shall be subject to the payment of full dues and assessments.

Section 3. Active-Limited Members.

An Active-Limited Member shall be one who is otherwise qualified for active membership and who limits the practice of medicine to less than 20 hours per week. An Active-Limited Member shall have all the rights and privileges of an Active Member.

Section 4. Honorary Members.

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

Section 5. Senior Members.

A Senior Member shall be one who has retired from active practice. A Senior Member shall have all the rights and privileges of an Active Member. A Senior Member who has been a member in good standing in one or more constituent or component associations of the American Medical Association for twenty-five years shall not be subject to payment of dues and assessments. Senior Members who do not meet these criteria will be subject to dues as set by the WSMA Board of Trustees.

Section 6. Military Members.

A Military Member is a physician who possesses all of the qualifications of active membership, except that a license to practice medicine in Washington State is not required, who is in active service with a branch of the United States armed forces, and who does not engage in private practice. A Military Member shall have all the rights and privileges of an Active Member. A Military Member is eligible to receive a dues discount as determined by the Board of Trustees.

Section 7. Resident and Fellow Members.

A Resident and Fellow Member shall be one who is otherwise qualified for active membership, and who is a resident, fellow or other physician engaged in formal postgraduate medical training in an institution approved by the Council on Medical Education of the American Medical Association, except that a

license to practice medicine is not required. A Resident and Fellow Member shall have all the rights and privileges of an Active Member.

Section 8. Medical Student Members.

A Medical Student Member shall be one who is a full-time student of a medical school in the state of Washington accredited to grant the degree of Doctor of Medicine or Doctor of Osteopathy, and who is making satisfactory progress toward the attainment of that degree. A Medical Student Member shall have all the rights and privileges of an Active Member, except the right to vote, or to hold office other than as a Medical Student Trustee, AMA Alternate Delegate, and Medical Student Section Delegate or Alternate to the House of Delegates.

Section 9. Physician Assistant Student Members.

A Physician Assistant Student Member shall be one who is a full-time student in the University of Washington School of Medicine MEDEX Northwest physician assistant training program. A Physician Assistant Student Member shall have all the rights and privileges as a Physician Assistant Member, except the right to vote, to hold office, or serve as a Delegate or Alternate Delegate to the House of Delegates.

Section 10. Physician Assistant Members.

A Physician Assistant Member shall be one who is licensed by the Washington State Medical Quality Assurance Commission or the Washington State Board of Osteopathic Medicine and Surgery. A Physician Assistant Member shall have all the rights and privileges of an Active Member, except the right to vote or to be an officer; however, a Physician Assistant who is a delegate to the House of Delegates may vote while carrying out the function of the position.

Section 11. Direct Members.

Any member in the preceding Article III, Section 2 who is not a member of a component county society shall be known as a Direct Member. A Direct Member shall have all the rights and privileges of membership, including but not limited to, the right to attend and participate in general meetings of this Association, to vote, to hold office, and to receive this Association's official publication.

Section 12. Affiliate Members.

An Affiliate Member shall be one whose spouse is a member of the WSMA, and who elects to become an Affiliate Member of this association. Affiliate Members shall have all the rights and privileges of an active WSMA member, except the right to vote or to hold office.

Section 13. Election to Membership.

An applicant shall be elected to membership when the qualifications for membership as set forth in these Bylaws are met. A component county society shall be the sole judge of the qualifications of its members. There may be different qualifications for membership in an active component county society, but only members of the active component county society who meet the qualifications required by these Bylaws are members of this Association. For direct membership in this Association, the Executive Committee, or its designee, shall be the judge of the qualifications of applicants. An applicant receiving a negative decision from the Executive Committee may request that the Committee reconsider the application. An applicant receiving a negative reconsideration decision from the Executive Committee may appeal to the Board of Trustees of this Association. Appeals to the Board of Trustees are limited to considering issues of substantive or procedural due process, and whether the committee's decision was arbitrary and capricious. The Board of Trustees will not consider appeals based on new or additional information. The decision of the Board of Trustees shall be final.

Section 14. Cessation/Revocation of Membership.

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

a. the member is in arrears with respect to dues and assessments for six months or more;
b. the member ceases to meet the qualifications as provided in these Bylaws; or
c. the Board of Trustees of this Association has voted to remove the member from membership, provided that appeals and appropriate hearings have been completed or the time for appeal has elapsed.

Section 15. Discipline.

A member may be expelled for cause based on the member's competence or professional conduct, provided that such an action is taken in the furtherance of quality healthcare, a reasonable investigation has been conducted, written notice of the charges is served, that at least ten days is allowed to prepare a defense, and that a hearing is held on those charges at which there is a full opportunity to hear the defense, to present witnesses and other evidence and to cross-examine witnesses and to rebut evidence presented to sustain the charges.

The investigation and hearing shall be conducted by the WSMA Executive Committee. Actions taken against a member following such notice and hearing must be warranted by the facts determined by the investigation.

A member against whom disciplinary action has been voted by the Executive Committee shall have the right to appeal to the Board of Trustees. Notice of appeal shall be filed with the President within thirty (30) days of the date of the decision by the Executive Committee and the appeal shall be perfected within sixty (60) days thereof; provided, however, that the President may grant, for what he or she considers good and sufficient cause, an additional thirty (30) days for perfecting the appeal. All members of the Board of Trustees who participated in the investigation or the initial hearing shall be recused from participating in the appellate hearing. If the President is recused from participating in the appellate hearing the Speaker, or in his/her absence the Vice-Speaker, shall select a Chair for the hearing from the Board members in attendance at the hearing.

At least two weeks before the appellate hearing the eligible Board members and the affected member shall be provided with a summary of the investigation and a report of the Executive Committee's decision. Board members may request any material documents or other evidence presented at the initial hearing before the Executive Committee. The Board shall not perform any investigation on its own but shall make its determination based on the facts presented to the Executive Committee and oral arguments presented at the appellate hearing.

Following completion of the appellate hearing the Board shall deliberate and arrive at its decision. The Board may decide to uphold the expulsion, overturn the expulsion or temporarily vacate the expulsion pending additional investigation and another hearing before the Executive Committee.

Disciplinary action shall be suspended while such appeal or appeals are pending, or until the time for such appeal shall have elapsed, if no appeal be taken. If appeal be taken, and if the appellant unreasonably delays the appeal and does not timely prosecute the same, then, to prevent further delay, a date may be fixed when such disciplinary action and decision shall become effective notwithstanding such appeal.

Notwithstanding the above, a member who is in arrears with respect to dues and assessments for six months or more may be dropped from membership without giving notice or holding a hearing as above provided. Termination of membership in this Association on the basis for failure to pay dues shall not constitute termination for reasons of competence or professional conduct.

ARTICLE IV—COMPONENT SOCIETIES AND SECTIONS

Section 1. Component Societies.

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

Section 2. Component County Societies.

An active component county society is a medical organization representing the medical profession in a geographic area encompassing one or more counties. To be considered active, a component county society should be registered with the Secretary of State; conduct a business meeting at least once per year; have an elected governing body; and participate in the activities of the House and other criteria as may be required by the House of Delegates.

An active unified county society is one in which its Bylaws mandate its allopathic members to be members of this Association and its Osteopathic members to be members of this Association and/or the Washington Osteopathic Medical Association. A decision by an active component county society to amend its bylaws in order to change its status from an active non-unified to an active unified county society must be recommended by the Board of

Trustees and decided by the House of Delegates. A decision to cease recognition of an active unified county society as an active unified county society must be recommended by the Board of Trustees and decided by the House of Delegates following the process provided in Section 7 of this Article.

Section 3. Specialty Societies.

A specialty society section is an organization of physicians in the state of Washington representing a recognized medical or surgical specialty. Such organizations must have at least 100 members of this association, or have at least 50 percent of its members belong to this association if the specialty society has fewer than 100 members. A list of the specialty society sections will be maintained and published electronically annually by the WSMA.

Section 4. Special Sections.

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

a. the Young Physician Section is composed of physician members of this Association who are either: (i) under 40 years of age or within the first ten (10) years of professional practice after residency and fellowship training;
b. the Resident and Fellow Section is composed of Resident and Fellow Members of this Association;
c. the Medical Student Section is composed of Medical Student Members of this Association; and
d. the Physician Assistant Section is composed of Physician Assistant and Physician Assistant Student Members of this Association; and
e. Inactive County Section is composed of members in counties without an active county medical Society.

Section 5. Charters.

The Board of Trustees shall consider an application for recognition of a new component society or section, or discontinuing an existing component society or section, or a request for combining or separating existing component societies, and make a recommendation to the House of Delegates. Action taken by the House of Delegates on the recommendation of the Board of Trustees shall be final.

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

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

Section 6. Charter Revocation.

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

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

Section 7. Process for Deunification, Revocation of a Charter, or Suspending the Rights of a Component Society or Section.

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

a. a hearing is held at which the affected society or section has a full and complete opportunity to be heard in its own defense;
b. at least two weeks prior to the hearing, notice is given the affected society or section as to the time and place of the hearing and as to the alleged derelictions of the society or section which will be the subject of the hearing; and
c. two-thirds or more of the Board of Trustees vote to recommend deunification, suspension of the affected society's or section's rights or privileges, or revocation of the charter of the affected society or section.

The Board in its recommendation shall provide a summary of its deliberations and may provide conditions under which the affected society or section will be restored to good standing in this Association. The affected component society or section may submit a written response to the Board's recommendation. The Association shall circulate to the Delegates the Board's recommendation and these additional materials at least two weeks before the next meeting of the House of Delegates.

The House of Delegates at its next meeting shall vote on the recommendation of the Board of Trustees and the decision of the House of Delegates in the matter shall be final.

Section 8. Limitations.

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

a. insofar as the Constitution or Bylaws of a component society or section conflict with or are inconsistent with the Bylaws of this association, the Bylaws of this association shall prevail;
b. a component society or section may admit to membership or continue in such membership only those as are qualified for membership in this association; and

c. no component society or section shall adopt any rule, regulation, or bylaw which is inconsistent with the provisions of the Bylaws of this Association, nor shall any component society or section take any action or adopt any policy which may be contrary to or inconsistent with the object of this Association.

Section 9. Active County and Specialty Society Membership Records.

The Secretary-Treasurer, or comparable officer, of each active component county society or specialty society section shall keep a record of its members. Such record shall include, but not be limited to, the member's full name, physical address, date of birth, email address (if the member has an email address), professional education and training with dates of graduation, and membership classification. Active omponent county societies shall also notify this association of any change in a member's status, physical address and email address. In addition, active component county societies which collect dues and assessments for the WSMA shall forward such funds to the WSMA according to the deadlines and procedures outlined in the WSMA Membership and Dues Handbook.

Section 10. Applicant's Choice of Society.

Members are encouraged to belong to the active component county society having jurisdiction where they practice or reside. However, nothing in these Bylaws requires a member to join an active non- unified component county society, nor shall these Bylaws prohibit a member from joining a society their choice or from belonging to more than one active component county society. For the purpose of determining the number of delegates, in such instances where a member belongs to more than one active component county society, at least one of which is unified with this Association, their membership shall be credited to the active unified component county medical society through which his/her WSMA dues are paid. In the case of a member paying WSMA dues directly, who belongs to more than one active non-unified component county society, their membership shall be credited to the active non-unified component county society in which their preferred mailing address is located unless the member notifies this Association otherwise.

Section 11. Transfer of Membership.

When a member transfers from one active component county society to another, they shall be required to present written notice from the former society certifying that their dues to this Association have been paid in full, and that they are otherwise in good standing in the active component society from which they are transferring. They must assume such financial obligations as shall be deemed proper by the active component society to which they transfer.

ARTICLE V—OFFICERS AND ELECTIONS

Section l. The officers and the terms of office shall be:

President	one year
President-Elect	one year

Immediate Past President	one year
Vice President	one year
Secretary-Treasurer	one year
Speaker of the House of Delegates	one year
Vice Speaker of the House of Delegates	one year
Twenty-One Trustees-at-Large	two years
Young Physician Trustee	one year
Resident and Fellow Trustee	one year
Medical Student Trustee	one year
AMA Delegates	two years
AMA Alternate Delegates	two years

Section 2. AMA Delegates.

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

Section 3. Nominations.

At a meeting of the Board of Trustees held more than 90 days preceding the Annual Meeting, the President, with the approval of the Board of Trustees, shall appoint a nominating committee composed of one member from each of the state's Congressional districts to be selected for three-year terms designated such that one-third of the terms expire each calendar year. Preference shall be given to those members who have attended at least one WSMA Annual Meeting in the last five years. In the event that a qualified candidate cannot be found in a particular congressional district, the President will seek to find a member from that general region.

The Immediate Past President will be a member of the committee and not represent any Congressional district and shall be the Chair of the committee for one year only.

The President-Elect shall participate on the committee as a non-voting, ex-officio member of the Nominating Committee during the year he/she holds this office to allow for more continuity and a better understanding of how this committee functions prior to when he/she would become Chair.

It shall be the duty of this committee to nominate at least one candidate for each officer and elected committee member to be elected at the annual meeting. When choosing candidates for positions to the Board of Trustees the Nominating Committee will consider current demographics of the Association, including but not limited to age, gender, specialty, geographic area and type of practice in order to achieve a Board that reflects the membership of the Association, and will consider the record of service to the Association, to component societies and sections, and to the profession. The Board of Trustees and Executive Committee will do annual individual evaluations and evaluations of the Executive Committee and Board of Trustees. These evaluations will be provided to the Nominating Committee. Attendance records for each incumbent Executive Committee and Board of Trustees member will also be provided.

The names of the nominees selected shall be submitted to the Central Office of the Association at least 30 days prior to the Annual Meeting and distributed to every elected delegate. Additional nominations from the floor will be permitted.

Section 4. Elections.

The officers and elected committee members shall be elected by the House of Delegates at the final meeting of the Annual Meeting, except that the office of President shall be filled by the President-Elect and the office of Immediate Past President shall be filled by the President. Election shall be by majority ballot of votes cast unless there is only one nominee for an office in which case the election shall be by acclamation.

For offices with multiple positions of equal rank, election shall be by class, not by individual position. There are two requirements for such a class election: (i) the nominee must receive a majority vote based on the total number of ballots cast for all of the equal offices; and (ii) among those nominees receiving such a majority vote, those receiving the highest vote are declared elected. A candidate who receives a majority vote but who fails to rank high enough to place within the number of offices to be filled is not elected. If some nominees receive a majority vote, and other nominees do not, and all vacant positions are not filled by the nominees who received a majority vote, then a second vote for those nominees who did not receive a majority vote initially shall be held to fill the vacant positions. If no nominee receives a majority of votes then the lowest ranking nominee shall be dropped from the slate prior to the subsequent vote. This process shall continue until all positions in the class are filled.

The term of office for all officers and elected committee members shall be as described in these Bylaws or until the successors are elected, and the term of office shall begin at the close of the Annual Meeting at which they are elected, except AMA delegates and alternates, the conditions of whose terms of office shall be as provided by the American Medical Association.

Section 5. Trustee-at-Large.

No member shall be eligible to serve more than eight consecutive years as Trustee-at-large.

Section 6. Vacancies.

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

ARTICLE VI—MEETINGS

Section 1. Annual Meeting.

This Association shall hold an Annual Meeting at such place as the House of Delegates may designate and on such days and at such times as the Board of Trustees may determine.

Section 2. Rights of the Members to Participate.

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

Section 3. Registration Required.

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

ARTICLE VII—HOUSE OF DELEGATES

Section 1. House of Delegates.

All powers of this Association shall be vested in the House of Delegates, except as provided in Article XII, which shall have authority to determine the policies of this Association, including but not limited to the power to amend the Bylaws, and elect the officers and the elected committee members.

Section 2. Review and Sunset of WSMA Policies

All WSMA policies shall sunset (expire) five (5) years after adoption and be removed from the WSMA Policy Compendium unless the House of Delegates takes action to reaffirm or amend the policy. If, at any time, the House of Delegates takes action to reaffirm or amend an existing policy, such action will reset the 5-year sunset period. Prior to the second quarter meeting of the Board of Trustees, the Executive Committee, or designees, shall review the list of policies scheduled to sunset and make recommendations to reaffirm, amend or sunset for each policy. The Executive Committee shall then present their recommendations to the WSMA Board of Trustees at its second quarter meeting. The Board of Trustees shall review the Executive Committee's recommendations and shall approve, disapprove or amend these recommendations. The Board of Trustees shall then forward the list of pending policies and final recommendations to the Speakers (Speaker and Vice Speaker) and the House of Delegates at least 30 days prior to the Annual Meeting.

At the Annual Meeting, the Speakers shall present the list of policies scheduled to sunset to the House of Delegates as a consent calendar, listing separately each policy and the recommendation that the policy be reaffirmed, amended or allowed to sunset at the conclusion of the meeting. The House will address this list as a consent calendar, enabling any individual policy to be extracted for purposes of reaffirmation, amendment or sunset by the usual deliberative process of the House of Delegates. Any item(s) not reaffirmed or amended will continue to sunset at the conclusion of the meeting.

Section 3. Meetings.

The regular meeting of the House of Delegates shall be held during the Annual Meeting of this Association. The House of Delegates shall meet on the first and last day of the Annual Meeting, and may meet on other days. Special meetings of the House of Delegates shall be called by the President upon the written request of fifteen members of the House of Delegates or by majority vote of the Board of Trustees; the purpose of the special meeting shall be stated in the call. A special meeting of the House of Delegates may be held in person, by telephone, or other electronic means.

Section 4. Composition.

The House of Delegates shall be composed of members in good standing who are delegates representing the component county societies, delegates representing specialty society sections, delegates representing the special sections defined in these Bylaws, and the members of the Board of Trustees of this Association. Selection of delegates and alternates shall be as described in the Bylaws or rules of the active component society or section; in the event of vacancies the active component society or section shall provide for filling the vacancy by appointment or otherwise such that each active component society or section shall have a full delegation, but only to the extent that such a process for filling vacancies, and the individuals who are authorized to approve such actions, have been established and communicated to the WSMA staff at least 30 days prior to the Annual Meeting.

Section 5. Number of Delegates.

a. Each active component county society shall be entitled to one delegate and one alternate for each fifty members, or fraction thereof, of the active component county society who are Active or Active Limited members of this Association, as of August 1.
b. Each specialty society section shall be entitled to one (1) delegate and one (1) alternate.
c. Each component society or section may elect delegates or alternates from among any of the eligible classes of membership.
d. The Young Physician Section shall be entitled to one (1) delegate and one (1) alternate.
e. The Resident and Fellow Section shall be entitled toone delegate and one alternate for each one hundred members, or fraction thereof, of the Resident and Fellow Section.
f. The Medical Student Section shall be entitled to three (3) delegates and three (3) alternates to be filled by medical student representatives from each of the three medical schools in Washington state.
g. The Physician Assistant Section shall be entitled to one (1) delegate and one (1) alternate.
h. The Inactive County Section shall be entitled to one (1) delegate and one (1) alternate for each fifty members, or fraction thereof, of the Inactive County Section.
i. Each delegate and alternate must be a member of this Association

Section 6. Speaker and Vice-Speaker of the House of Delegates.

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

Section 7. Secretary-Treasurer.

The Secretary-Treasurer, or his/her designee, shall be responsible for recording the proceedings of the House of Delegates, and shall make a summary of the proceeding available to all members as soon as practicable.

Section 8. Quorum of the House of Delegates.

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

Section 9. Reference Committees.

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

Section 10. Special Committees.

The House of Delegates may appoint committees composed of any members of the Association for special purposes or it may provide for such committees and authorize the appointment of members by the Speaker. Such committees shall report to the House of Delegates and members of such committees may participate in discussion and debate relative to their reports but unless committee members are delegates they shall not have the right to vote.

Section 11. Memorials and Resolutions.

No memorial or resolution can validly be issued in the name of this Association unless adopted by the House of Delegates. Except as provided in this section, all proposed resolutions must be submitted to the Secretary-Treasurer of this Association not later than thirty days before the next annual meeting of the House of Delegates. All proposed resolutions must be sponsored by two (2) members of the House of Delegates, and all resolutions and memorials must be sponsored and submitted in writing by a Delegate, Alternate Delegate or Officer. The Secretary-Treasurer must furnish each member of the House of Delegates and the secretary of each component society and section with a copy of each such resolution not later than twenty (20) days before the next meeting of the House of Delegates. No other resolution may be considered without the consent of two-thirds (2/3) vote of the members of the House of Delegates.

ARTICLE VIII—BOARD OF TRUSTEES

Section 1. General Powers.

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

Section 2. Composition.

The Board of Trustees shall be composed of the officers, the Chair of the Finance Committee, and the Chair of the Diversity, Equity, Inclusion, and Belonging Committee.

Section 3. Meetings of the Board of Trustees.

The Board of Trustees shall meet immediately prior to or during the Annual Meeting of the Association and at such time or times as it may be called to meet by the President. The President may call a special meeting of the Board on his/her own motion and must call a special meeting on the written request of nine members of the Board.

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

Section 4. President.

The President shall preside over meetings of the Board of Trustees and deliver an address at the Annual Meeting.

Section 5. Quorum-Board of Trustees.

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

Section 6. Report to the House of Delegates.

At the first meeting of the House of Delegates at each Annual Meeting the Board shall make a report concerning the state of the Association and the work and proceedings of the Board for the preceding year.

Section 7. Compensation of Officers and Employees.

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

ARTICLE IX—DUTIES OF OFFICERS

Section 1. Duties - in General.

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

Section 2. Duties-President.

The following rights and duties devolve on the President:

a. to preside at all general meetings of the Association;
b. to be a member of the Executive Committee;
c. to serve as Chair of the Board of Trustees;
d. to serve as the spokesperson of the profession in the state, and, when he/she deems it advisable or necessary, to visit personally, or by a representative of his/her own designation, the component societies and districts where it may be desirable to organize component societies;
e. to perform such other duties and exercise such other rights as custom or parliamentary usage may require, or as the House of Delegates or the Board of Trustees may direct; and
f. shall be an advisory member of all other committees except the Nominating Committee and Judicial Council.

Section 3. Duties- Vice President.

The Vice President shall assist the President in the discharge of his/her duties and shall officiate for the President during his/her absence or at his/her request.

Section 4. Duties-President-Elect.

The President-Elect shall, by active aid to the President and by membership on the Board of Trustees and in the House of Delegates during the term of his/her office, so conduct himself/herself as to obtain the greatest possible acquaintanceship with the affairs and personnel of the Association so as to enable him/her efficiently to fulfill the office of President when he/she succeeds thereto. The President-Elect shall serve as an advisory member of the Nominating Committee as set forth in Article V, Section 3. Such committees as are assigned by various authorities for appointment by the President may be designated by the President-Elect so that these appointments may be made prior to the annual meeting. Such appointments by the President-Elect shall become effective immediately after the Annual Meeting when the President-Elect has become President.

Section 5. Duties-Speaker of the House of Delegates.

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

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

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

Section 7. Secretary-Treasurer.

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

a. to keep minutes of the proceedings of the general meetings of the Association, of the meetings of the House of Delegates, and of the Board of Trustees;
b. to be custodian of all records, books and papers belonging to the Association and of the Association seal;
c. to carry on the official correspondence of the Association, including such matters as notifying members of meetings, officers of their elections, committees of their appointments and duties and all notices required by the Bylaws or by order of the House of Delegates or the Board of Trustees, or by law;
d. to provide for the registration of members and delegates at meetings of the Association and of the House of Delegates and to keep a record of such registration;
e. to keep a register of all component societies, their respective officers, and of all members of the Association and to transmit a copy of this list to the American Medical Association when requested.
f. to keep a register of all licensed physicians of the state by county, noting the status of each in relation to the appropriate component society;
g. to charge on the books of the Association the dues of each member of the component societies and to demand and receive all funds due the Association, together with bequests and donations, to deposit promptly same in a depository approved by the Finance Committee, and to keep a proper and accurate record thereof, as well as funds disbursed by the Association;
h. to pay out of the moneys of the Association only such amount as are approved by the Executive Committee;
i. under the supervision of the Finance Committee, to be bound by the Prudent Investor Rule (RCW 11.100.020);
j. to subject the accounts of the Association to examination by a certified accountant as of December 31 of each year;
k. to render an account of the Secretary-Treasurer's work, and of the state of funds in the Secretary-Treasurer's hands, and to make a report of the same and of the Secretary-Treasurer's work as Secretary-Treasurer to the House of Delegates at the Annual Meeting and to make in writing such other reports as the House of Delegates or the Board of Trustees may require;
l. to employ such assistants as may be authorized by the Board of Trustees;
m. to give bond in such sum as may be fixed by the Board of Trustees, the premium on such bond to be paid by the Association; and
n. to perform such other duties as may be required by custom or parliamentary usage or by the Board of Trustees or the House of Delegates.

ARTICLE X—COMMITTEES

Section 1. Standing Committees.

The standing committees of this Association shall be:
Executive
Finance
Nominating
Bylaws
American Medical Association Delegation
Diversity, Equity, Inclusion, and Belonging (DEIB)

Committees may meet in-person, by telephone, or electronically.

Section 2. Required Reports.

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

Section 3. Committee Member Appointments.
All committee members and chairs shall, except for the American Medical Association Delegation, the Chair of the Diversity, Equity, Inclusion, and Belonging (DEIB) Committee, and as otherwise provided in these Bylaws, be appointed by the President with the approval of the Board of Trustees.

Section 4. Executive.

a. The Executive Committee shall consist of the President, President-Elect, Immediate Past President, Vice President, and Secretary-Treasurer. The Immediate Past President shall be Chair of the Executive Committee.
b. The Executive Committee shall carry out the mandates and policies of this Association as determined by the Board of Trustees and the House of Delegates. The Committee shall supervise and direct the Executive Director/CEO, and shall have and exercise (except when the Board of Trustees is in session) any and all powers of the Board of Trustees in the management of the affairs and business of this Association. Subject to the approval of the Finance Committee, it shall prepare and present a preliminary summary of the general fund budget for the ensuing year to the Board of Trustees, as soon as practicable following the Annual Meeting.

Section 5. Finance.

The Finance Committee shall be as provided in Article XI.

Section 6. Nominating.

The Nominating Committee shall be as provided in Article V.

Section 7. Bylaws.

a. The Bylaws Committee shall consist of six (6) members, all of whom are appointed by the President with the approval of the Board of Trustees. Each member shall be appointed to a three-year term, the appointments to be staggered so that two members are appointed each year. The Bylaws Committee shall select its own Chair.
b. The purposes of the Committee will include, but not be limited to:
   (1) reviewing and making recommendations to the House of Delegates, proposed amendments to these Bylaws;
   (2) preparing proposed revisions to the Bylaws referred to the Committee;
   (3) reviewing these Bylaws with recommendations to the House of Delegates for amendments;
   (4) reviewing AMA, WSMA, and county medical society Bylaws, as appropriate, to assure conformity; and
   (5) assisting county medical societies in review and revision of their Bylaws, if requested.

Section 8. American Medical Association Delegation

a. The Association shall elect delegates and alternates to the American Medical Association as it is entitled by the AMA.
b. The AMA Delegation shall organize itself and its operations in a manner consistent with the policies and guidelines of the AMA, and the Bylaws of this Association to the extent that the Association Bylaws do not conflict with guidance and policies of the AMA.
c. Individual members of the delegation will:
   (1) Attend and fully participate in all AMA House of Delegate meetings;
   (2) Represent the Association's interests and positions at the AMA and its components;
   (3) Represent, communicate, and act as liaison back to the Association, its components, and individual members; and
   (4) Follow all roles and responsibilities as stipulated by AMA and the Association's policies.

Section 9. Diversity, Equity, Inclusion, and Belonging (DEIB) Committee

a. The Diversity, Equity, Inclusion, and Belonging (DEIB) Committee shall consist of no more than fifteen (15) members, all of whom are appointed by the President with the approval of the Board of Trustees. Each member shall be appointed to a three (3) year term and may serve up to the two (2) terms consecutively. The appointments will be staggered to ensure that the Committee has new members each year.
b. The purpose of the DEIB Committee is to promote diversity, advance health justice to achieve health equity, and foster a culture of inclusion and belonging in all aspects of

the Association's operations and strategic plan. Accordingly, the DEIB Committee's duties include, but are not limited to:

i. Serving as an advisory body to the Board of Trustees, the Executive Committee, and all standing committees.
ii. Reviewing and making recommendations on proposed resolutions and current policies to redesign structures, policy, and practices to achieve DEIB goals.
iii. Engaging in restorative projects that address historical injustices and advance DEIB within the Association and in the house of medicine more broadly.

c. The DEIB Committee Chair shall be elected by the House of Delegates and serve on the Board of Trustees.

Section 10. Special Committees.

a. The President, with the approval of the Board of Trustees, shall appoint such other committees, subcommittees, or task forces as are necessary and which are not in conflict with other provisions of these Bylaws. The duties and scope of responsibilities of any such committee shall be defined in writing by the President with approval of the Board of Trustees, at the time of appointment.
b. All such special committees shall keep a record of their actions and shall report the same to the Board of Trustees. All such special committees shall, if action is taken during the preceding year, report annually to the House of Delegates.

ARTICLE XI—FINANCE

Section 1. Fund raising.

Funds for conducting the affairs of this Association may be raised

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

Section 2. Fiscal Year.

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

Section 3. Supervision.

Supervision of the funds, investments, and expenditures of the Association shall be the responsibility of the Board of Trustees, the Finance Committee, and the Secretary-Treasurer.

The Board of Trustees shall review the preliminary summary of the general fund budget presented to it as soon as practicable following the Annual Meeting as set forth in Article X, Section 4. The Board of Trustees shall adopt a final annual operating budget no later than the first meeting of the Board of

Trustees in the year following the Annual Meeting and shall review appropriate financial statements at each regular meeting.

The day-to-day supervision of funds, investments, and expenditures shall be performed by the Secretary-Treasurer as provided in the Bylaws.

Section 4. Expenditure of Appropriations.

No officer or committee shall expend any money not provided in the budget as adopted or spend any money in excess of the budget allotment, except by order of the Board of Trustees. Unexpended balances remaining in the budget allotment at the end of the fiscal year are canceled automatically.

Section 5. Duties of Finance Committee.

a. The Finance Committee shall be comprised of four members, three of whom are elected by the House of Delegates to serve a three-year staggered term, and the Secretary-Treasurer. The Committee shall annually designate one of its members, other than the Secretary-Treasurer, to serve as chair. The Committee shall, in conjunction with the Executive Committee, prepare an annual operating budget to be submitted to the Board of Trustees.
b. The Finance Committee
    1) shall review the basis for the audited financial statements of the Association;
    2) shall oversee the Association's adherence to the laws and regulations governing the Association's operations;
    3) shall create policies and procedures and supervise the activities of any investment advisor engaged by the Association;
    4) shall review compliance with all corporate policies that have been approved by the House of Delegates; and
    5) shall have such other responsibilities as required by law or regulation or determined necessary or appropriate in the judgment of the House of Delegates or the Chairperson of the Committee, including but not limited to ensuring the independence of the Association's internal audit functions.

In performing all of its responsibilities, the Finance Committee may take whatever steps it deems necessary, including the recruiting or engagement of other qualified individuals. Among other things, the Finance Committee shall have the authority to require the assistance of the Association's independent public accountant to perform these responsibilities.

Section 6. Dues.

Annual dues for all members shall be established by the Board of Trustees subject to ratification by the House of Delegates, and shall be due and payable on or before January 1 of each year. Any dues submitted to the treasurer of member's active component county society shall be forwarded to this Association according to the deadlines and procedures set forth in the WSMA Membership and Dues Handbook, which is provided to all active component county societies that bill for, and collect, dues on behalf of the WSMA. Any member whose dues for the current year have not been received by March 31, or whose assessment has not been paid by the due date, shall be suspended from membership. On the

first day of July each year, members who have failed to pay their annual dues in over six months shall be dropped from membership.

Physicians who join the WSMA during the calendar year in which they have completed training shall pay no dues for the remainder of that calendar year, and shall pay no dues for the subsequent full calendar year.

Section 7. Exemptions.

Members shall be exempt from the payment of dues during
a. recall to active service in the armed forces of the United States;
b. appointment to benevolent medical projects;
c. temporary absence from practice during illness; and
d. financial circumstances as determined by the Executive Committee.

ARTICLE XII—JUDICIAL COUNCIL

Section 1. Constituting the Judicial Council.

The Judicial Council shall be constituted according to the provisions set forth in Article XII of these Bylaws at the request of the President on his/her own motion under the authority granted in Article X, Section 8 of these Bylaws, or upon the written request of nine (9) members of the Board of Trustees.

Section 2. Structure of the Judicial Council.

The Judicial Council shall be composed of five (5) members, each of whom shall be a member of the Association in good standing. Members of the Judicial Council must be Active Members, have been members of this association for 10 years, and of outstanding ethical and professional character.

Members shall be chosen who have appropriate experience and training to hear and participate in deliberations on the matter for which the Judicial Council has been constituted. To the extent practicable, members shall be chosen to maintain the spirit of geographic and specialty diversity.

No member of the Judicial Council shall, during his/her tenure of office, hold the office of WSMA President, President-Elect, Vice President, Secretary-Treasurer, Immediate Past President, Speaker of the House of Delegates, or Vice Speaker of the House of Delegates of this Association. Any member of the Judicial Council who also is a member of any Ethics, Grievance, or Mediation Committee of an active component county society, or is a member of the Governing Board of a component county society that addresses matters of ethics, grievances, or mediation, shall not, as a member of the Judicial Council, participate in deliberations pertaining to a question involving a member of the active component county society in which the Judicial Council member serves or cast a vote in respect thereto.

Section 3. Selection and Confirmation of Judicial Council Members.

The members of the Judicial Council shall be selected by the President, with the approval of the Board of Trustees, pursuant to the authority granted to the President under Article X, Section 8 of these Bylaws.

The Judicial Council shall remain constituted until it has reached a final determination on the matter(s) before it and reported its findings to the Executive Committee. In no case may the Judicial Council remain constituted for more than one (1) year from its establishment unless an extension is granted by the Executive Committee.

Section 4. Vacancies.

Whenever a vacancy occurs as a result of the death or resignation of a Judicial Council member, or from any other cause, the President shall have the authority to fill a vacancy on the Judicial Council until that election can be ratified at the next meeting of the WSMA Board of Trustees.

Section 5. Meetings of the Judicial Council.

The Judicial Council shall meet as soon as possible after it has been constituted. Meetings may be held telephonically or other electronic means. At such meetings, the Council shall select a Chair and such other officers as may be deemed desirable.

Section 6. Authority.

The Judicial Council, when constituted, is the ultimate authority with regard to its functions as set forth in Section 7 of this Article XII. The decisions of the Judicial Council are final, subject to the right of appeal as provided for in Article XII, Section 11. The Judicial Council shall have no disciplinary authority. The Judicial Council shall serve solely in an advisory capacity to the Executive Committee.

Section 7. Duties of the Judicial Council.

The duties of the Judicial Council are:

a. to interpret the Principles of Medical Ethics of the Association;
b. to opine on ethical considerations through application of the Principles of Medical Ethics of the Association;
c. to interpret the Bylaws of the Association; and
d. to analyze and opine on controversies arising under these Bylaws and under the Principles of Medical Ethics to which the Association is a party.

Section 8. Reports.

The Executive Committee shall submit a report summarizing any activities, decisions and opinions of the Judicial Council to the WSMA House of Delegates along with recommendations for consideration by the House of Delegates.

Section 9. Actions on Opinions.

Opinions, actions and decisions of the Judicial Council may be returned to the Judicial Council for reconsideration by majority vote of the Executive Committee, Board of Trustees or the House of Delegates or may be rescinded by a three-fourths vote of the House of Delegates. Members of this

Association affected by an action, decision, or opinion of the Judicial Council may petition the Executive Committee to return the relevant action, decision, or opinion to the Judicial Council for reconsideration.

ARTICLE XIII—ETHICS

The current Principles of Medical Ethics of the American Medical Association are the Principles of Medical Ethics of this Association.

ARTICLE XIV—RECALL, REFERENDUM AND INITIATIVE

Section 1. Recall.

A. Grounds for RemovalAny Officer of this Association may be removed for conduct that is detrimental to the interests or reputation of the Association, including but not limited to:

1. Unprofessional Conduct – Conduct inconsistent with the WSMA Code of Ethics or other adopted standards of professional behavior; conduct that undermines the integrity, mission, or public standing of the Association; or conduct that disrupts effective governance.

2. Conflicts of Interest – Failure to disclose a material conflict of interest; engaging in unmanaged or unmanageable conflicts; misuse of the Officer's position for personal, professional, or organizational gain; or failure to comply with the Association's Conflict of Interest Policy.

3. Breach of Fiduciary Duty – Failure to uphold the duties of care, loyalty, or obedience required of Officers of this Association.

4. Violations of WSMA Policies – Repeated or material violations of the Association's Bylaws or other duly adopted policies.

B. Initiation of Proceedings

A removal proceeding may be initiated by:

1. The Executive Committee;

2. Any three (3) Officers acting jointly.

C. Notice and Opportunity to Respond

1. The Officer subject to removal shall receive written notice of the specific allegations at least fourteen (14) days prior to the Board of Trustees meeting at which the matter will be considered.

2. The notice shall include a summary of the conduct at issue and any supporting documentation.

3. The Officer shall be afforded a reasonable opportunity to submit a written response and to address the Board prior to any vote.

D. Voting Requirement

Removal of an Officer requires a two-thirds (2/3) vote of the Officers present at a meeting where a quorum is established. The Director subject to removal shall be recused from deliberation and voting.

E. Effect of Removal

A Director removed under this Section shall immediately cease to hold office. The resulting vacancy shall be filled in accordance with the procedures for vacancies set forth in these Bylaws.

F. Confidentiality and Due Process

All proceedings conducted under this Section shall remain confidential to the extent permitted by law. The Association shall ensure fair and consistent application of this process and compliance with RCW 24.03A.530.

Section 2. Referendum.

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

Section 3. Initiative.

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

ARTICLE XV—OFFICIAL PUBLICATION

The official publication of this Association is WSMA Reports.

ARTICLE XVI—CONSTRUCTION

In these Bylaws, unless some other meaning is apparent from the context, days shall be construed to be calendar days unless otherwise specified, the plurals shall include the singular and vice versa, and masculine, feminine, and neuter words shall be used interchangeably.

ARTICLE XVII—PARLIAMENTARY AUTHORITY

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

ARTICLE XVIII—SEAL

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

ARTICLE XIX—AMENDMENTS

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