

1 **CHAPTER I**

2 **MEMBERSHIP**

3 **Section 1.01 CLASSIFICATIONS**

4 There shall be six (6) classes of membership in the Association as follows:
5 Active, Associate, Non-Resident Affiliate, Physician in Training, Medical Student
6 and ~~Physician Assistant (P.A.)~~, and **Affiliate Medical Association.**

7 **I. Active Members**

8 **A. Regular Active Dues Paying Member**

9 **Qualifications.** Any Doctor of Medicine or Doctor of Osteopathy, (a) who is
10 licensed to practice medicine in the State of Florida; (b) whose home or
11 professional practice is in Miami-Dade County; and (c) whose ethical and
12 professional qualifications conform to the standards in these Bylaws and to the
13 Principles of Medical Ethics of the Association and the American Medical
14 Association (AMA), shall be eligible to become an Active Member.

15 **Privileges.** Active Members shall have all of the privileges of membership in the
16 Association, including, but not limited to, the right to attend all meetings open
17 to such members, the right to vote on all propositions and in all elections
18 submitted to the Active Members, the right to hold any office or receive any
19 honor of the Association, subject to the requirements and limitations set forth
20 in these Bylaws, and the right to use the facilities of the Association as those
21 facilities are made available generally to members. Active Members in good

1 standing as determined in accordance with Section 1.02, shall be eligible to hold
2 elective office.

3 **B. Life Members**

4 **Qualifications.** Any Member who has been an Active Member of the DCMA for
5 thirty-five (35) consecutive years shall automatically qualify to become a Life
6 Member. Members who interrupt their active membership for service in the
7 armed forces, followed by an honorable discharge, shall be considered active
8 members in good standing for the duration of their military service provided the
9 number of years of military service is less than the number of years of
10 membership in the DCMA. Any Member who has been an Active Member of the
11 DCMA for thirty (30) years who has reduced his or her practice to twenty (20)
12 hours or less per week in the compensatory practice of medicine, with the
13 intent to retire or because of illness or other special circumstances, may request
14 his or her membership status be changed to Active Reduced Dues Member for
15 the remaining five (5) years and still be eligible for Life Membership.

16 **Privileges.** Life Members shall have all rights and privileges afforded Active
17 Members.

18 **C. Honorary Members**

19 **Qualifications.** Any Doctor of Medicine or Doctor of Osteopathy, who is not
20 engaged in the practice of medicine in the State of Florida may be
21 recommended for Honorary membership in the Association upon the written
22 request to the Board or a recommendation signed by at least ten Active

1 Members. The Board, upon a two-thirds affirmative vote at any regular
2 meeting, may elect such a person to Honorary Membership if such a person is
3 judged worthy of the honor implied by Honorary Membership.

4 **Privileges.** Honorary Members shall not have the right to vote or the right to
5 hold office. They may attend any of the meetings of the Association which are
6 open to Active Members.

7 **E. Active-Reduced Dues Members**

8 **Qualifications.** Any Doctor of Medicine or Doctor of Osteopathy, who is licensed
9 to practice medicine in the State of Florida, and who practices less than twenty
10 (20) hours per week may have his/her dues reduced at the discretion of the
11 Board of Directors.

12 **Privileges.** Active-Reduced Members shall have the right to be elected or
13 appointed as a delegate or alternate delegate to the Florida Medical Association
14 (FMA). Active-Reduced Dues Members shall ~~not~~ have the right to vote or the
15 right to hold office. They may attend any of the meetings of the Association
16 which are open to Active Members and may serve and vote on committees
17 established pursuant to Section 5.01 (III) (B).

18 **II. Associate Members**

19 **A. Associate Retired Member**

20 **Qualifications.** Any person (a) who has been an Active Member for at least ten
21 years; and (b) who spends zero (0) hours per week in the compensatory
22 practice of medicine, or in the administration of medical services, may, upon

1 written request or the written request of one (1) active member on such
2 person's behalf, be eligible to become a Retired Member. Retired Membership
3 shall endure if the Retired Member does not resume the compensatory
4 practice of medicine; such resumption shall automatically terminate Retired
5 Membership and reestablish membership in the appropriate class upon
6 payment of any required dues.

7 **Privileges.** Except for the right to be elected or appointed as a delegate or
8 alternate delegate to the FMA, Retired Members shall not have the right to
9 vote or the right to hold office. They may attend any meetings of the
10 Association which are open to Active Members and may serve and vote on
11 committees established pursuant to Section 5.01 (III) B.

12 **B. Associate Member (Other)**

13 **Qualifications.** Any Doctor of Medicine, or Doctor of Osteopathy (i) who is
14 licensed to practice medicine in the State of Florida, (ii) whose professional
15 office is located in Miami-Dade County, and who either (1) is engaged in fulltime
16 research work; (2) is a commissioned medical officer on active duty in one of
17 the regular branches of the armed services of the United States; (3) is a full-
18 time employee of any governmental agency; or (4) primarily provides
19 administrative services in the medical field shall be eligible to become an
20 Associate Member-Other. Eligibility to become and remain an Associate
21 Member-Other shall lie solely within the discretion of the DCMA Board of
22 Directors. Associate Membership-Other shall automatically terminate upon

1 such Associate Member's change of status in one or more of the above
2 categories.

3 **Privileges.** Except for the right to be elected or appointed as a delegate or
4 alternate delegate to the FMA, Associate Members-Other shall not have the
5 right to vote or the right to hold office. They may attend any meetings of the
6 Association which are open to Active Members and may serve and vote on
7 committees established pursuant to Section 5.01 (III) (B).

8 **III. Non-Resident Affiliate Members**

9 **A. Doctor of Medicine or Doctor of Osteopathy**

10 **Qualifications.** Any Doctor of Medicine or Doctor of Osteopathy who holds a
11 valid Florida license but is residing and practicing in a state or jurisdiction other
12 than Miami-Dade County or Florida may apply for Non-Resident Affiliate
13 Membership provided he or she is a member of the state, territory, or national
14 medical association in the jurisdiction of residence.

15 **Privileges.** Non-Resident Members shall not have the right to vote or the right
16 to hold office. They may attend any of the meetings of the Association which
17 are open to Active Members and may serve and vote on committees
18 established pursuant to Section 5.01 (III) B.

19 **IV. Physician Assistant Membership**

20 ~~**Qualifications.** Any Physician Assistant, (a) who is nationally certified by the
21 National Commission Certification of Physician Assistants (NCCPA); (b)
22 graduated from an Accreditation Review Commission on Education for the~~

1 ~~Physician Assistant (ARC-PA) accredited Physician Assistant school; (c) who is~~
2 ~~licensed to practice medicine as a Physician Assistant in the State of Florida; (d)~~
3 ~~whose home or professional practice is in Miami-Dade County; and (e) whose~~
4 ~~ethical and professional qualifications conform to the standards in these Bylaws~~
5 ~~and to the Principles of Medical Ethics of the Association and the American~~
6 ~~Academy of Physician Assistants (AAPA), shall be eligible to become a Physician~~
7 ~~Assistant member of the DCMA.~~

8 ~~**Privileges.** Physician Assistant members shall not have the right to vote or the~~
9 ~~right to hold office. They may attend any of the meetings of the Association~~
10 ~~which are open to Active Members and may serve and vote on committees~~
11 ~~established pursuant to Section 5.01 (iii)(B).~~

12 ~~✓~~ **Physician in Training Members**

13 **Qualifications.** Any Doctor of Medicine or Doctor of Osteopathy, living or
14 enrolled full-time as an intern, resident or fellow in a graduate medical
15 education program in Miami-Dade County approved by either the Accreditation
16 Council for Graduate Medical Education or the American Osteopathic
17 Association is eligible for Physician in Training membership.

18 **Privileges.** Except for the right to be elected or appointed as a delegate or
19 alternate delegate to the FMA, Physician in Training Members shall not have the
20 right to vote or the right to hold office, except that such members shall have the
21 right to vote for and to hold the office of Physician-in-training Board Member.
22 They may attend any meetings of the Association which are open to Active
23 Members and may serve and vote on committees established pursuant to

1 Section 5.01 (III) B. Any Physician-in-training member who has been suspended
2 or placed on probation by the Association shall not be eligible to hold the office
3 of Physician-in-training Board Member while suspended or on probation.

4 ~~VI.~~**V. Student Members**

5 **Qualifications.** Any person who is enrolled as a full-time student in any school
6 of allopathic medicine or school of osteopathic medicine in Miami-Dade County
7 that is listed in the World Directory of Medical Schools, or such student resides
8 in Miami-Dade County and attends a school of allopathic medicine or school of
9 osteopathic medicine in a county outside of Miami-Dade County that is listed in
10 the World Directory of Medical Schools is eligible for Student membership.

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12 **Privileges.** Student Members shall not have the right to vote or the right to hold
13 office except that Student Members shall have the right to vote for and to hold
14 the office of Medical Student Board Member. They may attend any meetings of
15 the Association which are open to Active Members and may serve and vote on
16 committees established pursuant to Section 5.01 (III) (B).

17 ~~VII.~~**VI. Affiliated Medical Associations**

18 **Qualifications.** Upon approval by a quorum of the DCMA Board of Directors,
19 recognized medical associations, specialty societies, and other medical
20 organizations comprised of physicians licensed in Miami-Dade County, and with
21 their principle place of business in Miami-Dade County, are eligible to apply for
22 Affiliated Medical Association status. Annual dues are determined by the Board
23 of Directors of the DCMA.

1 **Privileges.** Affiliated Medical Associations shall have one collective vote on the
2 DCMA Board of Directors. The voting member will rotate each year, based on
3 the medical association's acceptance date into the DCMA. In the instance when
4 the next organization in line to hold the seat on the Board of Directors is not
5 available or interested, the seat will move to the next organization in line. They
6 may attend any meetings of the Association which are open to Active Members
7 and may serve and vote on committees established pursuant to Section 5.01
8 (III)(B). Upon approval into DCMA membership of 75% of the Affiliated Medical
9 Association's physician members as paid, full Active Members of the DCMA, the
10 annual Affiliated Medical Association dues will be waived. When available the
11 facilities of the Association are available for meetings or seminars hosted by the
12 Affiliated Medical Associations. Other privileges as approved by the DCMA
13 Board of Directors may be made available to Affiliated Medical Associations as
14 the Board deems appropriate.

15 **Section 1.02 QUALIFICATIONS AND APPLICATION**

16 I. **Standards of Qualification.** The Association shall be the sole judge of
17 the moral, ethical and professional qualifications requisite for admission to, or
18 the continuation of, any category of membership in the Association. All
19 members of the Association shall have the duty to appear in person and testify,
20 when summoned, before (a) the DCMA Board of Directors; (b) the Executive
21 Committee; and (c) any other committee when authorized by the DCMA Board
22 of Directors. Each member of the Association agrees to cooperate with any
23 reasonable request made by such body whenever called upon to do so. The

1 failure of any member to so cooperate may subject the member to disciplinary
2 action.

3 **II. Application Form.** Application for admission to membership in any
4 class (other than Honorary Membership) must be made on forms prescribed by
5 the Board and shall be signed by the applicant on such applicant's honor. The
6 applicant's signature upon such application shall constitute acceptance of, and
7 agreement to be bound by, the Articles of Incorporation and Bylaws of the
8 Association, and the Principles of Medical Ethics of the Association and the
9 AMA, together with all future amendments of such Articles of Incorporation,
10 Bylaws or Principles of Medical Ethics which may be duly adopted by the
11 respective organizations. Any false statement made on an application may be
12 grounds for probation or censure by, or suspension or expulsion from, the
13 Association.

14 **III. Election.** Upon formal notification in writing of election to membership,
15 an applicant shall then become a member of and be entitled to all the privileges
16 of the class designated and appropriate dues payment shall be required.

17 **IV. Denial.** An applicant who is rejected by the Board shall be so notified
18 and may not reapply for one year. The Board may reconsider its action at any
19 regular meeting.

1 **Section 1.03 DUES**

2 **I. Annual Dues.** Dues for each category of membership are determined by the
3 Board of Directors of the Association. To remain in good standing, each member must
4 pay the annual Association dues within the time-frame and on the conditions set by
5 the Board of Directors. The Board with two thirds majority approval may update and
6 change the membership categories and its dues. The Board of Directors may from
7 time to time grant discounts on dues to group practices. Such dues may include a per
8 capita assessment at the discretion of the Board.

9 **II. Category.** For purposes of dues only, members shall be assessed according to
10 the following:

11 Active — First Year of Practice

12 Active — Second Year of Practice

13 Active

14 Active – Reduced Dues

15 Associate - Retired

16 Associate - Other

17 Non-Resident Affiliate

18 ~~Physician Assistant Member~~

19 Physician in Training

20 Medical Student

1 Affiliated Medical Association

2 **III. Delinquency.** All dues and assessments are due and payable on or before
3 January 1 of the year for which they are levied and shall be delinquent on March 31st
4 of such year, unless otherwise specified by the Board of Directors.

5 **IV. Reinstatement.** Any member whose membership has been terminated
6 because of nonpayment of dues may be reinstated by the Board, upon request,
7 confirmation of pertinent membership information and payment of all delinquent
8 dues and assessments for prior years as well as current dues. Any such reinstatement
9 shall be retroactive to the date of the termination. Any such person who elects not to
10 pay delinquent dues and assessments for all prior years must reapply for
11 membership, and the application procedures for new members, including submission
12 of an updated application will apply to such persons.

13 If a physician whose membership has been terminated because of nonpayment of
14 dues would have been eligible for a change to a membership class or dues category
15 providing for no dues, or waiver or reduction of dues as of the date of termination,
16 the Board, upon written request and upon payment of the reduced dues, if any, may
17 reinstate such physician retroactively to such changed class of membership or dues
18 category.

19 **V. Exemptions**

20 **A. Life Members.** Life Members shall be excused from the payment of annual
21 dues.

1 **B. Honorary Members.** Honorary Members shall be excused from the payment
2 of annual dues.

3 **C. Active or Associate Member — Leave of Absence.** An Active or
4 Associate Member who is temporarily not engaged in medical practice or other
5 routine business activity because of illness, postgraduate studies, medical missionary
6 work, or other reasons acceptable to the Board, may be categorized as an Active or
7 Associate Member — Leave of Absence; as appropriate, and, upon written request,
8 may be excused from the payment of annual dues. Such leave of absence shall be
9 granted for a period not to exceed one dues billing year and, upon written request,
10 shall be reviewed by the Board at least annually to determine whether such member
11 shall continue in such a category for an additional period not to exceed one year.

12 **D. Active or Associate Member — Dues Waiver.** An Active or Associate
13 Member engaged in the practice of medicine who is experiencing temporary, unusual
14 or special financial hardship may be excused from the payment of annual dues or may
15 have such dues reduced, upon request in writing, to the Board of Directors and may
16 thereupon be categorized as Active or Associate Member — Dues Waiver, as
17 appropriate. Any such reduction of dues shall be granted for a period not to exceed
18 one dues billing year and shall be reviewed by the Board at least annually to
19 determine whether such members shall continue in such category for an additional
20 period not to exceed one year.

1 **Section 1.04 RIGHT AND TRANSFERS**

2 Neither Membership in the Association nor the interest of any member in the
3 Association shall be subject to execution, or become or be an asset of the estate of
4 any deceased member, or of any member who may become insolvent or bankrupt;
5 descend to or vest in the heirs, legatees, or devisee of any member; or be transferable
6 or assignable in any form, either by the voluntary or the involuntary act of any
7 member, or by operation of law. In the event of the death, insolvency, or bankruptcy
8 of any member, or of any such attempted transfer or assignment of membership or
9 an interest of any member in the Association, whether by the voluntary act of the
10 member or otherwise, such membership and all interest of any such member in the
11 Association shall be automatically canceled, revoked and terminated.

12 **Section 1.05 TERMINATION**

13 The membership of any member shall terminate upon: (a) the resignation of the
14 member; (b) the expiration of the period of membership, unless the member renews
15 in the same or in a different class of membership, as appropriate, for subsequent
16 period on the terms set by the Board of Directors; (c) the failure of the member to
17 make any required dues or assessment payment by the prescribed delinquency date;
18 (d) the effective date of the revocation of the license to practice medicine issued by
19 the State of Florida; or (e) a majority vote of the Board of Directors. Under no
20 circumstances shall dues and/or assessments be refunded, in whole, or in part.

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1 however called, shall be open to all members. At a special meeting, the only business
2 that may be transacted is the business whose nature was described in the notice of
3 special meeting.

4 **Section 2.02** **NOTIFICATION AND LOCATION**

5 **I. Notification.** Notice of all meetings of members shall be published or
6 distributed to the members via mail, facsimile or email at least once not less than
7 fifteen (15) nor more than forty-five (45) days before the date of the meeting. The
8 notice shall specify (a) the place, date, and hour of the meeting; (b) in the case of a
9 regular meeting, those matters which the Board of Directors, at the time of giving the
10 notice, intends to present for action by the members; and (c) in the case of a special
11 meeting, the nature of the business to be transacted and that no other business may
12 be transacted.

13 **II. Location.** All meetings of members shall be held at the principal office of the
14 Association or at any other location which may be designated by the Board of
15 Directors.

16 **Section 2.03** **QUORUM**

17 **I. Definition.** Except as otherwise provided in the Bylaws, the quorum for the annual
18 meeting shall be those members present who are eligible to vote. For special
19 meetings fifty active members eligible to vote must attend the meeting.

1 **Section 2.04 VOTING**

2 **I. Eligibility.** Only members eligible to vote as of the date of the meeting shall be
3 entitled to vote at any meeting of members. Each member eligible to vote shall be
4 entitled to one vote. No member may vote on behalf of a member not present.

5 **Section 2.05 ACTION BY WRITTEN BALLOT WITHOUT A**
6 **MEETING**

7 **I. Initiated by Board of Directors.** Any action that may be taken at any
8 meeting of members may also be taken without a meeting upon compliance with this
9 section. The DCMA Board of Directors, by the vote of two-thirds (2/3rds) of a quorum
10 of the voting Directors present at a Board meeting, may refer any resolution or
11 motion pending before it to members of the Association eligible to vote for
12 consideration pursuant to this Section.

13 **II. Initiated by Members.** The Membership may call for action under this
14 section. A petition signed by at least five percent (5%) of the members of the
15 Association eligible to vote providing for adoption of any resolution or motion shall be
16 cause for referral of said resolution or motion to the members of the Association
17 eligible to vote for consideration pursuant to this section. The Board of Directors, with
18 Counsel, shall have the responsibility to ensure that all proposed resolutions or
19 motions are factual, and in compliance with current Association Bylaws and applicable
20 Florida Statutes.

1 **III. Distribution**. The Association shall distribute one written ballot to each
2 member eligible to vote on any measure. Such ballots shall be sent via mail, facsimile,
3 or email, or delivered in a manner consistent with Section 2.02 for giving notice. All
4 solicitations of votes by ballot shall (a) indicate the number of responses needed to
5 meet the quorum requirement; (b) state the percentage (and absolute number, if any)
6 of approvals necessary to pass the measure(s); and (c) specify the time by which the
7 ballot must be received in order to be counted. Each ballot so distributed shall (a) set
8 forth the proposed action(s); and (b) provide the members eligible to vote an
9 opportunity to specify approval or disapproval of each proposal.

10 **IV. Passage**. For purposes of Section 2.05, ten percent (10%) of the membership
11 eligible to vote shall be required to cast a validated ballot to cause the votes to be
12 counted. Upon such satisfaction, a simple majority of affirmative votes returned shall
13 be required to cause passage of the measure.

1 ~~Delegate at large seats~~ may be submitted. Upon written petition of not less than five
2 percent (5%) of the members eligible to vote within any district, additional
3 nominations for any vacant district seats from that district may be submitted. Such
4 nominations must be received in the Association offices on or before noon on March
5 20th to be included on the official ballot. If March 20th is a Saturday or Sunday, the
6 nominations must be received in the Association office by noon on the Friday
7 preceding March 20th.

8 Each nomination petition is valid for only one office, along with the name of the
9 prospective nominee. All signatures shall be originals and each petition shall be
10 accompanied by a signed statement from the Member being nominated agreeing to
11 serve the office in question. Within one business day following the verification of
12 signatures the nominee shall be notified in writing as to the validity of the petition.

13 Once an eligible member of the Association has been nominated and the nomination
14 is accepted, the candidate cannot be nominated nor accept the nomination for
15 another office.

16 **Section 3.02 DISCLOSURES**

17 All members seeking election to any officer or director position may be requested by
18 the Board of Directors to complete in its entirety the Association's Disclosure Form of
19 Other Medical Interests for dissemination, either by mail, facsimile, email, or posted
20 on the DCMA website, to members eligible to vote.

1 **Section 3.03** **CAMPAIGNING**

2 Under no circumstances shall Association assets or goodwill, including but not limited
3 to Association stationary and insignia, be used for election campaign purposes. No
4 Association funds shall be used for any campaign purpose regarding any Association
5 elective position.

6 Upon written request by any nominees for election to any elective position, and the
7 payment of reasonable costs of production and mailing, the Association shall mail to
8 all members, or such portion of members as the nominee may reasonably specify, any
9 material which the nominee may furnish, and which is reasonably related to the
10 election. In lieu of the foregoing, the Association may, at its option, and after review
11 of the material(s) to be mailed, allow such nominee to obtain, upon written request
12 and tender of reasonable charge mailing lists or labels of members eligible to vote.

13 **Section 3.04** **METHOD**

14 **I.** **Official Ballot.** All nominees will be listed on the ballot. Members eligible to
15 vote may vote in contested races for the officer slate, and must vote for one of the
16 nominees listed on the ballot for his/her district and the at-large seat(s).

17 **II.** **Distribution.** On or about the 15th of April, each member eligible to vote in a
18 contested race shall receive an official ballot delivered by mail, facsimile, or email. For
19 each elective office, the name(s) of each nominee shall be listed. Members shall be
20 eligible to vote in contested races for all county-wide offices, as well as any elections
21 which may be held for district offices within that member's district.

1 Any member eligible to vote, who does not receive a ballot, or whose ballot has been
2 damaged in any manner, may receive a replacement ballot upon request.
3 Replacement ballots may be forwarded to such member, or may be obtained in
4 person. However, only the member eligible to vote, or such member's authorized
5 representative, may receive a replacement ballot. Any such representative must
6 present written authorization signed by the member eligible to vote.

7 Ballots may be delivered by mail, facsimile, email or in person to the principal office of
8 the Association and shall be accepted until the date and time of the closing of the
9 polls, as identified on the ballot.

10 The Association shall publish election instructions either in advance of or included in
11 the official ballot distribution.

12 **III. Count.** A Committee designated by the Board shall supervise the ballot count,
13 which shall take place within seventy-two hours (72) following the closing of polls.

14 A procedure shall be utilized which shall ensure that only ballots identified as received
15 from members eligible to vote in the election shall be tabulated. For each office
16 where there is more than one (1) nominee, the candidate receiving the affirmative
17 vote of the majority of members eligible to vote and voting in the election for such
18 office shall be declared elected. In the event that no candidate receives a majority of
19 votes cast for a particular office, a runoff election shall be held between the two (2)
20 candidates who have received the highest number of votes. The date of such runoff
21 shall be no less than fifteen (15) or more than twenty (20) days after the ballots for
22 the regular election have been certified. Ballots for the runoff election shall be

1 distributed to the members eligible to vote via mail, facsimile, or email, not less than
2 ten (10) days prior to the date of such election.

3 **IV. Results.** At the Annual Meeting and Installation of Officers of the Association,
4 the President shall announce the results of the election, and its report shall be
5 published to the membership. All those elected shall assume their duties immediately
6 following the adjournment of the Annual Meeting.

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1 **CHAPTER IV**

2 **OFFICERS**

3 **Section 4.01 DEFINITIONS**

4 The Elected Officers of the Association shall be a President, President-Elect, Vice
5 President, Secretary-Treasurer and Immediate Past President. The Board of Directors
6 may appoint such other officers of the Association as it deems appropriate,

7 **I. Qualifications.** Each Officer shall be a member eligible to vote in the
8 Association and shall have been a member in good standing eligible to vote for no less
9 than two (2) consecutive years prior to the date of election. No person may
10 concurrently hold more than one office.

11 **II. Duties**

12 **A. President**

13 (1) The President shall generally supervise and direct the business of the
14 Association.

15 (2) The president shall be a member, with the right to vote, of the Board,
16 and the Executive Committee, and an ex officio member of any
17 committee established pursuant to Section 5.01 (III) (B).

18 (3) The President shall preside at all meetings of members and shall serve
19 as Chairperson of the Board and Chairperson of the Executive
20 Committee,

21 (4) The President shall appoint the members and chairperson of any
22 committees established pursuant to Section 5.01 (III) (B).

1 (5) The President shall have such other powers and perform such other
2 duties as may be prescribed by the Board.

3 **B. President-Elect**

4 (1) The President-Elect shall assist the President in the discharge of the
5 President's duties, and, shall perform such duties as the President may
6 assign.

7 (2) In the absence of the President, the President-Elect shall perform all
8 the duties of the President, and when so acting shall have all the powers
9 of, and be subject to, all the restrictions upon the President.

10 (3) The President-Elect shall be a member, with the right to vote, of the
11 Board and the Executive Committee.

12 (4) Upon the expiration of the term of the President's Office, the
13 President-Elect automatically shall succeed to such office for the term of
14 one year.

15 (5) The President-Elect shall have such other powers and perform such
16 other duties as may be prescribed by the Board.

17 **C. Vice President**

18 (1) The Vice President shall assume all duties as may be required by the
19 President.

20 (2) The Vice President shall be a member, with the right to vote, of the
21 Board and the Executive Committee.

22 (3) The Vice President shall have such other powers and perform such
23 other duties as may be prescribed by the Board.

24 **D. Secretary-Treasurer**

25 (1) The Secretary-Treasurer shall keep or cause to be kept, at the
26 principal office of the Association, a separate book of minutes of
27 meetings of the members of the Board and the committees of the Board.

1 (2) The Secretary-Treasurer shall keep and maintain, or cause to be kept
2 and maintained, adequate and correct books and record of accounts of
3 the properties and business transactions of the Association including all
4 matters customarily included in financial statements.

5 (3) The Secretary-Treasurer shall keep, or cause to be kept, at the
6 principal office of the Association a record of the Association's Members,
7 showing the names of all members, their addresses and the class of
8 Membership held by each, and shall give, or cause to be given, notice of
9 the Annual Meeting and each general meeting to be announced to the
10 membership as well as all such meetings as required by the Bylaws.

11 (4) The Secretary-Treasurer (a) shall cause to be deposited all money and
12 other valuables in the name and to the credit of the Association with
13 such depositories as may be designed by the Board; (b) shall cause to be
14 disbursed the funds of the Association as may ordered by the Board.

15 (5) The Secretary-Treasurer shall, at a minimum, render to the Board a
16 quarterly report in writing of the state of funds of the Association, an
17 annual financial report in writing after the close of each fiscal year,
18 including the state of all funds of the Association, and such further
19 reports as may be requested by the Board.

20 (6) The Secretary-Treasurer shall be a member, with the right to vote of
21 the Board and the Executive Committee and shall have such other
22 powers and perform such other duties as may be prescribed by the
23 Board.

24 **F. Immediate Past President**

25 The Immediate Past President shall be a member, with the right to vote,
26 of the Board and the Executive Committee, for one year after the expiration of
27 the term as President **and Chair of the Past Presidents Council.**

1 **Section 4.02** **ELECTIONS AND TERMS OF OFFICE**

2 The Vice President, Secretary-Treasurer of the Association shall be elected by
3 Members eligible to vote in accordance with the procedures set forth in Chapter III
4 and shall be declared elected at the next Annual Meeting. They shall take office upon
5 adjournment of this meeting and shall serve for one year, or until their successors
6 have been elected. One person shall be elected to serve in the successive annual
7 capacity of President-Elect, President, and Immediate Past President.

8 **Section 4.03** **RESIGNATION OR REMOVAL**

9 Any officer may resign at any time by giving written notice to the Association. Any
10 resignation shall take effect on the date of the receipt of that notice or at any later
11 time specified in that notice. Unless otherwise specified in that notice, the acceptance
12 of the resignation shall not be necessary to make it effective.

13 Any officer may be removed, with or without cause, by recall of the Members eligible
14 to vote as provided in Chapter VII.

15 **Section 4.04** **VACANCY**

16 A vacancy in any office shall be deemed to exist upon the death, disability which
17 renders the officer incapable of performing the duties of such office, resignation,
18 removal from office, or any other cause.

19 **I. President.** In the event of a vacancy in the office of President, the President-
20 Elect shall succeed to the office of President for the remainder of the President's
21 term, and thereafter shall serve a full term as President. The office of the President-
22 Elect shall remain vacant until the next annual Association election, at which time any

1 Member who would otherwise be eligible to fill such vacancy shall be elected to the
2 office of President-Elect.

3 **II. President—Elect.** In the event of a vacancy in the office of President-Elect,
4 except for a vacancy in such office arising as a result of Section 4.04 (I), the Vice
5 President shall succeed to the office of President-Elect for the remainder of the
6 President-Elect's term, and thereafter shall serve a full term as President.

7 In the event of vacancies in the offices of both the President and the President-Elect
8 the Vice President shall succeed to the office of President for the remainder of the
9 President's term. If the Vice President cannot serve or continue to serve for any
10 reason, the Secretary-Treasurer shall succeed to the office of President for the
11 remainder of the President's term.

12 **III. Vice President.** In the event of a vacancy in the office of the Vice President
13 the Secretary-Treasurer shall succeed to the office of the Vice President for the
14 remainder of the Vice President's term.

15 **IV. Secretary-Treasurer.** In the event of a vacancy in the office of Secretary
16 Treasurer, the Board of Directors shall nominate and elect any member who would
17 otherwise be eligible to fill any vacancy so created, who shall succeed to the office of
18 Secretary-Treasurer for the remainder of the Secretary-Treasurer's term.

19 **V. Immediate Past President.** In the event of a vacancy in the office of
20 Immediate Past President, the office of Immediate Past President shall remain vacant.

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CHAPTER FIVE

BOARD OF DIRECTORS

Section 5.01 DEFINITION

The activities and affairs of the Association shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors subject to the Florida Statutes and any limitations in the Articles or Bylaws relating to action required to be approved by the members, or by a majority of all members. The Board may delegate the management of the activities of the Association to any person or committee, provided that the activities and the affairs of the Association shall be managed, and all corporate powers shall be exercised, under the ultimate direction of the Board.

I. Composition. The Board of Directors shall consist of the five (5) elected officers: President, President-Elect, Vice-President, Secretary-Treasurer, Immediate Past-President, three (3) members from each of the two (2) geographic districts, two (2) At-Large Members, one (1) physician-in-training representative, one (1) medical student representative from each of the recognized medical schools in Miami-Dade County, (1) medical student director representative from each of the recognized medicine schools in Miami-Dade County, and one (1) affiliated medical association representative, ~~each of whom, shall be a voting member of the Association in good standing for two (2) consecutive year preceding election, with the exception of the physician-in-training, medical student, and affiliated medical association.~~ In accordance with Section 4.01, Officers shall be a voting member of the association in

1 good standing for no less than two (2) consecutive years prior to the date of election.
2 The medical student director~~s~~ shall be ~~elected~~ appointed annually in ~~May~~ June by the
3 ~~medical student members~~ President of the Association. ~~The medical student director~~
4 ~~seat on the Board will alternate between the recognized medical schools each year.~~
5 The physician-in-training member shall be ~~elected~~ appointed annually in ~~May~~ June by
6 the ~~physician-in-training members~~ President of the Association. The affiliated medical
7 association member shall rotate each year in sequential order based on the medical
8 association's acceptance date into the DCMA.

9 **II. Election and Term of Office.**

10 Directors elected in accordance with this Chapter, shall be elected in accordance with
11 the procedures set forth in Chapter IV, to fill each of the six (6) numbered seats and 2
12 At-Large seats for terms of three (3) years each, with no Director being eligible to
13 serve for more than two consecutive terms (no more than a total of six (6) years
14 unless serving as an officer of the Association). The medical student, medical student
15 director and physician in training directors shall serve no more than two (2) one-year
16 terms.

17 **III. Duties**

18 The Board of Directors shall be responsible for the following:

19 **A. Interpretation of Bylaws.** The Board of Directors shall have the sole
20 responsibility for interpretation of these Bylaws. At its discretion, the Board of
21 Directors may seek advice from legal counsel.

1 **B. Appointed Committees.** The Board of Directors may take action to cause
2 the establishment of numerous committees.

3 **(1) Standing and Ad-hoc Committees.** Annually, the Board shall at a
4 minimum, establish the following committee: Continuing Medical Education,
5 Community Outreach, Women in Medicine, Past Presidents Council, Investment
6 Advisory & Audit Committee. Other committees, both standing and ad-hoc
7 committees, may be established by the DCMA president on an as-needed basis.

8 Members and Chairperson of such Committees shall be appointed by the President
9 and confirmed by the Board of Directors. The Chairperson of such Committees shall
10 be appointed for terms of one year each and such appointments may be reviewed for
11 successive terms not to exceed two reappointments. At least one-third of each
12 committee shall consist of members who have previously served on the committee.
13 Any committee member may be removed by the President for non-attendance.

14 A quorum for the transaction of business shall be presumed present for all duly
15 noticed committee meetings.

16 **(2) Executive Committee.**

17 An Executive Committee consisting solely of Association Directors shall be established
18 annually by the Board of Directors. The Executive Committee shall at a minimum, be
19 composed of all Association elected officers. The President shall preside over its
20 meetings. The Executive Committee shall have full authority to act for the Board of
21 Directors. Decisions made by the Executive Committee will be ratified by the Board of
22 Directors. The actions of the Executive Committee shall be reported to the Board of

1 Directors at its next regular meeting. The Executive Committee shall, at a minimum,
2 have the following responsibilities:

3 (a) Consider all matters referred to it by the President of the Board of
4 Directors.

5 (b) Serve as a Long-term Planning Committee.

6 (c) Serve as a Finance Committee.

7 (d) Serve as Ethics Committee or appoint ad-hoc Ethics Committee when
8 necessary.

9 (e) May maintain employment of a qualified Executive Vice President of the
10 Association including establishment of compensation and employment
11 conditions and title or retain an association management company to
12 manage the affairs of the organization under direction of the Executive
13 Committee.

14 (f) Serve as the Bylaws Committee as necessary.

15 **(3) Nominating Committee.** A Nominating Committee shall consist of a past
16 president, the current President and President-Elect, and two Directors
17 recommended by the President, and approved by the Board of Directors. The
18 Chairperson of the Committee shall be the past president member. The Committee
19 shall perform all duties as delineated in Chapter III.

20 **C. Appointed Advisors.** The Board may appoint one or more legal advisors,
21 certified public accountants, or other professionals as necessary, indicating the duties
22 to be assigned to each and fixing the amount of their retainers and fees, if any.

1 **D. Discipline of Membership.** The Board of Directors shall authorize the
2 Executive Committee, serving as the Ethics Committee or an appointed ad-hoc Ethics
3 Committee, to have jurisdiction over all proceedings to take disciplinary action against
4 a member of the Association. Such jurisdiction shall include the authority to
5 recommend that the Board of Directors censure, impose probation, suspend, or expel
6 a member of the Association.

7 The Principles of Medical Ethics promulgated by the AMA are hereby adopted as the
8 Principles of Medical Ethics of the Association and, as applied by the Executive
9 Committee or an appointed ad-hoc Ethics Committee, shall regulate and govern the
10 conduct of all members of the Association. The Executive Committee or an appointed
11 ad-hoc Ethics Committee shall conduct its activities pursuant to written rules of
12 procedure, which shall be adopted, amended or repealed by the Executive Committee
13 or an appointed ad-hoc Ethics Committee, only with the consent or approval of the
14 Board of Directors.

15 **Section 5.02 MEETINGS**

16 The Board of Directors meeting shall be presided over by the President or, in the
17 President's absence, by the President-Elect. In the event of the death, disability,
18 resignation or removal of both the President and the President-Elect, such positions
19 shall be filled in accordance with the provision of Section 4.04 (I)(II).

20 **I. Regular Meetings.** Regular meetings of the Board of Directors shall be held
21 at such time as shall from time to time be fixed by the Board. There shall be a
22 minimum of four (4) meetings of the Board of Directors called each year.

1 **II. Special Meetings.** Special meetings of the Board of Directors for any
2 purpose may be called at any time by the President, the Secretary or any five
3 Directors. The notice shall state the time and place for the meeting. Adequate notice
4 of meetings shall be given via mail, facsimile or email.

5 **III. Conference Meetings.** At the discretion of the President, any meeting may
6 be held by conference telephone, web or internet conferencing, or similar
7 communication equipment, as long as all Directors participating in the meeting can
8 simultaneously hear each other.

9 **IV. Location.** All meetings of the Board of Directors shall be held at the principal
10 office of the Association, or at such other place as the President may determine.

11 **V. Quorum.** A simple majority of the voting active physician members of the
12 Board of Directors shall constitute a quorum for the transaction of business.

13 Every act or decision done or made by a majority of the Directors present at a
14 meeting duly held at which a quorum is present shall be regarded as an act of the
15 Board.

16 **Section 5.03 VACANCIES.**

17 A vacancy in the Board of Directors shall be deemed to exist upon (a) the death,
18 disability which renders the Director incapable of performing the duties of Director,
19 resignation, or removal of any Director as provided in these Bylaws; (b) the increase
20 of the authorized number of Directors; or (c) the failure of the active members in any
21 Association election to elect the necessary number of Directors. No reduction of the

1 authorized number of Directors shall have the effect of removing any Director before
2 the Directors term of office expires.

3 Vacancies in the Board may be filled by the Board of Directors, from one of the two
4 (2) geographic districts from which the vacated seat was held by a majority vote of
5 the remaining Directors, provided there is a quorum of remaining Directors, and each
6 Director so selected shall serve until the next annual Association election, at which
7 time members shall elect an eligible member to serve the remainder of the unexpired
8 term.

9 **Section 5.04 RESIGNATION OR DISQUALIFICATION.**

10 **I. Resignation.** Any Director may resign effective with giving written notice to
11 the President, the Secretary-Treasurer, or the Board of Directors, unless the notice
12 specifies a later time for the resignation to become effective. If the resignation is
13 effective at a future time, a successor may be selected to take the office before such
14 time, in accordance with Section 5.03, to take office when the resignation becomes
15 effective.

16 **II. Disqualification for Non-Attendance.** The Board of Directors may declare
17 vacant the office of any Director who fails to attend fifty percent (50%) of the regular
18 meetings of the Board each year, without excuse satisfactory to the Board. Such
19 vacancies shall be filled pursuant to Section 5.03

1 **CHAPTER VI**

2 **DELEGATES AND ALTERNATE DELEGATES TO THE**
3 **FLORIDA MEDICAL ASSOCIATION**

4 **Section 6.01. Definition**

5 Delegates and Alternate Delegates to the Florida Medical Association, as duly
6 ~~elected or~~ appointed under Section 6.02, shall represent the Association in all
7 deliberations of the FMA House of Delegates. The Delegation Chairperson shall
8 be the Association Immediate Past President as of January 1st of the year of the
9 FMA House of Delegates meeting(s), and shall serve throughout the entire
10 calendar year.

11 **I. Qualifications.** FMA Delegates and Alternate Delegates must be active,
12 associate or physician in training members of the DCMA.

13 **II. ~~Election~~ Appointment and Term of Office.** The Board of Directors
14 shall ~~apportion~~ appoint, upon advice of the Executive Committee, positions of
15 FMA Delegates and Alternate Delegates. ~~among districts and at large.~~ Each
16 Delegate and Alternate Delegate shall be ~~elected~~ appointed for a one-year
17 terms ~~of three years~~ by the ~~voting membership at large or of an appropriate~~
18 ~~Association district~~ Board of Directors. The term of office shall ~~commence~~
19 conclude immediately following the ~~next~~ Annual Meeting of the FMA.

20 **III. Authority.** The DCMA Delegation to the Florida Medical Association
21 (FMA) is responsible to the membership and as such, shall represent the best
22 interest of the membership and the Board of Directors.

1 **Section 6.02** **VACANCIES.**

2 The Board of Directors or the DCMA President are authorized to appoint eligible
3 members to fill vacancies as necessary ~~until the next Association election.~~

4 The Chairperson of the Delegation and the DCMA President are authorized to
5 credential Members as Delegates during sessions of the FMA House of
6 Delegates as may be necessary to insure a full Delegation seating. Such
7 Members need not to have been elected Alternate Delegates.

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- 1 other matters shall be contained on the ballot of a special recall election. Fifty
- 2 percent (50%) of the members eligible to vote must cast ballots.
- 3 Two-thirds of the votes must be in favor of the recall.

1 **CHAPTER IX**

2 **RECORDS AND REPORTS**

3 **Section 9.01 MAINTENANCE OF CORPORATE RECORDS**

4 Association shall keep at its principal office adequate and correct books and
5 records of account; minutes in written or electronic form of the proceedings of
6 its members, the Board of Directors, committees of the Board, and other
7 committees; and a record of its members: giving their names and addresses and
8 the class of membership held by each.

9 **Section 9.02 MEMBERS' INSPECTION RIGHTS**

10 Any member may at all reasonable times during office hours inspect the records
11 of all members names and addresses or obtain a list of all members' names and
12 addresses, and inspect the accounting books and inspect minutes of the Board
13 of Directors. All records must remain in the Association offices at all times.

14 **Section 9.03 MAINTENANCE AND INSPECTION OF ARTICLES AND**
15 **BYLAWS**

16 The Association shall keep at its principal office the original or a copy of, The
17 Articles of Incorporation and Bylaws as amended to date, which shall be open to
18 inspection by the members at all reasonable times during office hours. Upon
19 request, members will be directed to the DCMA website to obtain a copy of the
20 Bylaws as amended to date.

1 **Section 9.04 REVIEW/AUDIT**

2 The books and accounts of the Association shall be reviewed annually by a
3 certified public accountant selected by the Executive Committee. An audit of the
4 books and accounts of the Association may be requested at the discretion of the
5 DCMA Board and/or Executive Committee.

1 **CHAPTER XII**

2 **AMENDMENTS**

3 **Section 12.01 BY LAWS AMENDMENTS**

4 With regard to this Chapter, the Board of Directors, with Counsel, shall have the
5 responsibility to ensure that all proposed amendments are factual, and in compliance
6 with applicable Florida State statutes.

7 **I. Amendment by DCMA Board of Directors.** New Bylaws may be adopted,
8 or these Bylaws amended or repealed by a seventy-five (75%) vote of all active voting
9 physician members of the DCMA Board of Directors following the opportunity for the
10 DCMA Board to consider the proposed changes at two (2) DCMA Board Meetings and
11 posting the changes on the DCMA website for at least thirty (30) days prior to the
12 vote by the DCMA Board to amend or repeal.

13 **II. Amendment by Members Eligible to Vote.**

14 **A.** New Bylaws may be adopted, or these Bylaws amended or repealed by a
15 petition presented to the DCMA Board of Directors and signed by at least five (5%)
16 of the members of the Association eligible to vote for adoption of new Bylaws or
17 amendment or repeal of these Bylaws or any section thereof. A seventy-five (75%)
18 vote of all active voting physician members of the DCMA Board of Directors will
19 effect the Amendment or repeal of these Bylaws as contained in the petition. If the
20 DCMA Board of Directors does not support the amendment or repeal of these

1 Bylaws as presented by five percent (5%) of the members of the Association eligible
2 to vote, then the procedure in Chapter XII, Section (II)B, will be followed.

3 **B.** Without a seventy-five percent (75%) vote of all active voting physician
4 members of the DCMA Board of Directors, new Bylaws may be adopted, or these
5 Bylaws amended or repealed, by members eligible to vote. Upon the casting of
6 validated ballots of fifteen percent (15%) of the membership eligible to vote, two-
7 thirds (2/3rds) of affirmative votes returned shall be required to cause passage of
8 the measure.

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CHAPTER XIII

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DISSOLUTION

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Section 13.01 DISSOLUTION OF ASSOCIATION

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The dissolution of the Association, whether voluntary or involuntary, shall be

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accomplished and the rights of members shall be determined in accordance with

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applicable Florida State Statutes.

