

DCMS BYLAWS
Updated 7/11/2019

100-MEMBERSHIP

101 QUALIFICATIONS AND ELIGIBILITY TO APPLY FOR MEMBERSHIP: The Duval County Medical Society (hereafter known as the DCMS) shall judge the qualifications of its members. Every reputable and unrestricted licensed physician (Medical Doctor (MD) or Doctor of Osteopathy (DO), or foreign equivalent) residing or practicing in Duval County shall be eligible to apply for membership.

102 MEMBERSHIP CLASSIFICATIONS

102.1 Active Members: Any Florida-licensed physician of good moral character, who meets the requirements of 101, may apply for Active Membership in the DCMS. Active Members shall have voting privileges and may hold office.

102.2 Life Members: Life Members are members in good standing with the DCMS for at least thirty-five (35) years (the years do not have to be consecutive) and can vote and hold office.

102.3 Retired Members: Retired members are physicians who retired from active practice, but previously qualified for Active DCMS membership. Retired members may vote, hold office, and serve on Committees. If a Retired Member resumes the active practice of medicine either part-time or full-time, this status shall be automatically terminated and Active Membership Status resumed.

102.4 Associate Members: Associate Members are physicians who may or may not be licensed to practice medicine in the State of Florida, such as Military or Affiliate physicians (whose primary membership is with another CMS), or others as determined by the Board. Associate Members shall have voting privileges and may hold office.

102.5 Resident/Fellow: Any graduate of a recognized medical school serving as an intern, resident, or fellow physician in any accredited academic medical training program in Duval County or whose duties are limited to their respective programs, shall, during the period of his or her internship, residency, or fellowship, be eligible for Resident/Fellow Membership in the DCMS.

103 APPLICATION FOR MEMBERSHIP

103.1 Application for Active Membership: Qualified member candidates must file a completed application that includes information deemed appropriate by the Board of Directors. The application must be accompanied by an entrance fee, as determined by the Board of Directors, and dues for the current year. Dues are not applied to membership until Board approval of the application.

103.11 An Associate Member who fulfills the criteria provided for in Section 102.1, and who has maintained Associate Membership, may be considered for Active Membership without filing a new application.

103.2 Application for Associate Membership: An applicant for Associate Membership shall secure from the DCMS the necessary form, and submission of the application shall follow the same steps as that of the other applicants. The approval of the applicant shall likewise conform to that of all memberships.

103.4 Application for Reinstatement of Membership: Members desiring to reinstate their membership with the DCMS may elect to either:

(1) Initiate a request for reinstatement, update their application, and provide any supporting documents which might have expired during their absence. Upon completion of verifications, the file will be presented to the Board for reinstatement; or

(2) Reapply as a new member.

104 ACTION ON MEMBERSHIP APPLICATIONS

104.1 Membership: Following the completion of the application and filing with the DCMS, the applicant's name shall be referred to the DCMS Membership Department, which shall make such inquiries deemed to be proper and necessary for professional qualifications, conduct, standing and experience of the applicant.

The Secretary shall report on each completed application at the next Board of Director's regular meeting whether the applicant is qualified to become an active member of the DCMS. Upon favorable completion of this review and approval, the applicant shall retain all rights and privileges of membership. If a concern about the eligibility of a new member is brought before the Board of Directors within 60 days of acceptance, the Board may choose to revoke membership with a two-thirds majority. Reapplication for membership for a rejected applicant shall not be made in less than six (6) months following such rejection. Dues paid with the application, not application fee, shall be returned to the rejected applicant.

105 TRANSFERS INTO AND FROM THE DUVAL COUNTY MEDICAL SOCIETY

105.1 Transfers Into the DCMS: When a member in good standing of another state or county medical society moves into the jurisdiction of the DCMS, upon completed application, the member may be accepted into membership as established in Sections 101 and 102.

105.2 Transfer From the DCMS: A member in good standing wishing to withdraw shall be granted a transfer, provided the member is free from all indebtedness to the DCMS and has no disciplinary action pending against him or her. Upon request, a transfer letter shall be provided for the departing member.

106 RIGHTS AND PRIVILEGES

106.1 All Active, Associate, Retired and Life Members shall be equally privileged to attend all meetings and take part in all proceedings; and shall be eligible to hold any office or honor within the DCMS so long as they conform to the Articles of Incorporation and Bylaws, including the payment of dues and fees. A member who is under sentence of suspension or expulsion shall not be permitted to take part in any of the proceedings, or be eligible to hold any office until relieved of such disability.

106.2 Resident/Fellow Members shall be governed by the same rules and enjoy the same privileges at scientific meetings as Active Members, except that they may not hold office, may not participate in elections, and may have no voice in the executive management or sessions of the DCMS. The DCMS Resident member elected to serve on the Board for a one-year term may have the privilege of voting.

107 THE COMMITTEE ON ETHICAL AND JUDICIAL AFFAIRS (CEJA): CEJA has the responsibility for study and action on all alleged misconduct and offenses involving members of the DCMS. shall act in matters of ethics for the DCMS (as provided in 800.0). CEJA shall also consider, on a case-by-case basis, requests from members for waiver of annual dues due to financial hardship, and may request tax returns to assist in making their determination. -CEJA shall forward its recommendations on dues waiver requests to the Board of Directors for approval.

108 MISCONDUCT AND OFFENSES: Any DCMS member who is guilty of a criminal offense or of gross misconduct, either as a physician or as a citizen, or who violates any of the provisions of the Articles of Incorporation and Bylaws, shall be liable to counsel, censure, probation, suspension or expulsion.

If a member's license is revoked by the governing agency for medical licensing for the State of Florida, or if the member voluntarily surrenders their license while under investigation by the governing agency for medical licensing for the state of Florida, the member is no longer eligible for membership in the DCMS. CEJA will report such an action by the governing agency for medical licensing for the state of Florida to the Board of Directors, and said member will be dropped from membership and the reason noted in the member's file.

If a member's license is suspended by the governing agency for medical licensing for the state of Florida, such action will result in an automatic referral to CEJA for appropriate action.

Charges against a member must be made in writing and marked Attention CEJA - Confidential. A copy of the charges shall be furnished to the accused within five working days of receipt of the charges by Certified Mail-Return Receipt or hand delivered. CEJA shall investigate the charges on their merits, and require a physical examination of the accused, if indicated. No action shall be taken by CEJA within 15 days of the presentation of the charges to the accused, or before giving the accused and the accuser ample opportunity to appear before CEJA and be heard. The accused also shall have the right to request a hearing to answer the initial charge(s) levied against the physician. The member shall have the right to request a second hearing to answer new or additional charges. If a case is being considered by the governing agency for medical licensing for the state of Florida, or by the courts, no further action shall be taken until said consideration has been completed. CEJA shall report to the Board of Directors (1) that the charges are not sustained; or (2) that the charges are sustained and the accused should be (a) counseled, (b) censured, (c) placed on probation, (d) suspended for a definite time or, (e) expelled. Counsel, censure, probation, or suspension shall require a two-thirds vote by ballot of the Board of Directors present and voting, and a three-fourths vote of the Board of Directors present and voting shall be required to expel a member except as provided in 703.0, in the case of non-payment of dues and assessments. No action shall be taken by the Board of Directors in such cases until at least six weeks have elapsed since the filing of the charges. The Board of Directors' actions will be reported at the next regular meeting of the DCMS. A vote of two-thirds of the Active Members present and voting will be required to overrule the Board of Director's action.

A member suspended for a definite time shall be reinstated to prior membership status and privileges at the expiration of this period without any reapplication for membership or any action by the member because of such suspension. Any member expelled from the DCMS for any cause shall be eligible for membership after one year from date of expulsion on the same terms and in like manner as an original applicant. Confidentiality shall be maintained until such time as CEJA has found probable cause for guilt, presented its findings to the Board of Directors, and the Board of Directors is ready to report its findings to the general membership.

200 – MEETINGS

201 REGULAR MEETING: Meetings of the DCMS shall be held at intervals to be determined by the Board of Directors with due notification to the membership.

202 ANNUAL MEETING: The DCMS Annual Meeting shall be held annually as determined by the Board of Directors, at which time the chief item of business shall be the election of DCMS Officers, Directors, Delegates and Alternate Delegates to the Florida Medical Association (FMA) House of Delegates. Officers and Directors and FMA Delegates and Alternate Delegates shall be elected as provided in Section 300 and Section 550 respectively on nominations received from the Nominating Committee and from the floor.

203 SPECIAL MEETING

203.1 DCMS: Special meetings of the DCMS may be called by the President, or shall be called by him or her on written or electronic request by a majority of the members of the Board of Directors, or by written or electronic request of any five percent of the Active Members of the DCMS. Notice by electronic means or in writing shall be communicated to each member within a minimum of 10 days prior to the date of such special meeting, which shall contain a brief statement of the meeting's objective, and the time and place where such meeting shall be held.

203.2 Board of Directors: Special meetings of the Board of Directors may be called by the President, or shall be called by the President by electronic or written request by a minimum of twenty-five percent of the members of the Board of Directors, or by electronic or written request of any ten percent of the Active Members of the DCMS. Notice shall be communicated to each member, by electronic means or in writing, within a minimum of 48 hours prior to the date of such special meeting, and shall contain a brief statement of the meeting's objective and the time and place where such meeting shall be held.

- 204 QUORUM:** A quorum of a DCMS Membership Meeting shall be the number of voting members in attendance, as long as the meeting has been noticed to all members at least 30 days in advance of the meeting.
- 205 RULES OF PROCEDURE:** The current edition of Sturgis Standard Code of Parliamentary Procedure shall govern this organization in parliamentary situations that are not provided for by law or in its Articles of Incorporation, Bylaws, or adopted rules.

300-ELECTIONS

- 301 NOMINATING COMMITTEE:** At least 60 days prior to the Annual Meeting, the President shall appoint a Nominating Committee of at least five (5) members approved by the Board of Directors. The Committee roster will be made known to the membership in a prompt manner. The President and the Board of Directors should give careful consideration to the make up of the Nominating Committee to assure balance of participants by geographical area, specialty, and membership classification. At least one member will be from last year's Nominating Committee.
- 302 TIME OF MEETING:** The Nominating Committee shall convene at least sixty (60) days prior to the Annual Membership Meeting and shall select a candidate for each of the offices of: President-Elect; Vice President(s); Secretary; Treasurer; and each vacancy on the Board of Directors. The Nominating Committee's report (e.g., slate) shall be reported to the membership at least one month (30 days) prior to the Annual Membership Meeting.
- 303 NOMINATING ACCEPTANCE:** The Nominating Committee shall make certain that the nominees will serve if elected.
- 304 NOMINATIONS BY PETITION:** In order to add to the slate of nominees from the Nominating Committee, any voting DCMS member shall have the right to make additional nominations for all officers and Board of Directors seats, provided that he or she has delivered to the DCMS Secretary, at least thirty-one (31) days prior to the Annual Membership Meeting, an electronic or written statement indicating an intention to nominate one or more additional persons with a written approval by each intended nominee and signatures of at least 25 voting members of the DCMS. Any name placed in nomination by this method will be listed in addition to the names selected by the Nominating Committee and included in an official ballot to be cast at the annual meeting of the DCMS. At the time of the meeting, further nominations may be made from the floor. Any person making a nomination from the floor must be prepared to certify that his or her nominee will accept the position if elected.
- 305 BALLOT:** If necessary, a ballot shall list alphabetically the name of each candidate nominated for a particular, unfilled, elective position and shall clearly state the position for which each candidate is nominated. Space will be made available on the ballot for the names of nominees from the floor.
- 306 ELECTION COMMITTEE:** The President shall appoint an Election Committee. The Election Committee shall be responsible for the counting of ballots and reporting the results to the President, who in turn, notifies the membership.
- 307 ABSENTEE BALLOTS:** Absentee ballots will be made available to members using available technology to encourage the highest rate of participation. The ballot, in order to be counted in the tabulation of votes cast at the election, shall be received by the Secretary at least 48 hours prior to the election and must clearly indicate the voting member's name.
- 308 CONDUCT OF ELECTION:** The Board of Directors shall determine the manner in which the election shall be conducted, as among paper ballot, mechanical or electronic devices, or by acclamation.
- 309 CAMPAIGNING:** Under no circumstances shall the DCMS' assets or goodwill, including, but not limited to, DCMS stationary and insignia, be used for DCMS election campaign purposes. No DCMS funds shall be used for any campaign purpose regarding any DCMS elective position. The DCMS, upon electronic or written request

and payment, will provide to a candidate a mailing list or labels of voting members. The DCMS staff is not permitted to provide any other assistance in a DCMS campaign for elective office.

- 310 ELECTION RESULTS:** Following the tabulation of the ballots, the President shall report the election results to the membership. All those elected shall assume their duties at a time determined by the Board of Directors following the adjournment of the Annual Membership Meeting.
- 311 VOTING:** Voting shall be by secret ballot, unless a candidate is unopposed. In the event a candidate does not receive a majority vote, additional ballots shall be cast at the same meeting until the candidate receiving the majority of votes shall be elected to office. In the event of an election where there are three or more candidates, not one of which has a majority vote, the candidate having the lowest number of votes shall be dropped until the candidate with a clear majority is elected.

400-OFFICERS

- 401 OFFICERS:** The officers of the DCMS shall consist of the President, President-Elect, Vice President(s), Secretary, Treasurer and the Immediate Past President. The officers of the DCMS must have been Active Members in good standing for the three preceding years before taking office. The officers shall be elected the voting members of the DCMS in the following manner: A President-Elect shall serve for a period of one year, except as provided for in Section 404. Vice President(s), Secretary, and Treasurer shall be elected to serve for one year following their election. Other elections shall be held as designated in the bylaws.
- 402 VACANCIES IN THE OFFICE UNLESS OTHERWISE ADDRESSED IN THESE BYLAWS:** If any vacancy occurs not covered elsewhere in these Bylaws, it shall be filled by the Board of Directors, which action shall be approved by the general membership at its next regular meeting.
- 402.1** In the event that the President, President-Elect or Vice President(s) are unable to serve, the most recent Past President available shall become the presiding officer.
- 402.2** In the event of a vacancy in the position of President-elect with less than 90 days before the Annual Meeting, the Board of Directors must nominate a current member of the Executive Committee to fill the vacancy of President-elect. That nomination must be confirmed by a vote of the DCMS Membership prior to the Annual Meeting. Voting by mail, fax and email are all acceptable as long as the membership has been notified of the vote.
- 403 DUTIES OF THE PRESIDENT:** The President shall preside at the meeting of the DCMS and perform such other duties as usually pertain to the office of President. The President shall have charge of all the business interests of the DCMS and with the Executive Committee and Executive Vice President, shall manage its affairs and generally supervise in consultation with the Treasurer the disbursement of its funds. The President shall be the head of the profession in Duval County, and shall serve as chairperson of the Executive Committee, and the Board of Directors. The President, or his or her designee, shall also serve as the chairperson of the DCMS Delegation to the Florida Medical Association.
- 404 DUTIES OF THE PRESIDENT-ELECT:** The President-Elect shall assist the President in the performance of the duties of the office, and shall preside in the absence, death, resignation, or removal of the President. The President-Elect as designated shall serve as the Vice Chairperson of the Executive Committee and Board of Directors. If the President-Elect has served less than six months and ascends to the Presidency, a special Called Meeting for the election of a new President-Elect shall take place to take effect at the next Annual Meeting.
- 405 DUTIES OF THE VICE-PRESIDENT(S):** The Vice President(s) shall assist the President in the performance of the duties of the office. If there is more than one Vice President, the Board of Directors shall designate one who will preside in the absence or inability to serve of both the President and President-Elect. The Vice President(s) shall sit on the Executive Committee and Board of Directors. If the Vice President has served less than six months, and ascends to the Presidency, a special Called Meeting for the election of a new President-Elect shall take place to take effect at the next Annual Meeting.

- 406 DUTIES OF THE SECRETARY:** The Secretary shall oversee; 1) recording the minutes of the meetings and receive and care for all records and papers belonging to the DCMS, including its Articles of Incorporation; 2) through staff, notifying each member of the DCMS as to the time and place of each meeting and, whenever possible, provide the program for such meeting; 3) making and maintaining a list of the members of the DCMS in good standing. The Secretary shall serve as a member of the Executive Committee and the Board of Directors.
- 407 DUTIES OF THE TREASURER:** The Treasurer shall oversee receipt of all dues money belonging to the DCMS from the membership. All funds of the DCMS shall be deposited to its credit in the bank or other duly designated depository, from which the same may be withdrawn only upon checks signed by those duly authorized persons who are President, Secretary, Treasurer and Executive Vice-President. The Treasurer and Executive Vice President shall be the accounting officers of the DCMS. The Treasurer shall serve as a member of the Executive Committee and the Board of Directors.
- 408 PARLIAMENTARIAN:** The President may appoint a member of the DCMS who is familiar with parliamentary law and the practice of parliamentary bodies to act as Parliamentarian. The Parliamentarian shall act as advisor to the President or other officer or person acting as Chairperson of all meetings of the DCMS, and otherwise shall assist such President or Chairperson with respect to matters of parliamentary law and procedure whenever requested; but the Parliamentarian shall not have any of the powers or duties of the President or Chairman. He or she may be an ex-officio member of the Executive Committee and the Board of Directors without the privilege of a vote.
- 409 EXECUTIVE VICE-PRESIDENT:** The Board of Directors shall maintain an executive office adequate to administer efficiently and effectively the activities of the DCMS. It may employ an Executive Vice President and other personnel as required to direct and supervise the executive office. The Executive Vice President shall be responsible to the Board of Directors which shall define the duties and fix the compensation.

500-BOARD OF DIRECTORS

- 501** The Board of Directors shall consist of the President, President-Elect, Vice President(s), Secretary, Treasurer, Immediate Past President, and the Editor of *Northeast Florida Medicine*. Additionally, there shall be elected from the membership at-large, no more than twelve (12) directors as provided in 300.0, serving staggered three-year terms. In addition, there shall be one appointment made by the President, one member representing the Young Physicians Section, and one Resident member serving on the DCMS Board of Directors for a one-year term, with voting privileges.
- 501.1** Ex-officio members, without vote, may be designated by the President with the approval of the Board. The President should encourage the participation of representation from health related organizations throughout the Northeast Florida Community; past presidents of the DCMS; current, local officers of the Florida Medical Association and all Delegates and Alternate Delegates of the American Medical Association.
- 502 VACANCIES WITHIN THE BOARD OF DIRECTORS:** If a member of the Board of Directors resigns during the calendar year, a replacement to fulfill the remainder of the term will be proposed by the President and approved by the Board of Directors.
- 503 DUTIES AND FUNCTIONS:**
- 503.1** The Board of Directors shall be the governing body of the Society, provided that it shall take no action contradicting or contravening an action of the full membership, or which is contrary to the provisions of the articles of incorporation or these Bylaws.
- 503.2** The Board of Directors shall maintain an executive office adequate to administer efficiently and effectively the activities of the Society. It may employ an Executive Vice President and other personnel as required to direct and supervise the executive office. The Executive Vice President shall be responsible to the Board of Directors, which shall define the duties and fix the compensation of that position.

503.3 The Board of Directors shall approve an annual operation budget prepared and submitted by the Executive Committee and the Executive Vice-President. In addition, a budget report shall be presented to the Board quarterly and/or at such times as directed by the Board.

503.4 The Board of Directors shall require the DCMS Treasurer to submit for analysis and approval an annual financial report audited by a Certified Public Accountant.

503.5 The Board of Directors shall be the body responsible for all Committees and shall receive reports from the Chairman of each as required.

503.6 The Board of Directors shall publish an official periodical for its members in a manner hereinafter described. The Board shall direct and supervise the publication of the periodical and oversee the general policies and procedures established by the Editor.

504 MEETINGS: The Board of Directors shall meet to consider matters referred to it by the DCMS membership, President and Executive Committee. The regular meeting calendar shall be established at the first regular Board Meeting of the Association year. A meeting may occur in person or via digital communication.

505 QUORUM: A quorum will be declared by the President in the event that at least thirty-five percent of the Board is present, and if, in the opinion of the President, the assembled group present represents an adequate cross section of the Board and membership.

506 CHAIRPERSON: The President of the DCMS shall be the Chairperson of Board of Directors.

507 EXECUTIVE COMMITTEE:

507.1 Composition: The Executive Committee of the Board of Directors shall consist of the President, President-Elect, Vice-President(s), Secretary, Treasurer and the Immediate Past President.

507.2 Duties and Functions: The Executive Committee shall consider matters referred to it by the President or Board of Directors and shall report its findings and recommendations to the Board. All actions of the Executive Committee shall require the approval or ratification of the Board. This Committee shall be responsible for studying the needs and requirements of the DCMS and shall engage in long range planning as deemed necessary. The Executive Committee shall also serve as the Finance Committee and DCMS Awards Committee.

507.3 Meetings: The Executive Committee shall meet as required and the DCMS President shall serve as Chairperson.

507.4 Quorum: A majority of the Executive Committee shall constitute a quorum.

550-DELEGATES TO THE HOUSE OF DELEGATES OF THE FLORIDA MEDICAL ASSOCIATION

550 DELEGATES/ALTERNATE DELEGATES:

550.1 Eligibility: In order to be eligible to serve as a Delegate or Alternate Delegate to the House of Delegates of the Florida Medical Association, the member must have been an Active or Associate DCMS member in good standing of the FMA the preceding year, and be able to attend all sessions of the FMA House of Delegates for the duration of the term the member is elected to fill. Emphasis is placed on the importance of an elected Delegate to be present at each session of the FMA House of Delegates to assure that the interests of the DCMS Membership are represented.

550.2 Term and Leadership: Delegates to the FMA House of Delegates shall be elected for a term of three years, with approximately one-third of the total number of Delegates, as provided for in the Constitution and Bylaws of the FMA, to be elected annually. By virtue of their offices, the President and President-Elect shall be

Delegates for the terms of their offices. The President, or his or her designee, shall serve as the Chair of the DCMS Delegation. Alternate Delegates to the FMA House of Delegates serve for a one-year term only.

550.3 Election: The Nominating Committee shall submit a slate of members for election as Delegates. The number submitted should be at least equal to the number of vacancies as determined by the FMA. There shall be no restriction as to the number of additional nominees from the floor at the time of the election (see Sections 203, 305). The Nominating Committee shall also submit a slate of members for election as Alternate Delegates. There shall be no restriction as to the number of additional nominees from the floor at the time of the election. If necessary, voting for Delegates and Alternate Delegates shall be by ballot furnished by the Election Committee. Each ballot will be cast for no more nominees than the number of Delegate and Alternate Delegate vacancies to be filled at that time. The Delegate and Alternate Delegate vacancies shall be filled by those receiving the largest number of votes. Alternate Delegates will serve, as may be required, in an order of selection determined by the number of votes they have received.

600-COMMITTEES

- 601 STANDING COMMITTEES:** The President shall appoint Committee Chairpersons and Committee members, subject to confirmation by the Board of Directors. They shall be directly responsible to the Board of Directors. The Board of Directors, from time to time, may create or abolish Standing Committees as necessary. The President and President-Elect shall be ex-officio members of all Committees.
- 602 AD HOC COMMITTEES:** The Board of Directors shall create Ad Hoc Committees and Task Forces to accomplish specific programs of work, dissolving same thereafter. They shall be directly responsible to the Executive Committee or to the Board of Directors.
- 603 ELIGIBILITY:** To be eligible to serve on a DCMS Committee, Ad Hoc Committee or Task Force, a physician must be a member of the DCMS as outlined in Section 102. The DCMS President may ask the DCMS Alliance President for recommendations of Alliance members to serve on certain Committees. The President, with the approval of the Board of Directors, may appoint non-DCMS members as ex-officio members to Committees.

700-INCOME AND EXPENDITURES

- 701 OPERATING FUNDS:** Funds for operating the DCMS shall be provided by entrance fees, by annual per capita dues on each member in an amount set by the membership, by advertising revenue from official publications and exhibits, by investment of reserve funds, by voluntary contributions, by special assessments voted by the membership, and by revenue from other sources as authorized by the Board.
- 702 ENTRANCE FEE:** Each applicant shall be required to pay an entrance fee as determined by the Board of Directors. The Board of Directors shall determine the method of payment for entrance fees.
- 703 ANNUAL DUES, ASSESSMENTS, AND PENALTIES FOR NONPAYMENT:** The annual DCMS membership dues shall be determined by the Board of Directors. These dues shall be payable on January 1st of each year. Any member who shall fail to pay his annual dues by April 1st or fails to pay any assessments when due shall be held as suspended without action on the part of the DCMS. Dues paid after April 1st may be subject to a penalty as determined annually by the Board of Directors. A member suspended for nonpayment of dues shall be restored to his previous membership as determined by the Board of Directors. Members whose dues are not paid during the calendar year shall be expelled automatically and dropped from the roll of members, and reinstatement shall be only by reapplication for membership in accordance with 103.4 of these Bylaws, except that no additional entrance fee shall be required.
- 704 EXEMPTION FROM DUES:** CEJA shall consider, on a case-by-case basis, requests from members for waiver of annual dues due to financial hardship, and may request tax returns to assist in making their determination CEJA shall forward its recommendations on dues waivers to the Board of Directors for approval.
- 705 PRORATION OF DUES AND ENTRANCE FEES:** Proration of dues and entrance fees of new members who join the DCMS on or after July 1st of any year shall be determined by the Board of Directors. Members entering

obligatory military service on or before July 1st of any given year, and members discharged or released to inactive duty on or after July 1st, shall be required to pay dues as determined by the Board of Directors. Proration of entrance fees and dues of Active Members in the event of transfer, permanent disability or death, may be made by action of the Board of Directors upon recommendation of the Membership Committee. Proration of the entrance fee shall be determined by the Board of Directors.

- 706 EXPENDITURES:** The funds shall be expended in accordance with an annual operating budget prepared by the Executive/Finance Committee and Executive Vice President and approved by the Board of Directors.

800-PRINCIPAL OF MEDICAL ETHICS

- 800** The principles as set forth in the American Medical Association's Code of Medical Ethics shall be the approved DCMS Code of the Medical Ethics and govern the conduct of the members of the DCMS in their relations to each other and to the public. Opinions of the CEJA shall be used as a guide in the interpretation of these principles.

900-AMENDMENTS TO ARTICLES OF INCORPORATIONS AND BYLAWS

- 901** The Articles of Incorporation and Bylaws of this corporation may be amended by the Board of Directors, provided that before any amendment shall be submitted to a vote, the membership shall be so informed by electronic or written notification not less than ten days prior to the date of the meeting.
- 902** Any amendment to the Articles of Incorporation shall be recorded in compliance with the laws of the State of Florida.

1000-CORPORATE SEAL

- 1000** The Corporate Seal of this Corporation shall contain the name of the DCMS and shall be imprinted on appropriate documents by the Secretary or the Secretary's agent.

1100-DISSOLUTION

- 1100 DISSOLUTION:** The DCMS may be dissolved only upon the approval of at least two-thirds majority of the voting DCMS Board of Directors and voting membership, the latter of which must occur during a meeting of the membership. Upon such dissolution, the DCMS shall, after the discharge of all of its liabilities, distribute all remaining assets to such organizations as the Board may determine which are both qualified as tax-exempt pursuant to the Internal Revenue Code (as then in effect) and are devoted to medical research, scientific or other purposes related to the practice of medicine or osteopathy. Any assets remaining after any such distribution shall be distributed as ordered by a court of competent jurisdiction.

1100.1 Mergers: The DCMS may become a party to a merger only upon the approval of at least a two-thirds majority of both the voting DCMS Board of Directors and voting membership present at a DCMS Annual Meeting wherein a quorum is present as stated in Section 200, Meetings.