HMS Bylaws

Article I – Membership

Section 1 – Categories
1.1.1 Membership in the Hartford Medical Society shall be one of three categories.
   A. Active
   B. Honorary
   C. Associate

Section 2 – Active Membership
1.2.1 To be eligible for Active Membership, one must be a physician or an individual engaged in a health care occupation.
1.2.2 Active Members shall have the right to vote and shall be eligible to hold office.

Section 3 – Honorary Membership
1.3.1 Honorary Membership may be conferred upon a physician or scientist whose achievements have been acknowledged. Nomination for Honorary Membership shall be made by an Active member. Upon recommendation of the Executive Committee, the nominee’s candidacy shall be voted on in the usual manner. An Honorary Member shall enjoy the privileges of membership.
1.3.2 Honorary Members shall not have the right to vote or hold office.

Section 4 – Associate Membership
1.4.1 Associate Membership is available to those who have a relationship to the medical profession or interest in medical issues but who do not qualify for Active Membership. Associate Members enjoy all of the benefits of Active Membership.
1.4.2 Associate Members shall have the right to vote and shall be eligible to hold office.

Article II – Application for Membership

2.1.1 An application for membership and the Society bylaws shall be available to all applicants.
2.1.2 Completed applications shall be submitted to the Society office with the appropriate dues payment.
2.1.3 The Secretary shall review and prepare all new member applications for board approval.

Article III – Membership Resignations, Hardships and Nonpayment of Dues

3.1.1 A member in good standing, whose dues have been paid, may resign at any time by sending a resignation in writing to the Society’s office. All resignations shall be brought to the attention of the Secretary.
3.1.2 A member who requires a financial relief from dues may appeal to the Society’s office in writing to request a one-year hardship dues waiver. All waivers shall be presented to the Secretary for consideration.
3.1.3 Members who are in arrears 90 days or greater in paying their dues shall be dropped from membership for nonpayment.
3.1.4 A member who has been suspended for non-payment of dues may be reinstated upon payment of dues.
Article IV – Board of Officers and Trustees

Section 1 – Board of Officers and Trustees
4.1.1 The officers of the Society shall be President, Vice President, Secretary, Treasurer, Past President, and four to eight Trustees.
4.1.2 The Executive Committee shall be the President, Vice President, Secretary, Treasurer, Past President, and one trustee appointed by the President.
4.1.3 President, Vice President, and Secretary shall serve terms of two-year which can be renewed once for an additional two years. The maximum number of consecutive years to be served is four.

Section 2 – President
4.2.1 The President shall preside over all meetings of the Society, serve as chairperson of the Board of Officers, and perform other duties as may be required by custom and parliamentary custom.
4.2.2 The President, with the Secretary, shall sign all official documents requiring a signature, except where federal, state or local laws require the signature of the Treasurer or other financial officer.
4.2.3 The President may appoint special committees to serve during his/her term of office.
4.2.4 The President shall address the members at the Annual Business meeting.

Section 3 – Vice President
4.3.1 The Vice President, in the absence of the President, shall assume the responsibilities of the President.
4.3.2 In the absence of the President, the Vice President, with the Secretary, shall sign all official documents requiring a signature, except where local, state, or federal laws require the signature of the Treasurer.
4.3.3 The Vice President shall serve as Chair of the Program Committee.

Section 4 – Secretary
4.4.1 The Secretary shall assume responsibility for serving as the recording and corresponding officer of the Society, the custodian of its records, and the secretary of the Executive Committee.
4.4.2 The Secretary shall, with the President, or in his/her absence the Vice President, sign all official documents requiring a signature, except where local, state, or federal laws require the signature of the Treasurer.
4.4.3 The Secretary shall assume responsibility for notifying all members of the Society as to the time and place of each meeting of the Society and for the preparation and mailing of all program announcements and correspondence.
4.4.4 The Secretary shall assume responsibility for keeping an updated roll of Society members, a copy of the Charter, and a copy of the bylaws as amended to date, and for making them available for reference within one week of any member request for such documentation.
4.4.5 The Secretary may delegate the authority (for any of the above duties) deemed appropriate for the function of the Society.
Section 5 – Treasurer

4.5.1 The Treasurer shall assume responsibility for collecting and holding the dues assessed by the Society and such other monies as come into the Treasury. This officer will make disbursements in accordance with the budget adopted annually by the Society.

4.5.2 The Treasurer shall assume responsibility for keeping a correct accounting of monies received and expended and render a report at each meeting of the Board of Trustees.

4.5.3 The Treasurer shall present a financial report at the Annual Business Meeting of the Society.

4.5.4 The Treasurer may delegate the authority for any of the above actions deemed appropriate for the functions of the Society.

Section 6 – Trustees

4.6.1 There shall be four to eight Trustees as determined by the Board during the nomination process each year.

4.6.2 The Trustees shall be elected to three-year terms with terms staggered to begin each year on a three-year rotation. There is no term limit for trustees.

Article V – Committees

Section 1 – Executive Committee

5.1.1 The Executive Committee shall be the President, Vice President, Secretary, Treasurer, Past President, and one Trustee appointed by the President after the annual elections are held.

5.1.2 The President shall serve as Chair of the Committee.

5.1.3 The Executive Committee shall act on behalf of the Society and shall have the full authority of the Board.

5.1.4 The Executive Committee shall assume responsibility for the general supervision of the Executive Director, the Librarian, and any other staff the Society may hire as well as third party consultants.

5.1.5 The Executive Committee shall meet as needed.

Section 2 – Program Committee

5.2.1 The Program Committee Chair shall be the Vice President who will be responsible for securing an adequate number of Committee members to assist with planning the upcoming year’s programs.

5.2.2 The Committee shall plan all programs of the Society.

Section 3 – Audit and Finance Committee

5.3.1 The Treasurer shall serve as chair and one or more Trustees shall be appointed by the President to serve as members of the Audit and Finance Committee.

5.3.2 Meets at least annually with the investment advisers of the trust funds of the Hartford Medical Society to insure that the investment portfolio is managed appropriately.

5.3.3 Prepare the annual budget with assistance as needed from the HMS staff and present to the Board for approval.

Section 4 – Nominations Committee

5.4.1 There shall be three members of the Nominations Committee. The Past President shall serve as chair and two members-at-large shall be appointed by the President.

5.4.2 The Nominations Committee will vet all nominations and present their recommended slate of officers and trustees to the Board for approval.

5.4.3 The slate shall be disseminated to the general membership at least 30 days prior to the election which will be held at the Annual Business Meeting of the Society.
Section 5 – Membership Committee
5.5.1 One Trustee shall be appointed by the President to serve as Chair of the Membership Committee and secure as many additional members as necessary to fulfill the mission of the Committee. Appointments will be made after the election is held each year.
5.5.2 The Membership Committee shall be responsible for member retention and recruitment.

Section 6 – Library Committee
6.1.1 The Library Committee shall consist of those Society members who also serve on the HMS-University of Connecticut Medical Center Library Liaison Committee.
6.1.2 The President shall appoint one of those HMS representatives to serve as the committee’s Chair.
6.1.3 The Committee shall liaise with the HMS Library Advisory Committee and maintain the Society’s interests and promote cooperation.
6.1.4 The Library Committee shall maintain oversight of the Society’s historical collection wherever it is housed.

Article VI – Vacancies
6.1.1 In the event of an Officer vacancy, the president with concurrence of a majority of the Board, shall appoint a member to fill such vacancy until the next general election at which time the members shall elect a member to serve in that position. In the case of a vacancy in the office of the president, the vice president shall automatically become president.
6.1.2 In the event of a Trustee vacancy, the president with concurrence of a majority of the Board, shall appoint a member to fill such vacancy until the next general election at which time the members shall elect a Trustee to serve the remainder of the unexpired term.

Article VII – Code of Ethics
7.1.1 The American Medical Association’s Code of Ethics shall govern the conduct of members and their relations with each other and the public.

Article VIII – Meetings
Section 1 – Board of Officers and Trustees
8.1.1 The meetings of the Officers, Trustees, and Executive Committee shall be held on a schedule determined by the Board.
8.1.2 The President may call regular meetings of the Board. Special meetings may be called at the written request of three members of the Board. At least seven days’ notice of such meetings shall be given to each Officer/Trustee before the time appointed for such meetings.
8.1.3 The Board may vote by mail, fax, electronic ballot, or by telephone poll as allowed by the laws in the State of Connecticut
8.1.4 A quorum shall be 50 percent or greater of the total number of Board members.
8.1.5 The Board may, at its discretion, by a vote of two-thirds of its members, remove any officer or director.
8.1.6 If a member of the Board does not attend at least one Board meeting per year, the Board member will be notified that they could be subject to removal from the Board, unless extenuating circumstances can be presented to permit continuation of service as a Board member.
Section 2 – Annual Business Meeting
8.2.1 An Annual Business Meeting shall be held once each fiscal year on a date and at a place determined by the Board.
8.2.2 Members shall receive at least 30 days notice of the meeting.
8.2.3 A quorum shall be majority of those present.

Section 3 – Parliamentary Procedures
8.3.1 The rules governing the Society’s meetings shall be Robert’s Rules when not in conflict with the Society’s bylaws.

Article IX – Finance
9.1.1 The Society’s fiscal year is December 1-November 30.
9.1.2 The dues year of the Society shall be established by the Board.
9.1.3 Recommendations from the Audit and Finance Committee to make changes to the investment portfolio must be approved by the Board.
9.1.4 Unbudgeted expenditures exceeding $250 requires approval of the Treasurer or President.

Article X – Amendments or Revisions to Society Charter or Bylaws
10.1.1 These bylaws or the Society’s charter may be amended or repealed by a two-thirds vote of the Active members present at any meeting of the Society duly called and regularly held, provided notice of such proposed changes has been distributed to the members thirty days before such meeting.
10.1.2 Revised bylaws shall be effective upon passage by the membership.

Article XI – Indemnification of Directors and Officers
11.1.1 The Society, its trustees and officers shall not be liable to any of its members for any statements, errors or omissions in any reports sent out by the Society, whether the same shall be due to the negligence of the Society, or said directors or elective officers; and each and every member of those that may hereafter become members, shall be deemed to have expressly released the Society, its directors and elective officers from any and all liability for such statements, errors, and omissions, and further, from any and all liability by reason of any agreements, contracts, obligations, acts, steps, or plans entered into or undertaken by the Society on behalf of its members.
11.1.2 Each present and future trustee and elective officer, whether or not then in office, shall be indemnified by the Society against expenses actually and necessarily incurred by or imposed upon him (including but without being limited to judgments, costs, and counsel fees) in connection with the defense of the action, suit or proceeding in which he is made a party by reason of being or having been a director or elective officer of the Society except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty for the Society. Such indemnification shall not be deemed exclusive of other rights to which such trustee or officer may be entitled, under any other bylaws agreement, a vote of the members, or as a matter of law, or otherwise.
Article XI – Dissolution

12.1.1 The Society shall use its funds only to accomplish the purpose specified in these bylaws and no part of these funds shall inure to, or be distributed to the members of the Society.

12.1.2 Upon the dissolution of the Society, the Board, after paying or making provision for the payment of all of the liabilities of the Society, shall arrange for the distribution of the remaining assets to a scientific, educational or charitable organization; provided, however, that such organization at the time qualifies under Section 501(c) 6 or 501(c) 3 of the Internal Revenue Code.