

CONSTITUTION

AND

BY-LAWS

**METROPOLITAN OMAHA MEDICAL
SOCIETY**

METROPOLITAN OMAHA MEDICAL SOCIETY CONSTITUTION

Preamble

The purpose of this organization shall be to bring together into one organization the physicians of the Metropolitan area of Omaha to promote the science and art of medicine, to improve the health and welfare of the community and to assist the physician to be the patient's advocate. The Society shall offer programs and services that help members grow professionally, efficiently manage their practices and better serve their patients; it shall serve, promote and protect the patient's interest and their concerns in a patient/physician partnership; it shall promote the interests of physicians through representation on issues involving insurers, hospitals, employers, corporations, health care purchasers and government; and it shall serve as the voice of medicine in the Metro Omaha area. The Society shall join with similar organizations in the State of Nebraska to form the Nebraska Medical Association, and with other State Medical Associations of the United States to participate in the affairs of the American Medical Association as a component society.

ARTICLE I-TITLE

The name and title of this organization shall be Metropolitan Omaha Medical Society.

ARTICLE II-HEADQUARTERS

The headquarters of this Society shall be maintained in Omaha, Nebraska at a place designated by the Board of Directors.

ARTICLE III-MEMBERSHIP

SECTION 1. Membership in the Metropolitan Omaha Medical Society shall be comprised of seven categories: Active, Resident/fellow, Student, Honorary, Life, Part-Time/Non-Practicing, Retired and Retired Affiliate

SECTION 2. ACTIVE MEMBERSHIP: Any physician licensed, and legally qualified to practice medicine in the State of Nebraska or Iowa, and holding the Degree of Doctor of Medicine or Doctor of Osteopathic Medicine or their equivalent licensed in the State of Nebraska, Rev. Stat. #71-1, 141 (2) and (3) (Reissued 1981), shall be eligible for active membership.

SECTION 3. RESIDENT/FELLOW: Resident/fellow membership may be issued to physician residents/fellows who have appointments in a graduate medical education program within the Metropolitan area of Omaha, Nebraska.

SECTION 4. STUDENT MEMBERSHIP: Student membership may be granted to any regularly enrolled medical student at the University of Nebraska Medical Center College of Medicine and the Creighton University School of Medicine.

SECTION 5. HONORARY MEMBERSHIP: An individual who has rendered meritorious service to the profession and to this Society may be elected to Honorary Membership by a majority vote of the Board of Directors.

SECTION 6. LIFE MEMBERSHIP: A member in good standing, on request, may be elected to Life membership by a majority vote of the Board of Directors under the following circumstances:

- A. Any member who has been an active member of the Society for at least five years and has been in practice as a physician for 40 years, and who has retired from practice of medicine and related activities as determined by the Board of Directors.
- B. Any member because of illness, disability, or other good cause as determined by the Board of Directors is unable to continue the practice of medicine and in the opinion of the Board of Directors should be granted Life membership.

SECTION 7. ASSOCIATE (RETIRED): Associate (Retired) Physician Membership may be granted to any member in good standing who does not meet the qualification of Life Membership, but has been in practice for 20 years and has retired from medical practice and does not intend to further pursue a medically related career. This membership shall continue only as long as the member is retired from active practice and its related activities. A member who has Associate (Retired) Physician Membership will automatically transfer to Life Membership status at such time as the individual attains 40 years since the date of graduation from medical school. If the physician returns to active practice or its related activities, the retired membership status shall terminate upon the resumption of medically related activities.

SECTION 8: PART-TIME/NON-PRACTICING: Any physician licensed, and legally qualified to practice medicine in the State of Nebraska or Iowa, and holding the Degree of Doctor of Medicine or Doctor of Osteopathic Medicine or their equivalent licensed in the State of Nebraska Rev. Stat. #71-1, 141 (2) and (3) (Reissued 1981), or Iowa per IAC 653 – Chapter 9 who practices less than 20 hours a week shall be eligible for part-time, non-practicing membership.

SECTION 9: RETIRED AFFILIATE: Retired Affiliate membership may be granted to any physician 1) who has not previously been a member; 2) with a verifiable current or prior medical license from Nebraska or another state; and 3) who is retired from the practice of medicine or its related activities and 4) does not qualify for other membership categories.

ARTICLE IV-MEETINGS

SECTION 1. Regular meetings shall be held at such time and place as may be determined by the Board of Directors.

SECTION 2. Special meetings may be called by the President or shall be called on the written request of five members, the request being approved by the Executive Committee. Such request shall state the object of the special meeting. No business other than that for which the meeting is called shall be transacted.

ARTICLE V-OFFICERS AND TERMS OF OFFICE

SECTION 1. The Constitutional Officers of the Society shall be a President, President-Elect, Immediate Past President, Secretary-Treasurer, and members of the Board of Directors. A member, to be eligible for election to office, must have been an active member of this Society for at least three years and shall have served on a commission at least one year immediately preceding nomination with the exception of

the Chairperson for the Commission on Young Physicians who shall have been an active member for one year only. All officers, except the Secretary-Treasurer, shall be elected at the meeting preceding the annual meeting.

The Secretary-Treasurer shall be appointed by the Board of Directors. Elected officers shall take office immediately prior to the adjournment of the annual meeting.

SECTION 2. An Executive Committee shall be comprised of the President, President-Elect, Immediate Past President, and Secretary-Treasurer.

SECTION 3. The President shall serve a term of one year. In case of vacancy in the office of the President, the President-Elect shall automatically succeed to that office and continue as President for the remainder of the term.

SECTION 4. A President-Elect shall be elected for a term of one year and shall automatically succeed to the Presidency upon completion of the President's term of office.

In case of vacancy in the office of the President-Elect, the Board of Directors shall nominate a President-Elect. Notice of such nomination shall be mailed to the members of the Board of Directors at least two weeks prior to the meeting at which the election will take place. Nominations from the floor shall be accepted. The new President-Elect shall serve the unexpired term of the previous President-Elect and shall succeed to the office of President as provided in Section 2, Paragraph 2 of this Article.

SECTION 5. A Secretary-Treasurer shall be appointed by the Board of Directors for a period of three years and may be re-appointed for an additional three-year term with a six-year maximum of continuous service. In case of vacancy in this office, the Board of Directors shall meet immediately for the purpose of appointing a Secretary-Treasurer.

SECTION 6. A Board of Directors shall be the governing body of the Society and shall be constituted in the following manner: The President of the Society, who will be its Chairperson, the President-Elect, the Immediate Past President, the Chairperson of each standing committee of the Society, and six elected members.

The six elected members will serve for a period of three years, two members being elected each year. In case of vacancy in this office, the Board of Directors shall elect a member of the Society to serve the remainder of the calendar year.

Elected members of the Board of Directors shall not serve for more than two consecutive terms.

Nominees for elected members of the Board of Directors must have been active members for three years and must have served on a standing commission for at least one year.

Ex-officio members of the Board of Directors shall be constituted as follows: The Delegate of the Nebraska Medical Association to the American Medical Association and/or alternate if a member of the Metropolitan Omaha Medical Society, the Chairperson of the Society's Delegates to the Nebraska Medical Association, the Deans of the medical schools in the Metropolitan Omaha area, the physician member of the Douglas County Board of Health and the Sarpy/Cass Board of Health and Wellness,

resident and medical student representatives from the two medical school programs, the Editor of the Bulletin, and the Executive Director of the Society. The Ex-officio members shall serve on the Board of Directors without vote.

The Secretary-Treasurer of the Metropolitan Omaha Medical Society shall be the secretary for the Board of Directors and a voting member of the Board.

SECTION 7. Delegates and their Alternates to the Nebraska Medical Association shall be elected to serve for a term of two years. One-half of the total number shall be elected each year in accordance with the Constitution and By-Laws of the Nebraska Medical Association.

SECTION 8. Unless otherwise stated, any vacancy in the aforementioned offices, including the Council on Grievances and Professional Ethics and the Delegates and Alternates to the Nebraska Medical Association, except those of President and President-Elect shall be filled by the Board of Directors from the membership of the Society, the appointee to serve the unexpired term of the office.

ARTICLE VI-FUNDS

SECTION 1. Funds for meeting the expenses of the Society shall be derived from annual dues, special assessments, voluntary contributions and profits from non-dues income generated by the Society, and any other manner approved by the Board of Directors.

SECTION 2. Any single expenditure up to seven thousand dollars may be appropriated by the Executive Director for such purposes as will promote the welfare of the Society. The Executive Committee may approve single expenditures up to twenty-five thousand dollars (\$25,000). Single expenditures over the amount of twenty-five thousand dollars must be reviewed and approved by the Board of Directors

ARTICLE VII-CHARTER

The Charter and Seal issued to this Society by the Nebraska Medical Association shall be in the possession of the Executive Director.

ARTICLE VIII-AMENDMENTS

Any article of this Constitution may be amended by a two-thirds vote of Active Members returning their signed ballots, provided, also, that Active Members have been notified of such proposed amendments by fax, mail and/or electronic communication at least one month preceding the Board of Directors meeting at which the Constitution is to be amended.

ARTICLE IX-REPEAL

All Articles and all Sections of all Articles of the Constitution of the Metropolitan Omaha Medical Society as existed up to and including the day of July 6, 2015 are hereby repealed.

BY-LAWS METROPOLITAN OMAHA MEDICAL SOCIETY

CHAPTER 1- MEMBERSHIP

SECTION 1. Candidates for Active, Part-Time/Non-practicing and Retired Affiliate Membership shall make application on the standard application form. The Membership Director shall verify licensure and grant preliminary acceptance or denial. Applicant information will be reviewed by the Commission of Members and refer them to the Board of Directors with recommendation for final acceptance or rejection. The applicant shall appear in person on the request of the Board of Directors at the meeting during which the application is to be considered for acceptance or denial. Candidates elected to active and part-time/non-practicing membership shall be notified either electronically or in writing by the Membership Director and shall have access to a copy of the Constitution and By-Laws available on the Society web site and shall immediately assume all obligation of active membership. The Membership Director shall file all applications for future reference.

Rejected candidates may reapply for membership in not less than six months following rejection.

SECTION 2. A physician's application accompanied with a transfer card from a component county medical society of this or any other state, and proof of current dues payment within the calendar year shall be admitted to Active membership by the procedure formulated in Section 1 of this chapter. Annual local dues for the current year shall not be charged against such a member if they have paid to the society from which transferred, but the new member shall pay all special assessments levied during the fiscal year.

SECTION 3. All Active and Part-Time/Non-practicing Members in good standing shall be equally privileged to attend all meetings and take part in all proceedings, and shall be eligible to any office or honor within the gift of the Society, so long as said office or honors conform to this Constitution and By-Laws. Part-Time/non-practicing members will not have the ability to serve as a part of the House of Delegates nor in any role involving the Nebraska Medical Association.

SECTION 4. Student members shall be advanced to resident/fellow membership by the procedure formulated in Section 1 of this chapter.

SECTION 5. Resident/fellow and student members who pay their dues as prescribed by the Board of Directors shall be privileged to attend all meetings and receive all publications but shall not be privileged to vote or to hold any Constitutional office.

SECTION 6. Honorary membership shall not affect the rights of an active member and does not relieve the member of financial obligations and payment of dues. The member shall be privileged to attend all meetings, take part in the proceedings and receive all publications, vote and hold any Constitutional office and be eligible for commission appointment.

Non-members of this Society who become Honorary members shall not pay dues, nor hold office but shall enjoy all other privileges of this Society.

SECTION 7. A Life Member as defined in Article III, Section 6, of the Constitution, shall be privileged to attend all meetings and take part in the proceedings, receive all publications. A Life Member is exempt from paying dues. The Life Physician Member may not vote or hold office except if serving as the Chair of the Commission for Retired Physicians but shall be entitled to all other benefits of membership.

SECTION 8. A Retired Physician as defined in Article III, Section 5 of the Constitution, shall be privileged to attend all meetings, take part in the proceedings and receive all publications. The dues for Retired Physician Membership shall be at a reduced level as determined by the Board of Directors. The Retired Physician Member may not vote or hold office except as related to the Commission of Retired Physicians but shall be entitled to all other benefits of membership.

SECTION 9: A Retired Affiliate member as defined in Article III, Section 9 of the Constitution, shall be privileged to attend all meetings and receive all publications. The dues for Retired Affiliate Membership dues shall be at an amount greater than Retired Physician memberships determined by the Board of Directors and additional event/meeting registration fees may be as assessed as determined by Society staff. The Retired Affiliate Member may not vote or hold office.

SECTION 10. A member in good standing who changes residence and wishes to become affiliated with another county medical society shall be granted a letter of transfer, signed by the Membership Director, on which shall be stated the date of election to membership in this Society. A letter of transfer shall not be issued to a member until all obligations to this Society have been fulfilled.

SECTION 11. A member declared by due process of law to be guilty of a felonious crime or gross misconduct either as a physician or as a citizen, or who violates any of the provisions of the Constitution and By-Laws, or who conducts themselves in such a manner as to bring reproach on the medical profession shall be liable to censure, suspension or expulsion.

Written charges against such a member shall be filed with the Executive Director of the Society and shall be forwarded by the Executive Director to the Council of Grievances and Professional Ethics. If the complaint is deemed to have merit, the Chairman of the Council on Grievance and Professional Ethics shall convene a hearing giving due notice to all parties involved. The investigator shall report the result of his/her investigation and his/her conclusions in writing to such convened meeting. If the person initiating the complaint or the investigator is a member of the Council on Grievances and Professional Ethics, he/she shall not vote in determining the Board's action.

1. Notice to Physician of Proposed Action. (a) Upon completion of the investigation, the appropriate committee shall notify the physician in writing of the adverse action proposed to be taken against the physician's membership in the Society. (b) The notice may be delivered in person to the physician or sent by U.S. Mail properly addressed to the physician at the address currently on file in the office of the Society. The notice shall set forth: 1) The reasons for the proposed action. (The Charges). 2) The physician has the right to request a formal hearing on the proposed action. Such request must be made within 30 days of the notice. 3) A summary of the physician's rights in the hearing.

2. Scheduling the Hearing. (a) If the physician requests a formal hearing on the proposed action, the Chairman of the Council on Grievances and Professional Ethics shall select a panel of three physician members of the Society who are not in economic competition with the physician, and have no other conflicts of interest with the physician, to conduct the formal hearing on the charges which give rise to the proposed action. (b) The hearing panel shall set the date, time and place of the hearing which shall not be less than 30 days from the date the physician receives notice of the scheduling of the hearing. (c) The appropriate official shall provide notice of the hearing to the physician together with a list of witnesses who may testify at the hearing against the physician and in support of the charges.
3. Postponing the Hearing. (a) For good cause shown, the panel may postpone the scheduled hearing at the request of the physician or the request of a panel member. (b) The physician shall be given written notice of the date, time and place of the re-scheduled hearing.
4. Forfeiture of Hearing. If the physician fails, without good cause, to attend the scheduled hearing said physician might forfeit the right of a hearing.
5. Conduct of Hearing. (a) The physician has the right to be represented at the hearing by an attorney or by any other person of the physician's choice. (b) A verbatim transcript of the proceedings will be made by either a stenotype transcription or a tape recording. The physician is entitled to receive a copy of the transcript of the proceeding at cost. (c) Those supporting the charges against the physician have the burden of proof and shall have the obligation of opening the hearing by presenting their evidence. They also have the right to closes the hearing by offering evidence in rebuttal to the physician's evidence. (d) All evidence presented at the hearing must be relevant to the issues before the panel, but shall not be subject to formal rules of evidence as in a court of law. The panel shall permit all evidence that they determine to be relevant to the issues to be presented to the hearing. (e) At the conclusion of the evidence offered in support of the charges against the physician, the panel may dismiss the charges against the physician, the physician may present relevant evidence in defense and may call, examine and cross-examine witnesses. (g) The panel may continue the hearing to another date and time and place, if necessary. (h) At the conclusion of the presentation of evidence, the panel may, at their discretion, permit a brief closing argument by each side. (i) The physician shall also have the right to submit a written statement to the panel after the conclusion of the hearing, within a time period specified by the panel.
6. Decision of Hearing Panel. (a) The hearing panel shall convene in executive session after receiving the physician's written statement. In executive session, the hearing panel shall review all evidence presented at the hearing and shall reach a decision. (b) In executive session, the hearing panel shall draft a report presenting their findings and conclusion, including the basis upon which they reached their conclusion. (c) The hearing panel shall submit their report in writing to the Council on Grievances and Professional Ethics, and shall simultaneously mail a copy of their report to the physician. This report is a recommendation of the Council on Grievances and Professional Ethics.
7. Action of the Council on Grievances and Professional Ethics. (a) The Council on Grievances and Professional Ethics shall convene in executive session to

consider the report of the hearing panel and to take action thereon. In executive session, the Council shall draft a written decision, including an explanation for their decision, and shall file the original records of the Society and shall mail a copy to the physician. (b) If the action of the Council on Grievances and Professional Ethics is to authorize the proposed action against the physician, the physician must also be informed of his or her rights to take an appeal pursuant to the provisions of these bylaws.

8. Confidentiality. The decision and the proceeds leading to that decision shall be and remain confidential peer review information and shall not be disclosed unless required by law.

SECTION 11. A member against whom charges are preferred which may result in suspension or expulsion shall not be permitted to take part in any of the Society proceedings and shall not be eligible for appointment or nomination to any office until membership in good standing is restored.

SECTION 12. A suspended member may apply in writing for reinstatement to membership in the Society after having served the period of suspension. If, during the period of suspension, the physician's conduct has not violated any of the principles relating to ethics as set forth in these By-laws, the Council on Grievances and Professional Ethics may recommend reinstatement to full membership.

Members, who have been expelled from the Society, may reapply for membership two years or more after termination of membership.

SECTION 13. Should an emergency arise which may call any member of the Metropolitan Omaha Medical Society to the service of our country outside of the metropolitan area, the member shall automatically be placed on the inactive roster and dues suspended until return from military service. Upon Honorable Discharge from service the member shall apply for reinstatement of membership, which shall be granted automatically by the Board of Directors.

SECTION 14. Leave of Absence. Should a physician be on a sabbatical more than one year or should a physician be unable to practice because of illness or disability, the physician may request, in writing, to be placed on the inactive status with dues suspended. When the physician returns to active practice, the physician must notify the office in writing of the desire to be returned to active member status.

SECTION 15. Suspension. A member whose dues are delinquent shall not be entitled to vote and shall not be entitled to hold elective office or other position in the Society. Delinquency for a period of one year shall result in the member being dropped from membership in the Society. A physician who becomes inactive because of nonpayment of dues must reapply to become a member in good standing with dues beginning upon the acceptance of the application.

CHAPTER II- DUES

SECTION 1. The annual dues shall be payable on January 1st of each year. Special assessments shall be due on call. Any member who shall fail to pay the annual dues by the last day of February and special assessments on call, shall be automatically suspended without specific action by the Society. A member suspended for non-payment of dues may be restored to full membership on payment of all indebtedness.

Members more than one year in arrears shall be dropped from the roster. Readmission shall require a majority vote on the Board of Directors following the payment of all or any part of the indebtedness, which shall be determined by the Board of Directors.

SECTION 2. The annual dues for all categories shall be at the discretion of the Board of Directors.

SECTION 3. If a financial emergency should arise in the Society, the Board of Directors may increase dues or levy special assessments on Active Members.

SECTION 4. Any member incapacitated from active practice because of illness, on written request to the Board of Directors shall be exempt from paying dues during that illness, provided the Board of Directors deems the request justifiable.

Should illness carry through a protracted period of time, Life Membership may be granted by the Board of Directors.

SECTION 5. The fiscal year of this Society shall be from January 1st through December 31st.

CHAPTER III- MEETINGS

SECTION 1. A minimum of four meetings shall be held at a place designated by the Board of Directors. Should unforeseen circumstances arise, the Executive Committee with the approval of the Board of Directors, may select a date for a meeting.

SECTION 2. The business of the Society shall be conducted by the Board of Directors. Any urgent business may be presented to the Society at a general meeting. Any member shall have the right to speak in open meeting.

Tribute shall be paid to deceased members with an interval of silence at the general meeting immediately following the death. Resolutions shall be sent to the family.

SECTION 3. A report on the business affairs of the Society shall be made during the Annual Meeting, which shall be held in January of each year.

SECTION 4. An Executive Committee shall be comprised of the President, President-Elect, Immediate Past President, and Secretary-Treasurer. The Committee shall meet as often as necessary to provide a rapid response to urgent issues or problems to provide rapid decisions concerning business activities of the Society and to clarify issues, problems, or proposals for the Board of Directors. Each Executive Committee member shall be an ex-officio member of all standing commissions.

CHAPTER IV- ELECTION OF OFFICERS

SECTION 1. The Officers of the Society shall be elected annually at the last Board of Directors meeting of the year.

SECTION 2. The Nominating Committee shall be comprised as follows: The three immediate Past presidents along with three members at large appointed by the President and President-Elect of the Society. The Senior Past President shall be the

Chairperson. At the October meeting of the Board of Directors, the Chairperson of the Committee shall present the name of at least one candidate for office of President-Elect, at least two members for office on the Board of Directors, and members for one-half of the allotted number of Delegates and Alternates to the Nebraska Medical Association. The names of the Nominees shall be published in the regular Board minutes of the October meeting and the names shall be read again at the meeting prior to voting. Nominations from the floor shall be accepted. Following the closing of nominations a majority vote by Board of Directors members shall elect.

CHAPTER V- DUTIES OF OFFICERS

SECTION 1. The President shall preside at the meetings of the Society Executive Committee and shall be the Chairperson of the Board of Directors. The President shall be an ex-officio member without the right to vote on all Standing Commissions and shall perform such other duties as custom and parliamentary usage may require. The President shall advise the Executive Director on matters pertaining to the science of medicine and professional relations. The President, or designee, shall be the official spokesperson for the Society.

The President shall appoint ad hoc committees as necessary. The President may add to the charges assigned to a commission as necessary.

At the annual meeting the retiring President shall review the activities of the Society and make constructive recommendations for the future.

SECTION 2. The President-Elect shall assist the President in the performance of all specified duties, shall preside over meetings in the absence of the President, in the event of the President's death, resignation or removal, shall succeed to the presidency, as provided in the Constitution.

The President-Elect shall be a member of the Executive Committee, and an ex-officio member of all commissions, the Council of Grievances and Professional Ethics and shall be a Delegate to the Nebraska Medical Association.

The immediate Past President shall be a member of the Executive Committee, the Board of Directors, and an ex-officio member of all commissions, the Council of Grievances and Professional Ethics and shall be a Delegate to the Nebraska Medical Association.

SECTION 3. The Executive Director, on behalf of the Secretary-Treasurer, shall be the custodian of the charter, official seal, monies and securities of the Society and hold these subject to the direction and disposition by the Board of Directors.

The Executive Director shall conduct all official correspondence, such as notifying members of their appointment to offices and to commissions, as well as outlining their duties, notifying candidates of their election to membership, attending to federal or state communications, memorials and all other correspondence and shall be responsible for the maintenance of a file and preservation of such correspondence and records that may be needed for future reference.

The Executive Director shall be responsible for notifications to members as to time, place and program of meetings, shall attend all regular and special meetings of the

Society and the Board of Directors, shall be responsible for the recording and preservation of the minutes of these meetings.

Disbursements shall be paid by check signed by the Membership Director or by the Executive Director, except checks of more than \$7,000 (seven-thousand dollars) which must be signed by either the Executive or Membership Director **and** the Secretary-Treasurer. The Executive Director, on behalf of the Secretary-Treasurer, shall be responsible for keeping a record of all moneys received and disbursed, shall provide an annual report prepared by a certified public accountant designated by the Board of Directors and shall present this report to the Board of Directors.

The Secretary-Treasurer shall make periodic reports of official transactions as may be required by the Board of Directors and perform any other duties the Board of Directors may direct.

The Executive Director shall be responsible for the maintenance of the roster of the members of the Society and all legally qualified physicians in metropolitan Omaha who are not members of this Society as well as physicians who have moved into or out of the metropolitan area during the year, stating both present and past addresses, if known. It shall be the Executive Director's duty to send a copy of such lists, to the Executive Vice-President of the Nebraska Medical Association at such time as may be designated by the state association, and include with this report the annual Nebraska State and American Medical Association dues of the members of the Metropolitan Omaha Medical Society.

The Executive Director shall certify to the Executive Vice-President of the Nebraska Medical Association, Delegates and Alternate Delegates elected to represent this Society at the annual and special meetings of the House of Delegates of the Nebraska Medical Association.

The Secretary-Treasurer shall be a member of the Board of Directors and the Executive Committee and shall be an ex-officio member of all standing commissions

In case of vacancy in the office of Executive Director, the Secretary-Treasurer shall assume the duties of the Executive Director until a successor is appointed by the Board of Directors.

SECTION 4. The Board of Directors shall be vested with the authority of administering the financial affairs of the Society and empowered to transact all business for and on behalf of the Society in the intervals between the regular meetings of the Society.

The Board of Directors shall meet on a schedule as determined by the board, but no less than quarterly. The President shall be Chairperson of the Board of Directors. Special meetings of the Board of Directors may be called by the President. The President shall determine the presence of a quorum, but at no time shall this number be less than one-third of the voting members of the Board of Directors.

A Secretary-Treasurer shall be appointed by the Board of Directors for a period of three years and may be re-appointed for an additional three-year term with a six-year maximum of continuous service. The Board of Directors shall specify the amount of bond.

The Board of Directors may employ an Executive Director and shall determine the length of employment, salary and amount of the bond.

SECTION 5. The Council of Grievances and Professional Ethics shall consider all questions or complaints involving "individual" members, whether in relation to other members, this Society, affiliated Societies and/or the General Public. It shall hear and decide all questions of discipline affecting the conduct of members as outlined in Chapter I, Section 10 of these By-laws. The Chairperson of the Council on Grievances and Professional Ethics is a voting member of the Board of Directors.

SECTION 6.

- A. The delegates and their alternates in numbers specified by the Constitution and By-laws of the Nebraska Medical Association shall be polled prior to their election to ascertain their willingness to serve and to attend and to faithfully represent the members of this Society in the House of Delegates of the Nebraska Medical Association during the annual, the interim or any special meeting, as required by the Constitution and By-laws of the Metropolitan Omaha Medical Society.
- B. The Delegates of the Metropolitan Omaha Medical Society shall elect a Chairperson of the Delegates immediately following the annual meeting of the Society. The Chairperson shall be an ex-officio non-voting member of the Board of Directors of the Metropolitan Omaha Medical Society and shall present a verbal report to the Board of Directors of the Metropolitan Omaha Medical Society after each session of the House of Delegates of the Nebraska Medical Association and to the general Society if requested. A written report may be published in the BULLETIN, the official publication of the Society.
- C. The annual orientation meeting of Delegates and Alternates shall be held following the annual election of the Metropolitan Omaha Medical Society and prior to the interim session of the House of Delegates, to acquaint them with the duties and requirements and to review for benefit of all, the organization and procedures followed in the House of Delegates of the Nebraska Medical Association. At this orientation meeting, each Delegate and Alternate shall be supplied with a copy of the Sturgis' Rules of Parliamentary Procedure and with the schedule for the year of meetings of the House of Delegates of the Nebraska Medical Association.
- D. The Chairperson of the Delegates and Alternates shall call a meeting within the four week period prior to the House of Delegates meeting in order to review any instructions from the Metropolitan Omaha Medical Society's Board of Directors and to discuss subject matter to be presented to the House of Delegates of Nebraska Medical Association.
- E. All Delegates and Alternates shall individually and collectively assume the responsibility for full representation of the Society in the House of Delegates at all times as specified by the Constitution and By-laws of the Nebraska Medical Association.

CHAPTER VI – COMMITTEES

SECTION 1. The Standing Committee Chairs shall serve for a term of three years. The President, President-Elect, immediate past President, and the Secretary/Treasurer shall be ex-officio members of all Standing Committees without the right to vote.

The President-Elect shall appoint new Chairpersons as terms of service are completed.

The following shall be the Standing Committee:

- A. Membership Committee
- B. Legislative & Governmental Advocacy Committee
- C. Public Relations Committee
- D. Public Health Committee
- E. Committees for Young Physicians, Women in Medicine, and Retired Physicians
- F. Task Force
- G. Finance Committee
- H. Nominating Committee

A. Membership Committee will concern itself with the following:

- Review of applications for membership and verification of their licensure.
- Forwarding a list of recommended members to the Board of Directors for final approval.
- Developing and implementing a membership recruitment plan.
- Developing and implementing a physician leadership development plan.

B. Legislative and Governmental Advocacy Committee shall concern itself with:

- Establishing relationships with the metro area state senators and other key policy-makers.
- Identifying policies which impact medicine and the health of the community and communicate those to the Board of Directors and the membership.
- Working closely with the Nebraska Medical Association Legislative Commission and lobbyist to ensure lobbying efforts are coordinated.
- Working closely with NMA and MOMS Staff to monitor federal, state and local legislation.
- Educating and informing the Board of Directors on important political/legislative issues.

C. Public Relations Committee shall concern itself with defining a positive image of the Metro Omaha Medical Society through all of its communications with physicians in the community and the patients which are served. An additional objective is to enhance services of the Metro Omaha Medical Society, so it may be recognized as a source of valuable information to decision-makers and community organizations. Its scope shall include, but not limited to the following:

- Media Relations
- Community Internship
- Website: www.omahamedical.com
- Bulletin (Bi-monthly Magazine)
- eBulletin (email newsletter)

Social Media (including but not limited to FaceBook, podcasts and Twitter)

D. Public Health Committee will provide physician leadership and oversight on projects assigned by the Executive Committee/Board. As projects are assigned, qualified and interested physicians will be recruited to establish a work group to address the issue if one has not already been established. This Chairperson will serve as the liaison to the Board of Directors and report on activities of the work group. The Chairperson will also serve on the Legislative and Governmental Advocacy Committee as part of their responsibilities.

E. Committees for Young Physicians, Women in Medicine and Retired Physicians

The Chairperson for Young Physicians, Women in Medicine and Retired Physicians will provide physician leadership and oversight on projects/events which will engage these categories of physician members. Each Chairperson will serve as the liaison to the Board of Directors and report on activities of their respective groups.

F. The Task Force Committee will be convened, as needed, to address issues and areas of collaboration, which could be mutually beneficial across health systems and would ultimately improve patient care. The members will be determined by the issue being addressed. Members' appointments will be subject to the approval of the President of the Society.

G. The Finance Committee will provide physician leadership and oversight on the finance of the Society. The Chairperson for the committee will be the Secretary-Treasurer. Membership will be comprised of the President, two members from the Board of Directors and the Chairman of the MOMS Foundation.

H. The Nominating Committee shall be comprised as follows: The three immediate Past presidents along with three members at large appointed by the President and President-Elect of the Society. The Senior Past President shall be the Chairperson. At the October meeting of the Board of Directors, the Nominating Committee shall present the name of at least one candidate for office of President-Elect, and annually, at least two members for office on the Board of Directors, one member for office on the Council on Grievances and Professional Ethics, and members for one-half of the allotted number of Delegates and Alternates to the Nebraska Medical Association. The names of the Nominees shall be published in the regular Board minutes of the October meeting and the names shall be read again at the December meeting prior to voting. Nominations from the floor shall be accepted. Following the closing of nominations a majority vote by Board of Directors members shall elect.

CHAPTER VII- EXECUTIVE DIRECTOR

The Executive Director shall be employed by the Metropolitan Omaha Medical Society and be responsible to the Board of Directors which shall determine the length of employment and salary.

The Executive Director shall assist the officers to carry out the purposes of the Society, shall perform duties usual to this office and be responsible to the office of Secretary-Treasurer.

The Executive Director shall refer all medical or professional questions to the President and shall be the custodian of correspondence, records, applications for membership and financial reports of the Society, except as otherwise provided in the Constitution and By-laws or by order of the Board of Directors.

The Executive Director shall maintain a roster of members, noting for each the correct name, address, medical college and date of graduation, date of licensure in the State of Nebraska, standing in the Society, offices held, as well as a list of names and like facts regarding all legally qualified physicians in Douglas and Sarpy Counties who are not members of the Society. The Executive Director shall account for all physicians who have moved into or out of the jurisdiction of the Society each year, stating both present and past addresses, if known and shall turn these lists over to the Executive Vice-President of the Nebraska Medical Association, along with the annual Nebraska State and American Medical Association dues of the members of the Metropolitan Omaha Medical Society.

The Executive Director shall notify members prior to meetings as to time, place and program. The Executive Director shall notify members regarding dues and assessment and shall attend all regular and special meetings of the Society and the Board of Directors.

All funds of the Society which may come into the Executive Director's possession shall be recorded and promptly turned over to the designated financial institution or to such other custodian as the Board of Directors may direct. The Executive Director or the Membership Director shall sign all checks drawn against funds of the Society except checks of \$7000 (Five Thousand dollars) or more which must **also** be signed by the Secretary-Treasurer or President.

The Executive Director shall submit all records having to do with the finances of the Society to a certified public accountant designated by the Board of Directors and submit the report thereon to the Finance Committee and Board of Directors. The Executive Director shall submit an annual report having to do with the office, as well as any other reports that may be required by the Board of Directors.

The Executive Director shall perform such other duties as the Board of Directors shall direct.

In case of vacancy in the Executive Director position, the Secretary-Treasurer shall assume the duties of the office pending replacement by the Board of Directors.

The Executive Director shall be bonded at the expense of the Society in such amount as the Board of Directors may require.

CHAPTER VIII- PUBLICATION

SECTION 1. The Board of Directors shall establish and maintain an official publication of the Society. The name of the publication shall be selected by the Board of Directors.

SECTION 2. The Executive Committee shall nominate an Editor. The Board of Directors shall determine the term of office of the Editor.

SECTION 3. The Executive Director shall serve as the Managing Editor. The Editorial Board shall be composed of, but not limited to, the Editor, the Managing Editor and any members approved by the Executive Committee

SECTION 4. The Editorial Board shall decide on the number of issues to be published during the year and shall counsel the Editor and Managing Editor as to editorial and advertising policy and the material to be included.

SECTION 5. Each issue of the publication shall be mailed to all members in good standing and to others who have been placed on the mailing list by the Editorial Board.

SECTION 6. The Publisher shall be selected by the Board of Directors.

CHAPTER IX-RULES OF ORDER

The deliberations of this Society shall be governed by parliamentary usage as contained in Sturgis' Rules of Order, unless otherwise determined by the vote of the Society.

CHAPTER X-THE PRINCIPLES OF MEDICAL ETHICS

The Principles of Medical Ethics of the American Medical Association shall govern this Society.

CHAPTER XI-AMENDMENTS

The By-laws may be amended by an affirmative vote of the majority of members voting, provided that reasonable effort was taken to notify active members of the proposed change, and provided that such proposed amendment(s) are not in conflict with the rules and regulations of the Nebraska Medical Association and provided that Active and Part-time/Non-practicing Members have been notified of such proposed amendments(s) by fax, mail and/or electronic communication within two weeks of the Board of Directors meeting at which the By-laws are to be amended.

CHAPTER XII-REPEAL

All chapters and all sections of all chapters of the By-laws of the Metropolitan Omaha Medical Society as said By-laws existed up to and including the day of July 6, 2015 are hereby repealed.

Revised:

12/1952

1954

1956

1957

1959

1960

12/1963

12/1971

4/1987

5/1991

5/1992

5/1993

9/1995

10/2003

11/2008

4/9/2012

7/6/2015

2/17/2020