

GREATER LOUISVILLE MEDICAL SOCIETY

BYLAWS

The Society Bylaws were initially adopted by the Board of Governors pursuant to the powers granted them in the Articles of Incorporation on January 3, 1956 and have been amended as of May 8, 2015.

CHAPTER I

MISSION STATEMENT

GLMS Mission Statement:

- Promote the science, art and profession of medicine;
- Protect the integrity of the physician-patient relationship;
- Advocate for the health and well-being of the community;
- Unite physicians regardless of practice setting to achieve these ends.

VISION STATEMENT

GLMS Vision Statement:

- The Greater Louisville Medical Society will be the most effective medical society in the U.S. in terms of service to its members and the community;
- The Greater Louisville Medical Society will be the members' primary source for information, assistance and identify as physicians;
- The Greater Louisville Medical Society will be recognized as the representative voice to protect and promote the medical profession and its responsibilities.

CHAPTER II MEMBERSHIP

For purposes of this document, the term "physician" shall refer to only those persons licensed as doctors of medicine or osteopathy.

Article A - Classes of Members

All members of the Greater Louisville Medical Society (excluding Affiliate) must also maintain membership in the Kentucky Medical Association. Members shall receive publications of the Society as determined by the Board of Governors.

SECTION 1. Active Members: Active membership shall be limited to physicians who have carried on professional activities or who reside in Jefferson County for a minimum of twelve (12) months or in a contiguous county in Kentucky in which there is no component medical society. An active member must be of good moral and professional standing and subscribe to the Code of Medical Ethics of the American Medical Association. Active members shall have the right to vote and to hold office. Dues shall be set by the Board of Governors.

To be eligible for active membership in the Society, the applicant must be:

A. A physician who has served as a provisional active member and who is licensed to practice medicine in the State of Kentucky and who is of good moral and professional standing.

B. A physician who has served as a provisional active member and is a medical officer of the United States Army, Navy, Marine Corps, Air Force, Veterans Administration, Public Health Service, or other governmental service while on duty in Jefferson County.

SECTION 2. Provisional Active Members: During the first twelve (12) months following election or until the member's first hospital reappointment, whichever is earlier, a member shall be classified as a provisional active member. All provisional active members may be assigned by the President for one year to audit a committee as a part of the orientation. They shall not hold office but may have the privilege of the floor at meetings and for voting. Dues shall be set by the Board of Governors.

During the first twelve (12) months, or until the member's first hospital reappointment, whichever is earlier, the provisional member will be oriented into the Society. At the end of this period, the Judicial Council will pass upon the application and it will be approved, deferred or disapproved by the Judicial Council for full active

membership. This review will be performed in accordance with policies and procedures promulgated by the Judicial Council and adopted by the Board of Governors as Society policy. Application for active membership at the end of the provisional period shall be automatic with no further need of re-application. A provisional active member will be notified by the Executive Director after becoming an active member.

SECTION 3. "In Training" Active Members: A Resident who is a physician and licensed to practice medicine or osteopathy in Kentucky may apply for "in training" active membership in the Society. During the first 12 months the applicant shall be classified as a provisional "in-training" active member and subject to the same rules and conditions as any newly elected provisional active member as set forth in Section 2 above. Thereafter the applicant will continue as an "in-training" active member until completion of all training, at which time the applicant will become eligible for active member status subject to submission of a completed Centralized Application Processing Service (CAPS) form and approval by the Judicial Council. In training active members shall have the right to vote and serve on committees. They shall not have the right to hold office except to serve as an in-training active KMA delegate/ex-officio member of the Board of Governors. Dues, or a processing fee in lieu of dues, shall be set by the Board of Governors.

SECTION 4. Active Fellows: A Fellow who is a physician and licensed to practice medicine or osteopathy in Kentucky may apply for "fellow" active membership in the Society and shall pay dues as established by the Board of Governors. During the first 12 months the applicant shall be classified as a provisional "fellow" active member and subject to the same rules and conditions as any newly elected provisional active member as set forth in Section 2 above. Thereafter the applicant will continue as a "fellow" active member until completion of all training at which time the applicant will become eligible for active member status subject to approval by the Judicial Council.

SECTION 5. Associate Members: The associate membership shall consist of those persons not eligible for active membership and who are qualified under one or more of the following:

A. A physician residing and practicing outside Jefferson County, but within the Commonwealth of Kentucky or states bordering Kentucky, who is an active member in good standing of another County Medical Society.

B. An active member of the Louisville Dental Society.

During the first twelve (12) months, an associate member shall be classified as a provisional associate member. At the end of this period, the Judicial Council will pass upon the application, and it will be approved, deferred or disapproved for full associate membership. This shall be automatic with no further need for re-application. A provisional associate member will be notified by the Executive Director upon becoming an associate member.

Associate members shall not have the right to vote or to hold office and shall pay dues as set by the Board of Governors.

SECTION 6. Affiliate Members: The Affiliate Membership shall consist of those persons otherwise eligible for associate membership except that they practice and reside outside the Commonwealth of Kentucky or states bordering Kentucky. Affiliate members shall not have the right to vote or to hold office and shall pay dues as set by the Board of Governors.

SECTION 7. Inactive Members:

The inactive membership shall consist of duly licensed physicians who are not engaged in the practice of medicine (fully retired), but are otherwise eligible for active membership. Inactive members shall not have the right to vote or hold office. Dues shall be set by the Board of Governors. Pictorial Roster listing will include home address only.

SECTION 8. Life Members: Upon written request, the Society may elect as a Life Member a member who qualifies under one of the following categories:

A. Members who are 70 years of age or older and fully retired (working zero hours per week), and formerly active member.

1. Member may vote and hold office.
2. Member is dues exempt.
3. Pictorial roster listing to include home address only.

B. Members who are 70 years of age or older, fully retired (working zero hours per week) and formerly an associate or special member.

1. Member may not vote or hold office.
2. Member is dues exempt.
3. Pictorial roster listing to include home address only.

C. Members who are 65 years of age or older, fully retired and formerly active members who have 25 years of continued membership in a state medical society affiliated with the American Medical Association.

1. Member may vote and hold office.
2. Member is dues exempt.
3. Pictorial roster listing to include home address only.

D. Members who are 65 years of age or older, fully retired and formerly associate or special member.

1. Member may not vote or hold office.
2. Member is dues exempt.

3. Pictorial roster listing to include home address only.
- E. Members who are 70 years of age or older who work 20 hours or less per week.
 1. Member may vote and hold office.
 2. Member pays one half the active dues rate.
 3. Pictorial roster listing to include home and office address.
 - F. Members who are 70 years or older and work more than 20 hours per week
 1. Member may vote and hold office.
 2. Member will pay active dues rate.
 3. Pictorial roster listing will include home and office address.

SECTION 9. Honorary Members: Any person distinguished for attainments in medicine or science, either in practice, research or teaching, is eligible for election to honorary membership by the Board of Governors. Such membership entitles its holder to all the rights and privileges of the Society except the right to vote and hold office. Honorary members shall not pay dues.

SECTION 10. Medical Student Members: Any student who is properly enrolled in an accredited medical school shall be eligible for student membership but shall not have the right to vote or to hold office. The student members shall have floor rights and the privilege of full committee participation. Students shall not pay dues.

SECTION 11. Military Members: Members of the Greater Louisville Medical Society who enter military service shall be classified as military members and their names shall be recorded as such in the Pictorial Roster of the Society. Military members shall pay dues as determined by the Board of Governors.

SECTION 12. Special Members: The Society may elect as special members any person who has demonstrated unusual interest in the medical profession or the improvement of health in this community. This special membership should be accorded only to persons recommended by the Board of Governors and approved by the Judicial Council. This membership should be reserved for those who have distinguished themselves by service in keeping with the purpose of the Society. Special members may not vote or hold office, but shall pay dues as set by the Board of Governors.

Article B - Election to Membership

SECTION 1. Initial application for membership in the Society must be made by fully completing and submitting a Centralized Application Processing Service application form (CAPS Initial Application and requirements therein). In Training applicants will complete an abbreviated application form. A full CAPS application will be required when in training members convert to active membership.

A limited licensed physician who is a foreign medical graduate should pass the ECFMG exam to be eligible for GLMS membership; however, such an applicant may be

recommended for election to provisional active membership under special circumstances if the applicant has not passed the ECFMG exam. If the applicant has not passed the ECFMG, the applicant must be in an institutional practice under supervision of an active member and

with full intention of remaining in the same position so long as under a limited license. The applicant must furnish the name of the active member of this Society under whose supervision the applicant will directly practice. The supervising physician will be asked to complete a peer reference regarding the applicant.

Membership applications and related information shall be forwarded by the Executive Director to the Judicial Council with his recommendation.

If the Judicial Council's decision be favorable, it will so report to the Society by publication in Louisville Medicine for a 30-day comment period, after which applicants automatically will become members unless unfavorable comments are received which cannot be resolved to the satisfaction of the Judicial Council. In the letter notifying the applicant of election, Section 2 of this Article will be quoted for the new member's information. Upon election the applicant will be billed for applicable dues.

If the Council's decision be unfavorable on any basis, it will make no report to the Society, but will notify the applicant in writing of its decision. Unless an unfavorable decision is based on the applicant's ineligibility for membership on grounds listed in Article F, the rejection letter shall quote the provisions of Section 3 as a matter of information to the applicant.

SECTION 2. Promotion to active membership status shall take place after the completion of the required period of provisional active membership upon approval of the applicant by the Judicial Council.

In the event that a provisional member is not promoted to the status of active membership by the Judicial Council, the provisional member shall have the right to invoke Section 3 of this Article.

A provisional active member who fails to attain active membership shall be dropped from the rolls of the Society.

SECTION 3. If an application is rejected, the applicant may have the Judicial Council's action reviewed by the Society by submitting a request in writing to the Executive Director, within thirty (30) days after the date of notification of rejection. Upon written request by the applicant, the decision of the Judicial Council may be submitted to the Society for reconsideration, in which case the applicant may then be elected to membership only by a three-fourths affirmative vote of eligible and voting members. Such election may be conducted by written or facsimile ballot with or without a regularly scheduled or specially called meeting of the Society. The Society shall be reimbursed by the applicant for any reasonable costs of conducting such an election. Any rejected application shall be reported as required by law. An applicant who is not so elected as outlined in this section may not again apply for membership within a twelve (12) month period.

Article C - Transfer of Membership

SECTION 1. Transfer to another county society: An active member of the Society, if in good standing, on relocating to another county in Kentucky or to another state, may be given a letter of transfer to the new county society.

SECTION 2. Transfer from another county society: A member of a component county society of any state may transfer to Jefferson County. The applicant must complete the Centralized Application Processing Service (CAPS) initial application and requirements therein. In Training members may complete an abbreviated in training form.

The transferring member shall not be required to pay dues to the Society for the year in which the member transfers, provided all current dues were paid to the society from which the member was transferred.

After a period of twelve (12) months as a provisional member, the transferring member's application shall be acted upon by the Judicial Council for their approval or disapproval for membership.

Article D - Past Members

A past GLMS member wishing to rejoin the Society may do so by updating the past member's most current application on file in the Centralized Application Processing Service (CAPS) Office. The applicant will also be required to provide current documents as required. A past In-Training member wishing to rejoin as an active member must complete or update a CAPS initial application form.

If no CAPS application is on file, the applicant will be required to complete a CAPS initial application and the requirements therein.

Article E - Agreement to Abide by Society's Bylaws

As a condition of membership, each applicant accepted for membership and each person already a member of the Society agrees to be governed by the Articles of Incorporation and Bylaws of the Greater Louisville Medical Society including regulations and statutes referred to therein. A member further agrees to abide by the decisions of the Judicial Council should complaint be brought against the member, saving the right to appeal its decision to the Judicial Council of the Kentucky Medical Association.

Each applicant and member acknowledges the right of this Society to communicate to CAPS and to the presidents of the medical staffs of area hospitals decisions of the Judicial Council and decisions of the medical staffs of each of the other area hospitals regarding the

disposition of complaints or charges made against the member involving unprofessional conduct, offenses against the Bylaws, rules or regulations of this Society, the Code of Medical Ethics of the American Medical Association, or the Code of Ethics of the American Osteopathic Association (as appropriate to the member or applicant's license), and acts reportable under KRS 311.606, including the member's resignation or change of status from the Society or a medical staff while under investigation or in anticipation of disciplinary action.

Article F - Ineligibility and Expulsion

Any applicant may be ineligible for membership in the Society and any member may be subjected to discipline or expulsion from this Society:

- (a) whose license to practice medicine in any state has been denied, revoked, withheld, restricted, placed on probation, voluntarily or involuntarily relinquished or not renewed or suspended by a state board of medical licensure;
- (b) who has violated any provision of the Kentucky Medical and Osteopathic Practice Act (KRS 311.530 et. seq.) or who otherwise qualifies for possible suspension or revocation of a license to practice medicine under the provisions of that Act, which provisions are incorporated by reference in these Bylaws;
- (c) who has violated any of the Code of Medical Ethics of the American Medical Association or the Code of Ethics of the American Osteopathic Association, as appropriate to the member's license;
- (d) who has violated any of the provisions of these Bylaws or who has refused to cooperate with any investigation or hearing conducted by, or a decision or ruling of, the Judicial Council as well as any of the committees reporting to it.

All complaints or charges that any member has violated any of the foregoing shall be made and disposed of in accordance with the procedures outlined in Chapter VII of these Bylaws, provided, however, that proof of conviction of a felony or the suspension or revocation of a license by a state board of medical licensure shall automatically subject a member to expulsion from the Society without adherence to procedures outlined in Chapter VII.

CHAPTER III MEETINGS

Article A - Regular Meetings

SECTION 1. Annual Meeting: The installation of the incoming President shall serve as the Annual Meeting of the Society. All officers shall be installed symbolically at the close of the annual meetings at which they are elected, except the President, whose symbolic installation shall be at the close of the annual meeting following one year's

service as President-elect. Terms of office and assumption of duties shall commence at the close of the May meeting of the Board of Governors.

Article B - Special Meetings

Special meetings may be called by a majority of the Board of Governors, or upon written request of not less than ten (10) active members submitted to the Executive Director. Notice of each special meeting shall be given to each active member, stating the date, time, place and purpose of such meeting. Such notice shall be given not less than twenty-four (24) hours prior to the meeting and may be given by publication in Louisville Medicine or the monthly newsletter of the Society or electronically.

Article C - Time and Place of Meeting

All meetings shall be held at a time and place designated by the Board of Governors.

CHAPTER IV BOARD OF GOVERNORS

Article A – Composition and Quorum

SECTION 1. The Board of Governors shall consist of no more than twenty-four (24) voting members including the immediate Past President (Board Chair), President, President-elect, Vice-President, Secretary, Treasurer, six Board members at-large, KMA Trustee, the KMA Alternate Trustee, KMA president-elect or president when from Jefferson County, AMA Delegate, the AMA Alternate Delegate, GLMS Foundation President, The Healing Place President, Medical Society Professional Services President, Metro Department of Public Health & Wellness Director, GLMS Alliance President, the University of Louisville School of Medicine Dean/Designee and one of the four GLMS in-training KMA delegates, on a rotating basis. Five voting members shall constitute a quorum.

SECTION 2. In case of disability, death, resignation or removal from office, a replacement for any member of the Board of Governors shall be named by the President and in the President's absence, a replacement shall be named by the Vice-President.

Article B - Function and Duties

SECTION 1. The Board of Governors shall manage and transact the business and affairs of the Society, adopt and monitor the implementation of a strategic plan, and for that purpose shall have the power to employ accountants, counsel, and such other employees or specialists as it considers necessary. It shall provide a meeting place for the Society; fix the annual dues of the members; audit the Treasurer's accounts; invest and reinvest the funds of the Society; approve all expense accounts for payment by the Treasurer and perform such other duties as may be assigned to it by the Society.

SECTION 2. The Executive Committee of the Board of Governors shall consist of the Board Chair, President, President-elect, Secretary, Treasurer and Vice-President. The Executive Committee may act in the place of the Board when authority is designated by the Board or in emergency matters where such action is subject to subsequent approval by the Board at its next meeting.

SECTION 3. The Board of Governors shall engage an Executive Director (hereinafter called "Director") for the Society who shall first have been investigated by a special committee appointed by the President. The Director shall be the executive agent of the Society and perform such duties and transact such business on behalf of the Society as may be directed by the Board of Governors or delegated Society's officers, shall be accountable for all funds of the Society, under the authority delegated by the officers of the Board of Governors, shall be required to give bond in such amount as the Board of Governors may direct, the cost of which shall be paid by the Society, shall engage such personnel as may be necessary for performing the duties inherent in the office, shall be custodian of all records, books and papers of the Society and shall assist the various committees in their work.

Article C - Meetings

The Board of Governors shall meet at a time and place designated by the Board, or on call of the Board Chair. Participation in Board, Council and committee meetings can be by electronic means.

Article D - Chair

The immediate Past President shall serve as Board Chair.

CHAPTER V OFFICERS

Article A - Titles and Tenure

The Board of Governors shall consist of:

1. Board Chair
2. President
3. President-elect
4. Vice-President
5. Secretary
6. Treasurer
7. At-Large Member, even year
8. At-Large Member, even year
9. At-Large Member, odd year
10. At-Large Member, odd year
11. At-Large Member, appointed, even year
12. At-Large Member, appointed, odd year
13. KMA Trustee

14. KMA Alternate Trustee
15. KMA president-elect or president when from Jefferson County
16. AMA Delegate
17. Alternate Delegate
18. GLMS Foundation President
19. The Healing Place President
20. Medical Society Professional Services President
21. GLMS Alliance President
22. Louisville Metro Department of Public Health & Wellness Director
23. University of Louisville School of Medicine Dean/designee
24. one of the four GLMS in-training KMA delegates, on a rotating basis

Article B - Terms of Office

The President-elect and the Vice-President shall be elected by the membership each year for a one-year term and installed at the next annual meeting following election.

At the conclusion of one year in office, the President-elect at the next annual meeting shall be installed as President for a one-year term at the meeting.

At the conclusion of one year in office, the President at the next annual meeting shall be installed as Board of Governors Chair for a one-year term.

The Secretary, Treasurer and four At-large members of the Board shall be elected to two-year terms. One additional At-large member of the Board shall be appointed to a two-year term by each incoming President, in order to include underrepresented segments of the membership.

Article C - Power and Functions

SECTION 1. President: The President shall serve for one year or until a successor shall have been elected and installed. The duties of the President shall be those ordinarily pertaining to this office. The President shall speak on behalf of the Society, unless the President specifically assigns another officer to do so. The President shall name the members of all appointive committees including task forces and shall be an ex-officio member thereof. The President may attend meetings of all committees and participate in discussions, but may not vote. At the annual meeting that concludes the Presidential term of office, the President shall deliver an address on such matters as deemed of importance to the profession and to the public.

In case of disability, death, resignation or removal from office of the President, the Vice-President shall become President for the unexpired term and in the event of his or her disability, death, resignation or removal, the President-Elect shall assume the office of President for the unexpired term.

SECTION 2. President-elect: The President-elect shall be elected by the membership and installed at the annual meeting. The President-elect shall serve as a non-voting member of all appointed committees and become acquainted with all the activities,

aims and objectives of the Society, including establishment and implementation of a strategic plan. In the event that the office of President-elect becomes vacant, it shall be filled by election of the Society. The arrangement for the election shall be the responsibility of the President.

SECTION 3. Vice-President: The Vice-President shall officiate for the President upon request or in the President's absence.

SECTION 4. Secretary: The Secretary shall, in addition to the duties ordinarily revolving on the secretary of a corporation, be responsible for overseeing the following: the printing and mailing of program announcements, keeping a permanent record of scientific and business activities of the Society, certifying the Delegates elected each year to the KMA House of Delegates and recording and making suitable memoriam to deceased members.

SECTION 5. Treasurer: The Treasurer shall be responsible for overseeing the following: custody of all securities, deeds and monies belonging to the Society and shall hold them subject to the direction and disposition of the Board of Governors; selection of a local bank for the deposit of valuable papers, collection of all monies due the Society, and payment of its duly authorized accounts. An account to be duly authorized shall have been approved by the Board of Governors. All drafts and checks upon accounts of the Society shall be signed by any two elected officers of the Society.

SECTION 6. At-large Members: In order to broaden representation, there shall be four (4) additional members of the Board elected at large by the membership. In addition, each incoming President shall appoint one At-large member to a two-year term. At-large members shall have no specifically assigned functions but shall serve on the Board as full voting members, available to chair special committees or to perform such other duties as deemed necessary by the President or Board of Governors Chair.

CHAPTER VI ELECTION TO OFFICE

Article A - Elective Offices

At or before each annual meeting, the following offices shall be filled by election: President-elect; Vice-President, three members of the Judicial Council, one-third of the allotted Fifth District Delegates to the Kentucky Medical Association and the Nominating Committee.

In the annual election on even-numbered years, the offices of President-Elect, Vice-President, Secretary and two At-large members of the Board shall be filled by a plurality vote

of the membership in favor of the Nominating Committee's recommendation to elect by acclamation a slate consisting of a single candidate for each of the above-named offices.

In the annual election falling on odd-numbered years, the offices of President-Elect, Vice-President, Treasurer and two At-large members of the Board shall be filled by a plurality

vote of the membership in favor of the Nominating Committee's recommendation to elect by acclamation a slate consisting of a single candidate for each of the above-named offices.

Article B - Nominations

A Nominating Committee shall be elected by the membership in each annual election, and shall function as follows:

SECTION 1. The committee shall be elected from a slate of candidates developed by the previous year's Nominating Committee in time to be included on the Annual Ballot. The committee shall consist of one elected member per 100 current active members of the Society. In addition to the elected members, the committee shall consist of the President, President-Elect, and Board Chair and six (6) active members to be appointed by the President and approved by the Board of Governors. At least one-half of the members shall be active members of the Society not currently serving on the Board of Governors. Committee members seeking to run for office shall recuse themselves during the discussion and voting on nomination for that office. Special effort should be made to represent the varying demographic sectors of the Society.

SECTION 2. The committee shall develop a list of candidates for officer positions to be filled and a list sufficient to elect one-third of the 5th District KMA delegates as set forth in GLMS Bylaws, Chapter VIII, Article D, each year.

SECTION 3. The Nominating Committee shall, no later than December, solicit names of potential candidates from the membership by means of a "Call for Nominations" through the Medical Society membership communication avenues. The Nominating Committee shall meet twice yearly in order to complete the electoral slate by January. The committee shall confirm each candidate's eligibility and willingness to serve in the office for which he/she is nominated, and shall continue this process until the slate is complete.

SECTION 4. Candidates shall be informed in writing of their nomination. Nominations then shall be closed and the committee shall approve the ballot no later than January 31. Immediately thereafter, the proposed ballot shall be announced to the membership electronically.

SECTION 5. Any member not slated, desiring to run for an office may do so by submitting a petition containing valid signatures of at least ten percent of the active GLMS membership as of January 31. Such petition must be presented to the Secretary of the Society or the Executive Director at the Medical Society offices no later than the end of

business on the last business day of February. If a sufficient number of valid active member signatures is obtained, the competing candidate will be included on the ballot. The candidate receiving a plurality of votes cast shall be declared elected.

SECTION 6: The final slate of candidates will be published in the appropriate March membership publications. Ballots shall be sent to the members no later than the second week of March.

Article C - Voting

Voting shall be conducted in such manner as the Board of Governors shall prescribe, provided due diligence shall be exercised by the Board to assure each voting member of the Society an opportunity to cast a vote. The Nominating Committee shall serve as a Tellers' Committee to verify the accuracy of election results and shall direct publication of the election results in the appropriate membership publication.

Article D - Installation of Officers

All officers shall be installed symbolically at the close of the annual meetings at which they are elected, except the President, whose symbolic installation shall be at the close of the annual meeting following one year's service as President-elect. Terms of office and assumption of duties shall commence at the close of the May meeting of the Board of Governors.

CHAPTER VII COUNCILS, BOARDS, TRUSTEES, AND COMMITTEES

Article A - General

The complete program, activities, and administrative functions of this Society, together with the Medical Society Professional Services and GLMS Foundation will report to the Board of Governors through the respective Boards of Directors.

The Judicial Council's composition, duties and procedures are described in Article D, Sections 1.A through 1.M of this Chapter VII.

Members of the Grievance Committee shall be appointed by the president but shall report directly to the Judicial Council. The composition and duties of this committee are further described in Article D, Sections 2 of this Chapter VII.

The number of other committees of this Society, their composition and the selection of committee chairs shall be the responsibility of the President, subject to approval by the

Board of Governors. The duties and procedures of those committees may be published separately rather than as a part of these Bylaws.

Article B - Conflict of Interest

Disclosure and Abstention: Members of Boards, Councils and Committees should disclose, before participating in any discussion, any personal or financial interest

the member may have in all matters coming before that member which may create a conflict of interest, and should abstain from voting on matters when a conflict of interest exists.

Use of Society Letterhead and Logo: GLMS letterhead, logo and/or other identifying marks may be used in communications only if approved by the GLMS Board Chair, President, President-Elect or Executive Director.

Article C - Waiver of Liability

As a condition of applying for or of accepting membership in the Society, each applicant and member agrees to release and to hold harmless the Society, its officers, agents, directors, employees and members, together with all persons or entities providing information to the Society, from and against all claims, damages, judgments, and expenses, including attorneys' fees, arising out of or in any way related to any claim by such applicant or member against them in any way related to their conduct, activities, reports or recommendations made or done in good faith and in connection with any activity of the Society.

Article D - Peer Review Committees

The Grievance Committee shall report its functions and be responsible to the Judicial Council.

SECTION 1. Judicial Council

A. Composition: The Judicial Council shall consist of nine (9) members.

B. Election: Three (3) members shall be elected each year to ensure the maintenance of nine (9) members. In the event of a vacancy, a successor to complete the unexpired term shall be named by the President.

C. Eligibility and Term of Office: Members of the Council shall be ineligible to hold any elective or appointive office, other than KMA Delegate, in the Society during their terms as Councilors. A member, to be eligible for election as Councilor, must be not less than thirty-five (35) years of age and must have been an active member of the Society for

not less than five (5) years prior to election. The term of office shall be three (3) years. The terms shall be so arranged that three vacancies occur annually. Councilors shall not be eligible to serve more than two successive terms without at least a one (1) year hiatus in service as a Council member.

D. Organization: Following the annual meeting of the Society, the Secretary of the Council shall within a reasonable time call the members to meet for the purpose of organizing, at which time one of the members with seniority of service shall be elected by majority vote of the Council as Chair and one of the newly elected members shall be elected as Secretary.

E. Records: Complete and accurate records shall be kept of all the Council's transactions. The records shall remain in the possession, or subject to the control, of the Secretary of the Council. Except as permitted by these Bylaws or mandated by law, the proceedings, records, opinions, conclusions and recommendations of the Council shall be treated as confidential records of peer review proceedings and shall not be subject to discovery, subpoena, or introduction into evidence in any civil action in any court or administrative proceeding.

F. Meetings: The Council shall hold such meetings at such time and place as the Chair designates, or upon request of two (2) or more Council members.

G. Duties: The Council shall act upon applications for membership referred from the Executive Director as provided in Chapter II, and shall be responsible for the investigation and disposition of complaints by a member against another member, of matters referred to it by other committees, and the execution of other functions described in this Chapter VII.

H. Complaint Procedure:

1. Written Complaint: Complaints made by or matters referred by the Grievance Committee to the Judicial Council or a complaint by any member or group of members of this Society against any member or group of members of this Society must be in writing and signed by the committee chair or by the member making the complaint or the referral. The complaint shall identify the member whose conduct is questioned and describe the particular conduct about which complaint is made in such detail as to permit the accused to know fully what conduct has been objected. In general, the complaint shall clearly and as concisely as possible state what happened as well as where and when the action happened. The complaint shall also identify the Bylaw, statute, rule, regulation or ethical principle alleged to have been violated. Such complaint shall be delivered by mail or in person, to the Executive Director of the Society, who shall promptly deliver the complaint to the Judicial Council chair.

2. Oral Complaint: The Judicial Council Chair may appoint an *ad hoc* committee from among the membership of the Society to investigate any oral complaint or rumor. Upon completion of the investigation the committee shall make a report to the Council Chair of its findings and recommendations with respect to the oral complaint or rumor. If as

a result of its investigation, the *ad hoc* committee believes that charges against a member or members of the Society are warranted, the *ad hoc* committee shall prepare a written complaint as described above.

3. Notice: At the direction of the Council or its Chair, a copy of the complaint shall be served upon the accused member by personal delivery or by certified mail, return receipt requested. The accused member shall, within fifteen (15) days from receipt of the complaint, submit a written answer to the Council Chair or to the Executive Director.

I. Investigation and Hearing:

1. Informal Investigation: When the Council receives the answer of the accused, it shall promptly review the matter, conducting an informal investigation if deemed advisable. When informal investigation has convinced the Council that no formal action is necessary and that both the complainant and the accused are willing to accept the advice of the Council for reconciliation or resolution of the matter, the advice of the Council shall be reduced to writing, and supplied to both the complainant and the accused over the signature of the Chair.

2. The informal investigation shall not be subject to the procedures outlined elsewhere herein and the accused shall not be entitled to counsel at the informal investigation.

3. In the event that a charge or complaint is not resolved informally, it shall be scheduled for a formal hearing at the earliest possible date unless waived by the accused.

J. Formal Hearing Procedures:

1. Notice: At least thirty (30) days before commencement of the hearing, the accused must be notified in writing by the Judicial Council Chair of the date, time and location of the hearing, of the specific charges to be heard, of the witnesses who are expected to testify, and of the member's rights to be afforded at the hearing pursuant to paragraphs 2 through 6 of this Subsection J. The accused also shall be advised of the right to waive a formal hearing in which case the charges will be taken as true.

2. Conduct of the Hearing: Unless waived by the accused, the hearing shall be conducted in accordance with the following principles and procedures:

(a) Any Council member related to the accused, in direct competition with the accused, or who, for any valid reason, is deemed by a majority of the Council members as unable to be impartial, shall be disqualified from participating in the hearing. The Council, in its discretion, may select from among the membership of the Society physicians who are not disqualified by this section but who otherwise meet the qualifications for membership on the Judicial Council who may sit for purposes of the hearing in place of disqualified members.

(b) At the commencement of the hearing, the accused shall be advised of the right to be represented by counsel; the right to cross-examine witnesses called at the hearing; the right to call witnesses and to present evidence on the charges; the right to enter objections to testimony; the right to address the Council members in self-defense; the right to submit a written statement at the close of the hearing; and, in the event of an adverse decision, the right to appeal to the Judicial Council of the Kentucky Medical Association.

(c) At the hearing, both the complainant and the accused shall be given opportunity to appear in person and to present testimony and evidence subject to the Council's right to limit testimony deemed irrelevant, repetitive or otherwise objectionable; however, formal rules of evidence shall not apply to the proceedings.

3. Decision: After the accused has been given full opportunity to be heard, the Council shall render its recommendation or decision, along with a brief statement of the basis for its recommendation or decision, in writing and not more than thirty (30) days after conclusion of the hearing, or, if a hearing is waived, not more than thirty (30) days after waiver.

4. Record of Proceedings: Testimony presented at the hearing shall be reported by competent mechanical methods or by a competent shorthand or stenotype reporter, the expense of which shall be borne by the Society. At the conclusion of the hearing, any party to the hearing or the Council may request a typewritten transcription of the record of testimony, the expense of which shall be borne by the requesting party or, in the discretion of the Judicial Council, by the Society. All charges, complaints and notices in connection with the hearing, as well as any documentary evidence introduced at the hearing and the Council's written decision, shall be made a part of the record of proceedings.

Upon written agreement of the accused, the testimony of witnesses may be summarized to the mutual agreement of the parties and the Council as an alternative to preparation of a verbatim transcript. This summary, together with all other documents mentioned in the paragraph above, shall constitute the record of proceedings where a verbatim transcript is not prepared.

5. Voting: The Council by a majority vote of all members present during the hearing shall have the power to exonerate or to censure. If in the Council's opinion the facts justify suspension or expulsion, it shall report to the Board of Governors in executive session, stating its findings, conclusions and recommendations. A decision of the Council need be signed only by the Chair.

The failure of a majority of all members of the Council present during the hearing to agree upon the manner of disposition of the charges shall constitute a dismissal of the charges.

Any member of the Council not present at the hearing for the entire time thereof shall not be entitled to vote with respect to the disposition of the charges.

6. Disposition: The Council may (1) dismiss the case because of insufficient grounds for a legitimate complaint; (2) attempt a satisfactory resolution of the matter; (3)

suggest a change in conduct in order that the accused may not bring unfavorable criticism upon the medical profession; (4) request resignation; (5) censure the accused; (6) recommend to the Board of Governors in executive session, (a) suspension of membership of not more than (1) year, or (b) expulsion.

The word censure is defined to mean an official expression of disapprobation following a finding of culpability for wrongdoing.

The word suspension is defined to mean a temporary loss of all rights, privileges and benefits of membership which are automatically restored with the expiration of the term of the suspension. Dues are not payable during a suspension in excess of three months.

The word expulsion is defined to mean an involuntary termination of membership. Conviction of a felony shall result in automatic expulsion from and permanent ineligibility for membership.

The second censure of a member shall result in the automatic suspension for one year. The third censure of a member imposed within a period of ten years shall result in automatic expulsion from membership.

K. Appeal:

1. Procedure: The accused shall have twenty (20) days after receipt of the decision of the Council within which to make an appeal to the Kentucky Medical Association. Failure to appeal within the time required shall constitute waiver. The appeal shall be in writing, signed by the accused, and shall describe the errors believed to have been made by the Judicial Council which were prejudicial to the rights of the accused. The appeal statement shall include a concise, factual resume of the case. It shall also include a request that the record of the case or a certified copy of the record be forwarded to the Kentucky Medical Association. A copy of the appeal shall also be served upon the Judicial Council Chair of the Greater Louisville Medical Society at the time the appeal is forwarded to the Kentucky Medical Association. The opinion of the Kentucky Medical Association on the appeal shall be final.

2. Stay of Execution: The filing of an appeal shall automatically stay the execution of the decision of the Judicial Council until such time as the Council is advised that the appeal has been finally resolved. However, the Judicial Council may ask for a dismissal of the appeal on the grounds that it is not made in good faith or is brought solely for the purposes of delay. A request for dismissal shall be heard promptly, after due notice to both parties and an opportunity by both parties to be heard.

L. Attendance of Witnesses:

The Judicial Council shall have the authority to summon any member to appear before it and to give testimony upon any question properly before the Council for

consideration. Failure of any member to honor such summons by the Judicial Council shall constitute grounds for disqualification or expulsion from membership.

M. Reports:

1. The Judicial Council shall promptly send a copy of every decision which it makes resulting in disciplinary action to the secretary of the Kentucky Medical Association.

2. As required by law, the Council shall report to appropriate authorities any action taken against a member which adversely affects the membership of a physician or which results in suspension or expulsion from the Society upon a finding of unprofessional conduct, professional incompetence, malpractice, or a violation of any provisions of the KRS Chapter 311. Such report shall be made within thirty (30) days after the Council's decision becomes final and shall include a copy of the record of proceedings before the Council. Other actions taken by the Council may, in its discretion, be reported to the Kentucky Board of Medical Licensure.

3. The Council may, in its discretion, communicate its findings and decisions to CAPS and to hospital medical staffs regarding complaints or charges made against a member of the Society involving any offense listed in Chapter II, Article F, as grounds for ineligibility or expulsion from the Society.

SECTION 2. Grievance Committee

A. Composition: The committee shall be composed of twelve (12) members who are physicians, a majority of whom have been active members of the Society for no less than five years.

B. Appointment: Four (4) physician members shall be appointed each year by the President to serve for three (3) years.

C. Chairperson: The chairperson is appointed by the President.

D. Duties: The Grievance Committee is charged to investigate, advise, mediate or arbitrate alleged grievances between a doctor and a third party; to report its recommendations to the affected parties; and, to formulate procedures to carry out these duties. The committee shall have no other power than that of making recommendations to the parties. If a member fails to accept the committee's findings and recommendations such fact shall be referred to the Judicial Council. All committee actions shall be reported to the Judicial Council.

CHAPTER VIII DELEGATES TO KMA

Article A - General

The KMA Bylaws Chapter XII speaks to the relationship of KMA and all component county societies. This chapter of the KMA Bylaws covers all requirements for a county society to receive a charter and the authority to revoke the charter. The KMA House of Delegates is the final legislative authority for all actions of KMA, its officers, boards, councils, committees and staff.

Article B - Number

Chapter XII of the KMA Bylaws states in Section 11 that component societies may elect one delegate for each 25 voting members in good standing, plus one delegate for one or more voting members in excess of multiples of 25, provided that each component society shall be entitled to at least one delegate. The manner of election and term of office for all KMA delegates is the prerogative of the county society.

Article C - Election

Delegates from this Society shall be elected annually to represent this membership at KMA in accordance with the Constitution and Bylaws of that body and in accordance to Chapter VI, Article B, Section 2 of these Bylaws.

Article D - Term of Office

The term of each delegate from GLMS to KMA shall be one (1) year, and approximately one-third of the allotted delegates shall be elected each year. One-third of the allotted delegates shall be self-selected by responding to an annual call for volunteers. The remainder of the allotted delegates shall be appointed by the President.

In the event that the Society's complement of delegates at the meeting of the House of Delegates is not complete, additional delegates shall be appointed by the President or his representative, preferably after consultation with the delegates chair, from the active members. The appointments shall be certified in writing to the KMA.

Each year the Nominating Committee shall choose from the "in-training" active members four (4) candidates for a one year term as delegates from GLMS to the KMA. As their schedules permit, the in-training KMA delegates shall rotate to share a seat as an ex-officio member of the Board of Governors to represent all physicians in-training.

All delegates are eligible for re-election.

Article E - Qualifications

Any active member or in-training active member who is in good standing and active in the affairs of the Society shall be eligible for election as a delegate.

Article F - Duties

It shall be the duty of a Delegate to attend the meetings of the House of Delegates and faithfully to represent the Society. No member should accept an election unless he or she is willing to make every reasonable effort to attend. The Delegate is expected to be fully informed on the duties, functions and powers of the House of Delegates as set forth in the Bylaws of the Kentucky Medical Association.

The Delegation shall individually vote on all questions as they believe will best serve the interest of the Society, the profession, and the public unless specifically instructed by the Society to vote as a unit on a particular matter.

The Delegation shall select the nominees for 5th District KMA Trustee and Alternate Trustee whose terms shall coincide and serve for three years. AMA Delegate and Alternate Delegate shall be elected by the KMA House of Delegates for terms of two years.

Article G - Organization

SECTION 1. The President shall call a meeting of all Delegates for the purpose of electing a Delegation Chair. The Delegation Chair shall call at least one meeting of the Delegates to consider items to be brought to the KMA from GLMS, discuss other items of interest and to consider candidates.

The Delegation Chair to the Kentucky Medical Association shall be responsible for the procedure at all meetings of the Delegates. The Chair shall satisfy that only Delegates vote at the meeting of the Delegation and that proper replacement of Delegates when absent be made by Alternate Delegates upon appointment by the President.

SECTION 2. The Chair, with the cooperation of the Fifth District Trustee of the Board of Trustees of the Kentucky Medical Association, throughout the year, shall study, discuss, and report to the Delegates all business, transacted or proposed, of the Kentucky Medical Association of interest to the Society.

SECTION 3. A nominee for office in the Kentucky Medical Association must meet the requirements of the Constitution and Bylaws of the Kentucky Medical Association.

The Delegation Chair may, during the year, ascertain the names of suitable nominees for such offices in the Kentucky Medical Association as may come from Jefferson

County and propose these members as possible Nominees for consideration by the Delegation. The Delegation may present these names to the KMA Nominating Committee.

CHAPTER IX FINANCES

Article A - Funds

The funds of the Society may be derived from (a) dues, (b) assessments, (c) voluntary contributions, (d) gifts, (e) income from investments, (f) monies from the constituted activities of the Society.

Article B - Dues

Dues shall be payable on demand by the Treasurer, but not later than March 1st, of the corresponding year. The first year dues of a physician who has just completed training will be one-half the amount for regular Active members.

Article C - Delinquency

Any member who has failed to pay his or her dues by March 1 of any fiscal year shall thereby become delinquent and, as of April 30, a two-week notification will be given to such delinquent member at the conclusion of which the member shall be automatically dropped from the rolls for non-payment of dues. If the delinquent member has failed to pay the dues by the end of the two-week grace period following April 30, then restoration to full membership shall be governed by Chapter II, Article D.

Article D - Fiscal Year

The fiscal year of the Society shall be from April 1st through March 31st.

CHAPTER X RULES OF ORDER

The rules contained in the *Standard Code of Parliamentary Procedure* shall govern the deliberations of the Society.

CHAPTER XI CODE OF MEDICAL ETHICS

The Society adopts as a part of its Bylaws, binding on its members, the Code of Medical Ethics of the American Medical Association as interpreted in the most recent Current Opinions with Annotations of the Council on Ethical and Judicial Affairs of the American Medical Association or the Code of Ethics of the American Osteopathic Association as appropriate to the members' license. The Code of Medical Ethics shall be deemed to be supplemented or extended to include all of the provisions of these Bylaws affecting principles of professional conduct.

CHAPTER XII AMENDMENTS

Article A - By Membership

These Bylaws may be amended by the Membership as provided in Article VII of the Society's Amended Articles of Incorporation, adopted the 19th day of December, 1955.

Article B - By the Board of Governors

The Board of Governors may amend these Bylaws at any regular meeting of the Board or at a special meeting of the Board called specifically for that purpose, provided each member of the Board is given not less than ten (10) days' notice of the proposed amendment.

Revised May 8, 2015