CONSTITUTION OF THE NEW MEXICO MEDICAL SOCIETY

PREAMBLE

Recognizing that the best interests of the public whom we are privileged to serve, and of the honorable profession of which we, the members, can be most satisfactorily protected by concerted effort, we, the Doctors of Medicine and Osteopathy of New Mexico, do hereby organize ourselves in conformity with the following provisions of the Constitution of the New Mexico Medical Society.

ARTICLE I

NAME

The name of this organization shall be the New Mexico Medical Society.

ARTICLE II

PURPOSES

The purposes of this Society are to bring into a single compact organization the reputable and ethical Doctors of Medicine and Osteopathy of the State of New Mexico, post graduate residents and students in good standing at the University of New Mexico School of Medicine, to extend medical knowledge and advance medical science, to elevate the standard of medical education, to secure the enactment and enforcement of just medical laws, to promote friendly relations among the members of the profession, to uphold the Principles of Medical Ethics of the American Medical Association, to uphold the obligations each member of the profession assumed under the Hippocratic Oath when entering the profession, and to keep the members of the profession always cognizant of their unique influence on society.

ARTICLE III

MEMBERSHIP

Section 1. Qualifications. Membership in this Society shall be open to all Doctors or Bachelors of Medicine or Osteopathy, or equal degree, who are licensed to practice medicine or osteopathy in New Mexico and also duly registered post graduate residents and undergraduate students at the University of New Mexico School of Medicine. The Bylaws of the Society shall set forth detailed qualifications with regard to the various types of membership.

Section 2. Component Societies. Component societies shall be chartered county medical societies within the state of New Mexico. Component societies may
include two or more contiguous counties organized into a single county society. Post graduate residents at the University School of Medicine shall be chartered provided 20% of the total resident enrollment of the school or 40 residents are members, whichever number is greater. Students at the University School of Medicine shall be chartered provided 20% of the total medical student enrollment of the school or 40 students are members, whichever number is greater.

ARTICLE IV

OFFICERS

Section 1. The Officers of this Society shall be a President, a President-elect, a Vice President, immediate past President, a Secretary/Treasurer, a Presiding Officer of the annual business meeting, a Vice Presiding officer of the annual business meeting, delegates and alternate delegates to the American Medical Association.

Section 2. Duties. The President shall have the following duties and responsibilities: to preside at all meetings of the Council; to appoint a parliamentarian and the members of all standing committees except as otherwise provided for in the Bylaws; and to perform such other duties as custom and parliamentary usage may require. The President shall be the recognized leader of the profession in the state of New Mexico during his/her term of office.

The President-elect shall become familiar with the duties and obligations which will be assumed upon succession to the presidency. The President-elect shall have such other duties from time to time as requested by the President. If the President should become unable to perform the duties of the office, the President-elect shall assume all the duties, responsibilities and authority of the President. The President-elect should be available to visit the various component societies.

The Vice President shall assist the President in the discharge of the President’s duties and will succeed to the presidency in the event the President and President-elect are unable to perform their duties.

If for unforeseen circumstances, the succession of the President, President-elect, and Vice-President is disrupted and unattainable, the Executive Committee may consider and recommend to the Council an alternative succession plan for any such officers for that specific election cycle, including that any or all of the officers serve a two-year term for the office that they are currently holding. The officers who are approved by the Council shall stand for election at the annual business meeting.

The Secretary/Treasurer shall have the following duties: to attend all general meetings of the Society, the annual business meeting and the Council and shall cause accurate minutes of these meetings to be kept; to receive and care for all
records and papers belonging to the Society including its Constitution and Bylaws; to send the official notice of the annual business meeting and all other meetings of the Society and shall issue programs for such meetings; to register the attendance of members of the Society at the annual business meeting and all other meetings which may be held. The Secretary/Treasurer shall, with the cooperation of the secretaries of the component societies, maintain a current index and register noting with respect to each member's status in relation to the component society, the state society, the American Medical Association, and other such information as: the member's correct name, address, medical school and date of graduation, date of issue of a license to practice medicine in the state of New Mexico.

The Secretary/Treasurer shall assist the Councilors in the organization and improvement of the component societies and shall conduct all official correspondence of the Society, notifying members of meetings, officers of their election, and members of committee appointments and duties.

The Secretary/Treasurer shall be responsible for all monies received by the Society and cause to be kept a true and accurate account thereof and shall render a statement thereof whenever required by the Council and at the annual business meeting; shall open bank accounts and deposit or cause to be deposited therein all monies received by the Society; shall sign or cause to be signed all checks; shall cause an annual audit by a certified public accountant; and shall subject the accounts to such other examinations as the Council or registered members at the annual business meeting may, from time to time, require; shall expend such funds as directed by the Council; shall bill all members for their dues and assessments and shall collect all dues and assessments of the component societies, and the state society.

Component societies may request of the Council that the component society will assume the responsibility of processing applications, collecting the dues and assessments of the state society and other organizations approved by the Council in addition to their own dues and assessments. Component societies requesting to process applications, collect dues and assessments shall follow the Dues Collection Procedures approved by the Council. A Component society shall comply with a state society request for review, by a Certified Public Accountant, of financial records, including electronic, of all state and other organization dues approved by the Council. The review will be at the expense of the NMMS.

The state society shall comply with a component society request for review, by a Certified Public Accountant, of financial records, including electronic records which that component society has remitted to the State Society. The review shall be limited to the dues remitted to state society such as, New Mexico Medical Society dues, American Medical Association dues, New Mexico Medical Society Political Action Committee and American Medical Political Action Committee contributions as well as other payments approved by the Council. The review will be at the expense of the component society.
The employees of the NMMS shall be bonded for the faithful performance of their duties in such sum as may be required by the Council, the premium on such bond to be paid by the Society.

The Presiding Officer of the annual business meeting shall preside at the annual business meeting.

The Vice Presiding Officer of the annual business meeting shall preside at annual business meetings in the absence of or at the request of the Presiding Officer. The Vice Presiding Officer of the annual business meeting shall also be chair of the Constitution and Bylaws Committee.

The delegates to the American Medical Association shall represent the New Mexico Medical Society at all meetings of the House of Delegates of the American Medical Association, and shall submit a semi-annual report of their activities as delegates.

Section 3. Terms of Office. The office term of the President, the President-elect, the Vice President, and immediate past President, shall be one year. The terms of office of the Secretary/Treasurer, the Presiding and Vice Presiding Officer of the annual business meeting, the delegates to the American Medical Association and the alternate delegates to the American Medical Association shall be two years.

ARTICLE V

COUNCIL AND ANNUAL BUSINESS MEETING

Section 1. Council. The Council shall be the legislative, deliberative, policy-making and administrative body of the Society. The Council shall consist of the officers of the Society as listed above in Article IV, Section 1, and Councilors each representing a component society and young physician(s). The President shall preside at all Council meetings. Each member of the Council shall have one vote. The actions of the Council shall be subject to review at the annual business meeting. Each Councilor shall serve as a representative of their individual component society.

Section 2. Annual Business Meeting. All NMMS members in good standing may attend and participate at the annual business meeting. To attend, each member must register and be credentialed, which entails verifying membership is valid and/or paid. Participants at the annual business meeting serve in an advisory role to the Council and may provide non-binding feedback. An accounting of the Council’s actions and a treasurer’s report from the preceding year will be provided at the annual business meeting. Members will have an opportunity to vote to have action item(s) extracted from the Report of the Council, have a
discussion of the extracted item(s), and vote to have the extracted action item(s) referred back to the Council. If a majority of attendees vote to have the extracted action item(s) referred back to the Council, the Council will discuss the items at the subsequent Council meeting and is not bound to modify the action item(s). The Council action will be reported back to NMMS members in the Minutes of the Council meeting and will also be included in the Report of the Council at the subsequent annual business meeting.

ARTICLE VI

MEETINGS

Section 1. Annual Business Meeting. The Council shall schedule the annual business meeting at least one year in advance. The annual business meeting shall be open to all credentialed members of the Society and registered guests. All members attending may vote at the annual business session.

Section 2. Meetings of the Council. The Council of the New Mexico Medical Society shall meet at least quarterly at such time and place as determined by the President. One Council meeting shall be held immediately preceding the annual business meetings of the Society. Special meetings of the Council may be called by the President at any time whenever the necessity shall arise, or by written petition of five (5) members of the Council.

ARTICLE VII

SEAL

The Society shall adopt an appropriate seal and shall have the authority to change or renew the same without restriction.

ARTICLE VIII

BYLAWS

This Society shall have a body of Bylaws which shall contain all of the details necessary to amplify and carry out the provisions of this Constitution.

ARTICLE IX

AMENDMENTS

This Constitution may be amended in the following manner:

Section 1. Proposed amendments may be initiated either by one of the component societies through a member of the Council or by a petition signed by at
least ten (10) active members of the Society. In either case, the proposed amendment(s) must be submitted to the Secretary/Treasurer of the Society who will submit them to the Constitution and Bylaws Committee.

Section 2. Proposed amendment(s) will be published in the society newsletter, electronic information system, or other communication sixty (60) days prior to the next Council meeting giving membership the opportunity to give feedback. The amendments will be placed on the Council agenda for consideration after the 60 days have elapsed.

Section 3. Proposed amendments must be discussed in open session of the Council. Meetings of the Council are open to all members in good standing of the Society. The Council will refine the proposal with consideration to the non-binding suggestions from the membership. A vote on the proposed amendment(s) shall be by written ballot. If the proposed amendment(s) secure the affirmative vote of at least two-thirds of the ballots cast, the amendments will be placed on the agenda of the annual business meeting.

Section 4. The proposed amendment(s) must secure the affirmative vote of at least two-thirds of the ballots cast at the annual business meeting. The ballot will be to either approve or to oppose the amendment(s), a simple up or down vote.

Section 5. Amendments so adopted shall become effective immediately upon announcement of the results by the Presiding Officer. After the proposed amendment(s) is/are passed, the Secretary/Treasurer will so inform membership through electronic communication or newsletter.
CHAPTER I

MEMBERSHIP

Section 1. Categories. The membership of the New Mexico Medical Society shall consist of two basic categories: active members and special members.

Section 2. Rights and Privileges of Membership.

A. Active Members shall have the following rights and privileges; to attend all meetings and social functions of the New Mexico Medical Society; to vote; to hold elective office; and to receive the publications of the New Mexico Medical Society including the newsletter.

B. Special Members shall have the privilege to attend all scientific meetings and social functions of the New Mexico Medical Society. They may not vote or hold elective office in the New Mexico Medical Society. They may receive all publications of the Society.

Section 3. Active Members. There shall be three types of Active Membership: regular paid members; regular dues-exempt members; and direct members.

A. Regular Paid Members. Shall meet the requirements set forth in ARTICLE III of the Constitution of a regular paid member: (1) must be a properly certified member of a-component society; (2) must hold the degree of Doctor of Medicine or Doctor of Osteopathy or a Bachelor of Medicine and must hold a license to practice medicine in New Mexico; (3) or he/she must be an intern or resident physician serving in a training program approved by the American Medical Association; or (4) or he/she must be a medical student enrolled in the University of New Mexico School of Medicine. Regular paid membership shall be open to all physicians in New Mexico who fulfill the above requirements.

B. Regular Dues-Exempt Members. Regular dues-exempt membership shall be limited to the provisions specified below in items 1, 2 and 3. Regular dues-exempt members have all the rights and privileges of regular members as specified below in Section 1 and 2.

1. Emeritus Members. Emeritus members are those physicians who have been regular paid members of the New Mexico Medical Society for five or more years and are no longer in practice, for one of the following reasons: prolonged illness; absence from practice for post-graduate work; or retirement from practice. Emeritus members may receive Society
publications.

2. Members who reached 70 years of age are excused from dues and will receive all publications of the Society at no charge.

3. A member who has been a member for over five years and because of illness/impairment is working less than 20 hours a week is exempt from paying dues, until such time as that member can return to practice for over 20 hours per week.

C. Direct Members. A physician who is otherwise qualified for membership but practices in a county where there is no component society, may become a direct member by: (1) filing an application with the New Mexico Medical Society executive director; (2) paying the application fee plus one half of the first year's annual dues for regular membership; (3) meeting all membership qualifications as prescribed in the Constitution, Article III. Applicants shall be approved upon meeting the requirements of the Constitution Article III. Applicants who do not meet the requirements may be considered by the Council on an individual basis. Direct members may vote and be elected to office.

Section 4. Special Members. There shall be four types of special membership: associate membership; affiliate membership; honorary membership; and retired membership.

A. Associate Members. Associate membership shall be limited to the following: (1) full-time medical missionaries working in New Mexico; (2) members or employees of the Armed Forces Medical Corps or the United States Public/Indian Health Service on active duty; (3) active members who leave New Mexico to practice in another state shall be eligible for associate membership in the New Mexico Medical Society by paying dues established by the House of Delegates provided they are members of the state society in that state where they are practicing; (4) a physician who is not a resident of New Mexico or anticipates becoming a resident but wishes to practice medicine in New Mexico for an abbreviated period of time (Locum Tenens) may be eligible for associate membership at the discretion of the Society President after submitting an application and paying appropriate established dues.

B. Affiliate Members. Affiliate membership may be conferred by the Council upon the recommendation of the Council on New Mexico physicians who are located in a foreign country or United States possession and are engaged in medical missionary, education, or philanthropic activities. Affiliate members shall be exempt from the payment of dues.

C. Retired Members. Retired membership status may be conferred on a physician who has practiced medicine in New Mexico for less than five years and elects to retire from practice, or retires due to illness or to do post-graduate work. A
physician who retires from work or practices outside of New Mexico and relocates to this state to live in retirement may also be a retired member. Retired members shall be excused from paying dues and may receive all publications of the Society.

D. **Honorary Members.** Honorary membership may be conferred upon any person for outstanding achievement in the medical profession or for outstanding service to the New Mexico Medical Society upon the recommendation of the Council. Any member in good standing may nominate someone to be an honorary member. Honorary members shall be exempt from the payment of dues.

Section 5. **Discrimination in Membership.** Membership in the New Mexico Medical Society or in any of its component societies shall not be denied based on race, religion, sex, or ethnic origin.

Section 6. **Delinquency.** Annual dues are due and payable on the first day of October. Any member who fails to pay dues on or before the fifteenth day of June shall be expelled from the Society. A member who is expelled because of nonpayment of dues may apply for reinstatement as soon as all delinquent dues and assessments are paid as well as a reinstatement fee determined by the Council. However, a member who has been expelled for over two years must reapply as provided for in Section 8, Chapter 1. These provisions shall apply to all membership categories provided for in these Bylaws.

Section 7. **Tenure.**

A. **Limitation.** A member shall retain membership as long as the member complies with the provision of the Constitution and Bylaws of the New Mexico Medical Society and with the Principles of Medical Ethics of the American Medical Association. A member shall be entitled to only one type of membership at any one time.

B. **Termination.** A member whose license is revoked or suspended by the New Mexico Medical Board or the New Mexico Board of Osteopathic Medical Examiners no longer meets the requirements of the Constitution at Article III and shall be terminated from membership. For the purposes of this section, licenses designated at “stipulated” shall not be considered suspended.

In order to be reinstated, the physician must file an application with the Council executive director with documentation from the applicable licensure board that reinstatement of license to practice medicine or osteopathy has been granted.

C. **Transfer.** Should a member move to another state to practice, the member may continue as an associate member of the New Mexico Medical Society by requesting such membership. A member in good standing in the New Mexico Medical Society who moves to another jurisdiction within the state of New Mexico may transfer to the new component society in the new jurisdiction.
Section 8. Method of Admission.

A. Application through Component Society. Each component society shall follow the New Mexico Medical Society Constitution and Bylaws when determining the qualifications of its own members and provisions set forth in Article IV Section 2 for processing applications and dues collection. Component society shall utilize the application form of the state society however the component may request a member’s photograph or other local component requirement.

B. Application through New Mexico Medical Society. A component society may request the New Mexico Medical Society to administer the application process for it. A candidate for membership to a component society, which has requested the New Mexico Medical Society to administer the process, shall utilize the application form approved by the Council and submit it to the executive director. Upon completion and submission of the application, the applicant is deemed approved provided the physician meets the requirements of Constitution Article III Section 1.

However, in the event that there is no component society, the candidate shall complete the application form approved by the Council and, if physician meets the requirements of Constitution Article III Section 1, the member will be deemed approved.

CHAPTER II
FINANCE

Section 1. Dues. The principle source of the Society’s funds shall be from the annual dues which each member of the Society shall be obliged to pay (exceptions - Chapter I, Section 3-B). The Council shall establish the amount of annual dues. A new active Regular Paid Dues member of the Society shall not be obliged to pay more than 50% of the regular annual dues during the first year. Post graduate residents and students at the University of New Mexico School of Medicine will pay annual dues as established by the Council.

Dues statements for each calendar year shall be prepared in sufficient time so that they shall be received by members prior to the first day of October preceding the year in which they are due. Annual dues statements shall be itemized.

Section 2. Other Funds. The Society may seek to raise funds by means of voluntary contributions, from publications, and in any other manner which may be approved by the Council.
Section 3. Appropriations and Expenditures. The authority for appropriating funds to defray the expenses of the Society and for all such other purposes as will promote the welfare of the profession, shall be reserved for the Council. The Executive Committee shall constitute the Finance Committee. The fiscal year for the Society shall begin July 1 and end on June 30 of the succeeding year.

A proposed budget for the next fiscal year shall be prepared by the Secretary/Treasurer and the executive director based on the current year's expenditures and anticipated income for the forthcoming fiscal year. Among items to be included in the budget shall be ample funds intended specifically to reimburse the President, executive director, President-elect or Vice President, when acting for the President, for all travel expenses incurred in the conduct of their duties.

The proposed budget shall be presented by the Secretary/Treasurer to the Council. The Council shall review the proposed budget and make any changes it deems necessary. A report on the budget will be given by the Secretary/Treasurer to the annual business meeting.

CHAPTER III

ELECTIONS AND SUCCESSION

Section 1. Time and Elections. The election of officers shall be held at the annual business meeting

Section 2. Election of Officers.

A. President - The President of the New Mexico Medical Society shall serve for a term of one year commencing at the annual meeting and concluding after the last election at the following annual business meeting.

B. President-elect - The President-elect of the New Mexico Medical Society shall succeed the President. An opponent shall not be nominated for this office.

C. Vice President - The Vice President's term shall be for one year and shall succeed to the office of the President-elect.

D. Secretary/Treasurer - The Secretary/Treasurer shall serve a term of two years.

E. Presiding Officer of the annual business meeting - The Presiding Officer of the annual business meeting shall serve a term of two years.

F. Vice Presiding Officer of the annual business meeting - The vice Presiding Officer of the annual business meeting shall serve a term of two years.
Section 3. Nominations. Preceding the annual business meeting, the Nominating Committee (see CHAPTER VII, Section 2-B) shall select candidates for each office to be filled by election except for the positions of President, and President-elect, and shall ascertain that members selected are in good standing and are willing to serve if elected. Members of the nominating committee shall follow the Nominating Committee conflict of interest policy. A slate of nominees shall be presented by the Nominating Committee at the annual business meeting during which elections will take place. The Presiding or Vice Presiding Officer of the annual business meeting shall ask for further nominations from the floor.

Section 4. Vote Required for Election. After the nomination(s) have been closed, the election shall take place at the annual business meeting. A candidate must secure the affirmative vote of a majority in order to be elected. If there are more than two candidates for a single office and there is no clear majority, a ballot will be cast with only the two candidates with the greatest number of votes on the ballot.

Section 5. Presidential Succession. If the President should resign, die, be removed, or become permanently disabled and unable to serve, the President-elect shall automatically become the President and shall serve as such for the unexpired portion of his/her predecessor's term of office.

Section 6. Succession to the Office of President-Elect. If the President-elect should resign, die, be removed or succeed to the office of President, or become permanently disabled and unable to serve, the office of President-elect shall be filled by the Vice President.

Section 7. Vice Presidential Succession. If the Vice President should resign, die, be removed, become permanently disabled and unable to serve, or succeed to the office of President-elect, the office of Vice President shall be filled by a special election in accordance with the provisions of Section 4, at the annual business meeting.

Section 8. Executive Committee Action. If for unforeseen circumstances, the succession of the President, President-elect, and Vice-President is disrupted and unattainable, the Executive Committee may consider and recommend to the Council an alternative succession plan for any such officers and that specific election cycle, including that any or all of the officers serve a two-year term for the office that they are currently holding.

Section 9. Succession of Other Offices. If any of the officers of this Society, as listed in ARTICLE IV, Section 1 of the Constitution, excepting the President, should resign, die, or become permanently disabled and unable to serve, the President shall appoint a member of the Society to serve in the vacant office. Such
appointments shall require approval of the Council. Officers so appointed shall serve as such only until the office can be filled by election at the next annual business meeting.

Section 10. Succession of Councilors. If a Councilor should resign, die, be removed, or become disabled and unable to serve, he/she will be replaced by that component society. The new Councilor will serve for the unexpired portion of his/her predecessor’s term of office.

Section 11. Disability. If any of the officers as listed in ARTICLE IV, Section 1 of the Constitution of the New Mexico Medical Society should become disabled, the Council shall decide whether or not the disability is sufficient to preclude further service by the officer as such. This decision shall require a three-quarter (3/4) approval of the Council with the exception of the vote of the specific officer in question. If the decision is affirmative, the office in question shall be declared vacant and the vacancy shall be filled as set forth under Chapter III, Section 9 Special Elections.

Section 12. Alternate and Delegate(s) to the AMA officers and AMA Young Physician Section Representatives

A. Alternate and Delegate(s) to the AMA. In compliance with the bylaws of the American Medical Association, delegates and alternates shall be elected for staggered terms. The term of office is for two years commencing at the annual business meeting and concluding at close of the two year term of the annual business meeting. Members who are American Medical Association members as identified by the New Mexico Medical Society are eligible to vote for the delegate and alternate to the American Medical Association at the annual business meeting. If a delegate to the AMA should resign, die, be removed, or become disabled and unable to serve, the designated alternate delegate shall automatically become delegate and shall serve as such for the un-expired portion of the predecessor’s term of office.

B. AMA Young Physician Section Delegates. The Nominating Committee shall nominate for election one or more young physicians who meet the criteria of the AMA Young Physician Section. The elected young physicians shall serve on the Council. The term of this Council position shall be for two years with the election being held at the annual business meeting. Should the young physician no longer meet the AMA criteria, resign, die, be removed, or become disabled and unable to serve, CHAPTER III, Section 9, Succession of Other Offices, of the Bylaws shall be followed in filling such vacancy.
CHAPTER IV

ANNUAL BUSINESS MEETING

Section 1. Membership. The annual business meeting shall be open to all credentialed members of the Society and registered guests. To attend, each member must register and be credentialed, which entails verifying membership is valid and/or paid. All members attending may vote at the annual business meeting.

Section 2. Duties and Responsibilities. Participants at the annual business meeting will vote to elect officers of the society and act in good faith for the benefit of the organization and disclose conflicts of interest. At least ten (10) days prior to the annual business meeting, electronic ballots for the officer election may be sent to members who are eligible to vote. An eligible member may vote once for officers, either by electronic ballot or in-person at the annual business meeting.

Participants at the annual business meeting serve in an advisory role to the Council and may provide non-binding feedback. An accounting of the Council’s actions and a treasurer’s report from the preceding year will be provided at the annual business meeting. Members will have an opportunity to vote to have action item(s) extracted from the Report of the Council, have a discussion of the extracted item(s), and vote to have the extracted action item(s) referred back to the Council. If a majority of attendees vote to have the extracted action item(s) referred back to the Council, the Council will discuss the items at the subsequent Council meeting and is not bound to modify the action item(s). The Council action will be reported back to NMMS members in the Minutes of the Council meeting and will also be included in the Report of the Council at the subsequent annual business meeting.

CHAPTER V

COUNCIL

Section 1. Duties and Responsibilities. In addition to those enumerated in ARTICLE V, Section 2 of the Constitution, the Council of the New Mexico Medical Society shall have the following responsibilities and duties.

A. The Council shall provide for and supervise the publication and distribution of all proceedings, transactions, minutes and publications.

B. At the annual business meeting the President shall review the Report of the Council and minutes from the last annual business session. If action items are extracted and, by a majority vote, referred back to the Council, the Council will reconsider the action item(s) at the next scheduled Council meeting. The Council action will be reported in the Council minutes following the meeting and the Report of the Council at the annual business meeting.
C. The Council may develop policies for conducting business at the annual business session.

D. All money received by the Council and its agents resulting from the discharge of the duties assigned to them shall be paid to the Secretary/Treasurer of the Society.

E. The Council shall represent the Society in all efforts to secure and enforce legislation to promote public health and advance scientific medicine.

F. The Council shall have the authority to employ an executive director who in turn shall employ an appropriate staff for the Society. The executive director need not be a physician or a member of the Society. The executive director shall act as the general administrative officer and business manager of the Society. The Council may delegate to the executive director those duties of the Secretary/Treasurer which the Council determines will best serve the interests of the Society.

G. The Council shall have full authority to act for the New Mexico Medical Society. In such instances, the decision of the Council shall be binding on all members of the Society.

H. The Council shall cause the accounts of the Secretary/Treasurer to be audited by a certified public accountant. The accountant shall report to the Council. The report shall be presented at the annual business meeting.

I. The Budget Committee shall be the executive committee with the Secretary/Treasurer serving as chairman. This committee shall be responsible for preparing the annual budget. All requests for expenditures of funds must be referred to and considered by this committee before recommendations are made to the full Council.

Section 2. Council Membership. A component society shall have shall have the following membership on the Council:

1 -- 75 Regular Paid Members 1 (one) councilor
76 -- 250 Regular Paid Members 2 (two) councilors
251 -- 450 Regular Paid Members 3 (three) councilors
451 -- 650 Regular Paid Members 4 (four) councilors
651 -- 850 Regular Paid Members 5 (five) councilors
851 -- Regular Paid Members 6 (six) councilors. May have 1 (one) additional councilor for every additional 250 Regular Paid Member.

The Council shall not exceed 50 members. Each Councilor shall serve a three year term which will begin at the close of the annual business meeting. A component society may designate an alternate Councilor to serve for a Councilor should he/she be unable to attend a scheduled Council meeting. The President should be informed that an alternate Councilor will be serving for a Councilor.
Section 3. Executive Committee. The Executive Committee of the Council will consist of the President, President-elect, Vice President, Secretary/Treasurer, and immediate past President. The Executive Committee shall consider and decide on all questions or issues which arise and need immediate action. The President shall call a meeting or poll the Executive Committee as needed. The Executive Committee shall report on all actions taken to the full Council at its next meeting. The Executive Committee shall have all powers and duties as may be defined by the Council.

Section 4. Young Physician Delegates. The AMA Young Physicians Delegates shall be voting members of the Council.

Section 5. Medical Student. The medical student component society may have one medical student serve a one year term on the Council.

Section 6. Post Graduate Resident. The post graduate resident component society may have one resident serve a one year term on the Council.

CHAPTER VI

COMPONENT SOCIETIES

Section 1. Component societies which are at the present time affiliated with the New Mexico Medical Society and those which may be organized in the future which have adopted or shall adopt rules or organization which are not in conflict with the Constitution and Bylaws of this Society shall receive a charter from and become a component of the New Mexico Medical Society as soon as they have applied for a charter and paid the necessary dues.

Section 2. Charters shall be issued only upon the approval of the Council and shall be signed by the President and the Secretary/Treasurer of this Society. The Council may revoke the charter of any component society whose actions are found to be in conflict with the letter or spirit of the Constitution and Bylaws of this Society.

Section 3. Before a charter may be issued to a component society, every qualified physician, and post graduate resident shall be given ample notice and shall have an opportunity to become a member. A Charter applicant shall notify in writing each component society, whose membership may be impacted, that a membership request will be made of members within that component society.

Section 4. In order to obtain and maintain its charter, a component society must require each of its members to become and to remain a member in good standing of the New Mexico Medical Society.
Section 5. Each component society shall endeavor to improve the scientific, moral, ethical and material status of all physicians. The component society and each member thereof shall strive to increase the membership of the component society until all qualified physicians are members.

Section 6. The Secretary of each component society shall send to the executive director of the New Mexico Medical Society the list of new officers of the component society immediately after their election. Each component shall notify the executive director as soon as possible of all membership changes including change of address, death, or illness.

CHAPTER VII

Section 1. Standing Committees. The New Mexico Medical Society shall have the following standing committees that will report meeting minutes to the Council:

A. Nominating Committee
B. Liaison Committee to the Departments of Health and Environment
C. Constitution and Bylaws Committee
D. Legislative Committee
E. Medical-Legal Committee
F. Medical-Legal Liaison Committee
G. Public Relations Committee
H. Liaison Committee to Managed Care Organizations
I. Liaison Committee to the University of New Mexico School of Medicine
J. Physicians Professional Review and Advocacy Committee
K. Continuing Medical Education Committee
L. Liaison Committee to the Human Services Department
M. New Mexico Medical History Committee
N. Liaison Committee to the New Mexico Hospital Association
O. Joint Committee of the New Mexico Medical Society and the Nursing Profession
P. Clinical Prevention Initiative
Q. Health Care System for New Mexico
R. Convention Planning Committee

The President of the New Mexico Medical Society shall be an advisory member of all standing committees except the Nominating Committee.

Section 2. Appointment and Selection of Committee Members. The members of the various standing committees and the chairs of the committees shall be recommended by the President of the Society, to the Council for confirmation.
A. **The Nominating Committee** shall consist of seven members, four elected at the annual business meeting and three appointed by the President-elect and confirmed by the Council. The chair shall be appointed by the President-elect, when President, from among the seven members. Those members confirmed by the Council shall be appointed at the Council meeting immediately preceding the annual business meeting. Candidates for election to the Nominating Committee shall be nominated from the floor of the annual business meeting and the election shall take place at the time of the annual business meeting election of officers. Two of the four members of the Nominating Committee will be elected for a two year term. Members may serve successive terms without restrictions.

B. **The Continuing Medical Education Committee** shall be composed of at least nine members. Should a vacancy occur on the committee, the President will appoint a member to fill the vacancy.

Section 3. **Submission of Items to the Committees.** Excepting the Medical-Legal Committee, all problems and other items requiring consideration by any of the committees shall be submitted to the President of the Society in writing and will be referred to the appropriate committee. Such items may be submitted by any member of the Society or by the executive director.

Section 4. **Committee Reports** shall be written and submitted to the executive director of the Society after each committee meeting. Reports shall consist of a summary of the committee’s activities, findings, conclusions and recommendations. Reports will be posted on the society website.

Section 5. **Duties of Committees.** The duties and responsibilities of the standing committees shall be as follows:

A. **The Nominating Committee** shall endeavor to nominate candidates for each office (with the exception of the office of President and President-elect) Members of the nominating committee shall follow the Nominating Conflict of Interest policy. The committee will meet at the discretion of the chair.

B. **The Liaison Committee to the Departments of Health and Environment** shall act in an advisory capacity and meet with the representatives of the Departments for the purpose of bringing to the Departments the wishes of the Council and House of Delegates pertaining to the matters of public health.

C. **The Constitution and Bylaws Committee** shall be a fact finding and advisory committee on all matters pertaining to the Constitution and Bylaws of the Society. All proposed amendments to the Constitution and Bylaws shall be referred to this committee for study and recommendations prior to being considered. The committee will publish proposed amendment(s) in the society newsletter, electronic information system, or other communication sixty (60) days prior to the next Council meeting giving membership the opportunity to give feedback. The amendments will
be placed on the Council agenda for consideration after 60 days have elapsed.

D. The Legislative Committee shall be the Council. The Legislative Committee shall endeavor to promote legislation in the interest of public health and scientific medicine.

E. The Medical-Legal Committee shall be responsible for considering medical-legal problems.

F. The Medical-Legal Liaison Committee shall meet periodically with representatives of the New Mexico State Bar to discuss mutual concerns regarding medical-legal issues. The committee will keep open a dialogue between members of the two professions.

G. Public Relations Committee. The primary function of the Public Relations Committee shall be to give the public a better knowledge and understanding of the purpose and objectives of scientific medicine. Subject to the advice of the Council or House of Delegates, the committee will determine and appropriately announce the policy of the Society in all matters involving public relations. This committee shall coordinate those activities of the other standing and special committees to include, but not be limited to, statements of the Society to persons or agencies outside of the membership of this Society.

H. The Liaison Committee to Managed Care Organizations. The Committee shall maintain an ongoing dialogue with all major managed care plan medical directors to discuss and seek solutions for problems that occur between the plans and physicians. Medical directors of all managed care plans are included on the committee.

I. The Liaison Committee to the University of New Mexico School of Medicine shall serve as liaison between the New Mexico Medical Society and the University of New Mexico School of Medicine. The committee shall serve in an advisory capacity to the School of Medicine in order to acquaint it with the needs and wishes of the New Mexico Medical Society regarding post-graduate education programs and in general the adaptation of the special School of Medicine facilities to programs which are in the best interest of the medical community at large. In this capacity, it will also serve to aid the School of Medicine staff and authorities with any problems which the School may encounter at the state level.

J. The Physicians Professional Review and Advocacy Committee shall review disputes which may arise between members of the Society and third-party carriers or government agencies regarding quality or quantity of professional care and make recommendations to the parties involved for the amicable settlement of such disputes. It shall investigate, study, and review all aspects of those organizations which function in a third-party capacity in all medical affairs.
K. The Continuing Medical Education Committee shall plan and conduct a scientific program at the annual convention each year. The Continuing Medical Education Committee should also act as a liaison between the New Mexico Medical Society and medical educators. The Continuing Medical Education Committee has the responsibility and authority to certify institutions and organizations, on behalf of the New Mexico Medical Society, as accredited sponsors of continuing medical education programs according to the ESSENTIALS of the Accreditation Council for Continuing Medical Education (ACCME).

L. Liaison Committee to the Human Services Department shall act in an advisory capacity and meet with representatives of the Human Services Department for the purpose of bringing before that Department the wishes of the Council and House of Delegates pertaining to matters of human services.

M. The New Mexico Medical History Committee shall continually monitor the history of medicine in New Mexico and provide guidance and assistance to the University of New Mexico Health Sciences Center Library.

N. The Liaison Committee to the New Mexico Hospital Association shall be used as a vehicle for discussion of issues of mutual concern to both associations.

O. The Joint Committee of the New Mexico Medical Society and the Nursing Profession shall meet periodically with representatives of the New Mexico Nurses Association and other interested nursing organizations to: 1) review local professional issues jointly and make recommendation to the parent organizations for policy decisions; 2) review proposed legislative and regulatory issues at the state level and attempt to come to joint resolutions to those issues; and 3) review selected national, professional legislative and regulatory issues to establish areas in which collaboration between the two professions is desirable.

P. The Clinical Prevention Initiative, a partnership of NMMS and the NM Department of Health, and other health profession partners shall work to maximize the effectiveness and reach of high priority, evidence-based clinical preventive services delivered by New Mexico health care professionals, practices, and health care systems. The Clinical Prevention Initiative (CPI) accomplishes this mission by identifying and prioritizing clinical preventive services requiring further attention and then developing and leading educational and systems interventions.

Q. Health System Coverage for New Mexico Committee shall meet to develop plans and implementation strategies for the health system reform principles adopted by the New Mexico Medical Society or pertinent issues referred for consideration by the President.

R. Convention Planning Committee shall determine the location for the annual education meeting and business meeting, together known as the
The committee will coordinate with the Presiding and Vice Presiding Officer of the annual business meeting and the Continuing Education Committee in developing the professional development and social events of the Convention to ensure the meeting agenda is beneficial and informative for membership. The committee will invite and encourage all members, specialty societies, and other appropriate organizations to attend the meeting as well as meet in conjunction with the NMMS Convention if possible.

Section 6. Special Committees. The President of the Society may appoint special Ad Hoc committees from time to time for specific purposes whenever the need for such may arise, with confirmation by the Council. Special Ad Hoc committees shall be charged with their duties and obligations and be fully instructed by the President at the time of appointment.

CHAPTER VIII

MEETINGS

Section 1. Annual Business Meeting. The annual business meeting of the Society shall be scheduled by the Council at least one year in advance. The meeting shall be open to all members of the Society and guests that have been specifically invited by the President. At the annual business meeting, all interested Society members may have the privilege of the floor when recognized by the Presiding Officer, and may vote. The Presiding and Vice Presiding Officers of the annual business meeting may adopt procedures for conducting business at the meeting.

Section 2. Council. At all meetings of the Council, at least fifty percent (50%) of the members must be present to constitute a quorum. Meetings of the Council are open to all members of the society, except for closed sessions by action of the Council. Discussions of the Society’s Constitution and Bylaws and all proposed amendments will be held in open Council.

CHAPTER IX

PARLIAMENTARY AUTHORITY

In all matters not covered by the Constitution and Bylaws, the New Mexico Medical Society shall be governed by the current edition of Sturgis Standard Code of Parliamentary Procedures.

CHAPTER X

ETHICS

Section 1. The Principles of Medical Ethics of the American Medical
Association shall govern the conduct of members of this Society in their relations to each other and to the public.

Section 2. In all matters not covered by the Principles of Medical Ethics of the American Medical Association, the conduct of members of the New Mexico Medical Society shall be governed by the rules and ethics established by their component societies.

CHAPTER XI

PUBLICATIONS

Section 1. In addition to electronic communications, the New Mexico Medical Society will publish a periodic newsletter, a copy of which will be sent to each member of the Society.

CHAPTER XII

AMENDMENTS

These bylaws must be amended in the following manner:

Section 1. Proposed amendments may be initiated by the Constitution and Bylaws Committee or component society, or any member of the Council, and must be submitted to the Secretary/Treasurer of the Society who will submit them to the Constitution and Bylaws Committee.

Section 2. Notice of the proposed amendment(s) will be given in the newsletter, electronic information system, or other communication at least sixty (60) days prior to the meeting giving membership an opportunity for feedback and input.

Section 3. The proposed amendments will be placed on the agenda of the Council meeting after the 60 days has elapsed.

Section 4. The Council will refine the proposal with consideration to the non-binding suggestions from the membership. The proposed amendments must be discussed in open session of the Council, which are open to all members of the society in good standing. The Council vote on the proposed amendment(s) shall be by written ballot. If the proposed amendment(s) secure(s) the affirmative vote of at least two-thirds of the ballots cast, the amendments will be placed on the agenda of the annual business meeting.

Section 5. The proposed amendments must secure the affirmative vote of at least two-thirds of the ballots cast at the annual business meeting. The ballot will be to either approve or to oppose the amendment(s), a simple up or down vote.
Section 6. Amendments so adopted shall become effective immediately upon announcement of the results by the Presiding Officer. After the proposed amendment(s) is/are passed, the Secretary/Treasurer will so inform membership through electronic communication or newsletter.

CHAPTER XIII

DISSOLUTION

In the event of the dissolution of this Society, the net assets of the Corporation shall be applied and distributed as follows:

1. All liabilities and obligations shall be paid, satisfied and discharged or adequate provision shall be made therefore.

2. Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements.

3. Assets held for charitable or similar use, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, shall be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or other organizations engaged in charitable, or similar activities, pursuant to a plan of distribution as provided by law provided however, said organization shall qualify under Section 501 (c) (3) on the Internal Revenue Code. At the time of dissolution, all assets shall go to a charitable organization determined by the Council.

[END – May 20, 2017]