

**NEW MEXICO MEDICAL SOCIETY**  
**CONSTITUTION AND BYLAWS**

**ADOPTED 1989**

**REVISED 1990**

**REVISED 1993**

**REVISED 1994**

**REVISED 1995**

**REVISED 1998**

**REVISED 2000**

**REVISED 2002**

**REVISED 2005**

**REVISED 2008**

**REVISED 2014**

**REVISED 2016**

**REVISED 2017**

# 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

44 include two or more contiguous counties organized into a single county society.  
45 Post graduate residents at the University School of Medicine shall be chartered  
46 provided 20% of the total resident enrollment of the school or 40 residents are  
47 members, whichever number is greater. Students at the University School of  
48 Medicine shall be chartered provided 20% of the total medical student enrollment of  
49 the school or 40 students are members, whichever number is greater.

## 50 51 ARTICLE IV

### 52 53 OFFICERS

54  
55 Section 1. The Officers of this Society shall be a President, a President-  
56 elect, a Vice President, immediate past President, a Secretary/Treasurer, a  
57 Presiding Officer of the annual business meeting, a Vice Presiding officer of the  
58 annual business meeting, delegates and alternate delegates to the American  
59 Medical Association.

60  
61 Section 2. Duties. The President shall have the following duties and  
62 responsibilities: to preside at all meetings of the Council; to appoint a  
63 parliamentarian and the members of all standing committees except as otherwise  
64 provided for in the Bylaws; and to perform such other duties as custom and  
65 parliamentary usage may require. The President shall be the recognized leader of  
66 the profession in the state of New Mexico during his/her term of office.

67  
68 The President-elect shall become familiar with the duties and obligations  
69 which will be assumed upon succession to the presidency. The President-elect  
70 shall have such other duties from time to time as requested by the President. If the  
71 President should become unable to perform the duties of the office, the President-  
72 elect shall assume all the duties, responsibilities and authority of the President.  
73 The President-elect should be available to visit the various component societies.

74  
75 The Vice President shall assist the President in the discharge of the  
76 President's duties and will succeed to the presidency in the event the President and  
77 President-elect are unable to perform their duties.

78  
79 If for unforeseen circumstances, the succession of the President, President-elect,  
80 and Vice-President is disrupted and unattainable, the Executive Committee may  
81 consider and recommend to the Council an alternative succession plan for any  
82 such officers for that specific election cycle, including that any or all of the officers  
83 serve a two-year term for the office that they are currently holding. , The officers  
84 who are approved by the Council shall stand for election at the annual business  
85 meeting.

86  
87 The Secretary/Treasurer shall have the following duties: to attend all general  
88 meetings of the Society, the annual business meeting and the Council and shall  
89 cause accurate minutes of these meetings to be kept; to receive and care for all

90 records and papers belonging to the Society including its Constitution and Bylaws;  
91 to send the official notice of the annual business meeting and all other meetings of  
92 the Society and shall issue programs for such meetings; to register the attendance  
93 of members of the Society at the annual business meeting and all other meetings  
94 which may be held. The Secretary/Treasurer shall, with the cooperation of the  
95 secretaries of the component societies, maintain a current index and register noting  
96 with respect to each member's status in relation to the component society, the state  
97 society, the American Medical Association, and other such information as: the  
98 member's correct name, address, medical school and date of graduation, date of  
99 issue of a license to practice medicine in the state of New Mexico.

100  
101 The Secretary/Treasurer shall assist the Councilors in the organization and  
102 improvement of the component societies and shall conduct all official  
103 correspondence of the Society, notifying members of meetings, officers of their  
104 election, and members of committee appointments and duties.

105  
106 The Secretary/Treasurer shall be responsible for all monies received by the  
107 Society and cause to be kept a true and accurate account thereof and shall render  
108 a statement thereof whenever required by the Council and at the annual business  
109 meeting; shall open bank accounts and deposit or cause to be deposited therein all  
110 monies received by the Society; shall sign or cause to be signed all checks; shall  
111 cause an annual audit by a certified public accountant; and shall subject the  
112 accounts to such other examinations as the Council or registered members at the  
113 annual business meeting may, from time to time, require; shall expend such funds  
114 as directed by the Council ; shall bill all members for their dues and assessments  
115 and shall collect all dues and assessments of the component societies, and the  
116 state society.

117  
118 Component societies may request of the Council that the component society  
119 will assume the responsibility of processing applications, collecting the dues and  
120 assessments of the state society and other organizations approved by the Council  
121 in addition to their own dues and assessments. Component societies requesting to  
122 process applications, collect dues and assessments shall follow the Dues  
123 Collection Procedures approved by the Council. A Component society shall  
124 comply with a state society request for review, by a Certified Public Accountant,  
125 of financial records, including electronic, of all state and other organization dues  
126 approved by the Council. The review will be at the expense of the NMMS.

127  
128 The state society shall comply with a component society request for  
129 review, by a Certified Public Accountant, of financial records, including electronic  
130 records which that component society has remitted to the State Society. The  
131 review shall be limited to the dues remitted to state society such as, New Mexico  
132 Medical Society dues, American Medical Association dues, New Mexico Medical  
133 Society Political Action Committee and American Medical Political Action  
134 Committee contributions as well as other payments approved by the Council. The  
135 review will be at the expense of the component society.

136  
137 The employees of the NMMS shall be bonded for the faithful performance of  
138 their duties in such sum as may be required by the Council, the premium on such  
139 bond to be paid by the Society.

140  
141 The Presiding Officer of the annual business meeting shall preside at the  
142 annual business meeting.

143  
144 The Vice Presiding Officer of the annual business meeting shall preside at  
145 annual business meetings in the absence of or at the request of the Presiding  
146 Officer. The Vice Presiding Officer of the annual business meeting shall also be  
147 chair of the Constitution and Bylaws Committee.

148  
149 The delegates to the American Medical Association shall represent the New  
150 Mexico Medical Society at all meetings of the House of Delegates of the American  
151 Medical Association, and shall submit a semi-annual report of their activities as  
152 delegates.

153  
154 Section 3. Terms of Office. The office term of the President, the President-  
155 elect, the Vice President, and immediate past President, shall be one year. The  
156 terms of office of the Secretary/Treasurer, the Presiding and Vice Presiding Officer  
157 of the annual business meeting, the delegates to the American Medical Association  
158 and the alternate delegates to the American Medical Association shall be two  
159 years.

## 160 161 ARTICLE V

### 162 163 COUNCIL AND ANNUAL BUSINESS MEETING

164  
165 Section 1. Council. The Council shall be the legislative, deliberative, policy-  
166 making and administrative body of the Society. The Council shall consist of the  
167 officers of the Society as listed above in Article IV, Section 1, and Councilors each  
168 representing a component society and young physician(s). The President shall  
169 preside at all Council meetings. Each member of the Council shall have one vote.  
170 The actions of the Council shall be subject to review at the annual business  
171 meeting. Each Councilor shall serve as a representative of their individual  
172 component society.

173  
174 Section 2. Annual Business Meeting. All NMMS members in good  
175 standing may attend and participate at the annual business meeting. To attend,  
176 each member must register and be credentialed, which entails verifying  
177 membership is valid and/or paid. Participants at the annual business meeting serve  
178 in an advisory role to the Council and may provide non-binding feedback. An  
179 accounting of the Council's actions and a treasurer's report from the preceding year  
180 will be provided at the annual business meeting. Members will have an opportunity  
181 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

228 least ten (10) active members of the Society. In either case, the proposed  
229 amendment(s) must be submitted to the Secretary/Treasurer of the Society who will  
230 submit them to the Constitution and Bylaws Committee  
231

232 Section 2. Proposed amendment(s) will be published in the society  
233 newsletter, electronic information system, or other communication sixty (60) days  
234 prior to the next Council meeting giving membership the opportunity to give  
235 feedback. The amendments will be placed on the Council agenda for consideration  
236 after the 60 days have elapsed.  
237

238 Section 3. Proposed amendments must be discussed in open session of  
239 the Council. Meetings of the Council are open to all members in good standing of  
240 the Society. The Council will refine the proposal with consideration to the non-  
241 binding suggestions from the membership. A vote on the proposed amendment(s)  
242 shall be by written ballot. If the proposed amendment(s) secure the affirmative vote  
243 of at least two-thirds of the ballots cast, the amendments will be placed on the  
244 agenda of the annual business meeting.  
245

246 Section 4. The proposed amendment(s) must secure the affirmative vote of  
247 at least two-thirds of the ballots cast at the annual business meeting e. The ballot  
248 will be to either approve or to oppose the amendment(s), a simple up or down vote.  
249

250 Section 5. Amendments so adopted shall become effective immediately  
251 upon announcement of the results by the Presiding Officer. After the proposed  
252 amendment(s) is/are passed, the Secretary/Treasurer will so inform membership  
253 through electronic communication or newsletter.  
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275 **BYLAWS OF THE NEW MEXICO MEDICAL SOCIETY**

276  
277 **CHAPTER I**

278  
279 **MEMBERSHIP**

280  
281 Section 1. Categories. The membership of the New Mexico Medical Society  
282 shall consist of two basic categories: active members and special members.  
283

284 Section 2. Rights and Privileges of Membership.

285  
286 A. Active Members shall have the following rights and privileges; to attend  
287 all meetings and social functions of the New Mexico Medical Society; to vote; to  
288 hold elective office; and to receive the publications of the New Mexico Medical  
289 Society including the newsletter.  
290

291 B. Special Members shall have the privilege to attend all scientific meetings  
292 and social functions of the New Mexico Medical Society. They may not vote or hold  
293 elective office in the New Mexico Medical Society. They may receive all  
294 publications of the Society.  
295

296 Section 3. Active Members. There shall be three types of Active  
297 Membership: regular paid members; regular dues-exempt members; and direct  
298 members.  
299

300 A. Regular Paid Members. Shall meet the requirements set forth in  
301 ARTICLE III of the Constitution of a regular paid member: (1) must be a properly  
302 certified member of a-component society; (2) must hold the degree of Doctor of  
303 Medicine or Doctor of Osteopathy or a Bachelor of Medicine and must hold a  
304 license to practice medicine in New Mexico; (3) or he/she must be an intern or  
305 resident physician serving in a training program approved by the American Medical  
306 Association; or (4) or he/she must be a medical student enrolled in the University of  
307 New Mexico School of Medicine. Regular paid membership shall be open to all  
308 physicians in New Mexico who fulfill the above requirements.  
309

310 B. Regular Dues-Exempt Members. Regular dues-exempt membership  
311 shall be limited to the provisions specified below in items 1, 2 and 3. Regular dues-  
312 exempt members have all the rights and privileges of regular members as specified  
313 below in Section 1 and 2.  
314

315 1. Emeritus Members. Emeritus members are those physicians who  
316 have been regular paid members of the New Mexico Medical Society for five  
317 or more years and are no longer in practice, for one of the following reasons:  
318 prolonged illness; absence from practice for post-graduate work; or  
319 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

366 physician who retires from work or practices outside of New Mexico and relocates  
367 to this state to live in retirement may also be a retired member. Retired members  
368 shall be excused from paying dues and may receive all publications of the Society.  
369

370 D. Honorary Members. Honorary membership may be conferred upon any  
371 person for outstanding achievement in the medical profession or for outstanding  
372 service to the New Mexico Medical Society upon the recommendation of the  
373 Council. Any member in good standing may nominate someone to be an honorary  
374 member. Honorary members shall be exempt from the payment of dues.  
375

376 Section 5. Discrimination in Membership. Membership in the New Mexico  
377 Medical Society or in any of its component societies shall not be denied based on  
378 race, religion, sex, or ethnic origin.  
379

380 Section 6. Delinquency. Annual dues are due and payable on the first day  
381 of October. Any member who fails to pay dues on or before the fifteenth day of  
382 June shall be expelled from the Society. A member who is expelled because of  
383 nonpayment of dues may apply for reinstatement as soon as all delinquent dues  
384 and assessments are paid as well as a reinstatement fee determined by the  
385 Council. However, a member who has been expelled for over two years must  
386 reapply as provided for in Section 8, Chapter 1. These provisions shall apply to all  
387 membership categories provided for in these Bylaws.  
388

389 Section 7. Tenure.  
390

391 A. Limitation. A member shall retain membership as long as the  
392 member complies with the provision of the Constitution and Bylaws of the New  
393 Mexico Medical Society and with the Principles of Medical Ethics of the American  
394 Medical Association. A member shall be entitled to only one type of membership at  
395 any one time.  
396

397 B. Termination. A member whose license is revoked or suspended by  
398 the New Mexico Medical Board or the New Mexico Board of Osteopathic Medical  
399 Examiners no longer meets the requirements of the Constitution at Article III and  
400 shall be terminated from membership. For the purposes of this section, licenses  
401 designated at "stipulated" shall not be considered suspended.  
402

403 In order to be reinstated, the physician must file an application with the  
404 Council executive director with documentation from the applicable licensure board  
405 that reinstatement of license to practice medicine or osteopathy has been granted.  
406

407 C. Transfer. Should a member move to another state to practice, the  
408 member may continue as an associate member of the New Mexico Medical Society  
409 by requesting such membership. A member in good standing in the New Mexico  
410 Medical Society who moves to another jurisdiction within the state of New Mexico  
411 may transfer to the new component society in the new jurisdiction.

412  
413  
414 Section 8. Method of Admission.  
415

416 A. Application through Component Society. Each component society shall  
417 follow the New Mexico Medical Society Constitution and Bylaws when determining  
418 the qualifications of its own members and provisions set forth in Article IV Section 2  
419 for processing applications and dues collection. Component society shall utilize  
420 the application form of the state society however the component may request a  
421 member's photograph or other local component requirement.  
422

423 B. Application through New Mexico Medical Society. A component society  
424 may request the New Mexico Medical Society to administer the application process  
425 for it. A candidate for membership to a component society, which has requested  
426 the New Mexico Medical Society to administer the process, shall utilize the  
427 application form approved by the Council and submit it to the executive director.  
428 Upon completion and submission of the application, the applicant is deemed  
429 approved provided the physician meets the requirements of Constitution Article III  
430 Section 1.  
431

432 However, in the event that there is no component society, the candidate shall  
433 complete the application form approved by the Council and, if physician meets the  
434 requirements of Constitution Article III Section 1, the member will be deemed  
435 approved.  
436

437 **CHAPTER II**  
438

439 **FINANCE**  
440

441 Section 1. Dues. The principle source of the Society's funds shall be from  
442 the annual dues which each member of the Society shall be obliged to pay  
443 (exceptions - Chapter I, Section 3-B). The Council shall establish the amount of  
444 annual dues. A new active Regular Paid Dues member of the Society shall not be  
445 obliged to pay more than 50% of the regular annual dues during the first year. Post  
446 graduate residents and students at the University of New Mexico School of  
447 Medicine will pay annual dues as established by the Council.  
448

449 Dues statements for each calendar year shall be prepared in sufficient time  
450 so that they shall be received by members prior to the first day of October  
451 preceding the year in which they are due. Annual dues statements shall be  
452 itemized.  
453

454 Section 2. Other Funds. The Society may seek to raise funds by means of  
455 voluntary contributions, from publications, and in any other manner which may be  
456 approved by the Council  
457

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.

504  
505  
506 Section 3. Nominations. Preceding the annual business meeting, the  
507 Nominating Committee (see CHAPTER VII, Section 2-B) shall select candidates for  
508 each office to be filled by election except for the positions of President, and  
509 President-elect, and shall ascertain that members selected are in good standing  
510 and are willing to serve if elected. Members of the nominating committee shall  
511 follow the Nominating Committee conflict of interest policy. A slate of nominees  
512 shall be presented by the Nominating Committee at the annual business meeting  
513 during which elections will take place. The Presiding or Vice Presiding Officer of the  
514 annual business meeting shall ask for further nominations from the floor.  
515

516 Section 4. Vote Required for Election. After the nomination(s) have been  
517 closed, the election shall take place at the annual business meeting. A candidate  
518 must secure the affirmative vote of a majority in order to be elected. If there are  
519 more than two candidates for a single office and there is no clear majority, a ballot  
520 will be cast with only the two candidates with the greatest number of votes on the  
521 ballot.  
522

523 Section 5. Presidential Succession. If the President should resign, die, be  
524 removed, or become permanently disabled and unable to serve, the President-elect  
525 shall automatically become the President and shall serve as such for the unexpired  
526 portion of his/her predecessor's term of office.  
527

528 Section 6. Succession to the Office of President-Elect. If the President-elect  
529 should resign, die, be removed or succeed to the office of President, or become  
530 permanently disabled and unable to serve, the office of President-elect shall be  
531 filled by the Vice President.  
532

533 Section 7. Vice Presidential Succession. If the Vice President should  
534 resign, die, be removed, become permanently disabled and unable to serve, or  
535 succeed to the office of President-elect, the office of Vice President shall be filled by  
536 a special election in accordance with the provisions of Section 4, at the annual  
537 business meeting.  
538

539 Section 8. Executive Committee Action. If for unforeseen circumstances, the  
540 succession of the President, President-elect, and Vice-President is disrupted and  
541 unattainable, the Executive Committee may consider and recommend to the  
542 Council an alternative succession plan for any such officers and that specific  
543 election cycle, including that any or all of the officers serve a two-year term for the  
544 office that they are currently holding.  
545

546 Section 9. Succession of Other Offices. If any of the officers of this Society,  
547 as listed in ARTICLE IV, Section 1 of the Constitution, excepting the President,  
548 should resign, die, or become permanently disabled and unable to serve, the  
549 President shall appoint a member of the Society to serve in the vacant office. Such

550 appointments shall require approval of the Council. Officers so appointed shall  
551 serve as such only until the office can be filled by election at the next annual  
552 business meeting.

553  
554 Section 10. Succession of Councilors. If a Councilor should resign, die, be  
555 removed, or become disabled and unable to serve, he/she will be replaced by that  
556 component society. The new Councilor will serve for the unexpired portion of  
557 his/her predecessor's term of office.

558  
559 Section 11. Disability. If any of the officers as listed in ARTICLE IV, Section  
560 1 of the Constitution of the New Mexico Medical Society should become disabled,  
561 the Council shall decide whether or not the disability is sufficient to preclude further  
562 service by the officer as such. This decision shall require a three-quarter (3/4)  
563 approval of the Council with the exception of the vote of the specific officer in  
564 question. If the decision is affirmative, the office in question shall be declared  
565 vacant and the vacancy shall be filled as set forth under Chapter III, Section 9,  
566 Special Elections.

567  
568 Section 12. Alternate and Delegate(s) to the AMA officers and AMA Young  
569 Physician Section Representatives

570  
571 A. Alternate and Delegate(s) to the AMA. In compliance with the bylaws of  
572 the American Medical Association, delegates and alternates shall be elected for  
573 staggered terms. The term of office is for two years commencing at the annual  
574 business meeting and concluding at close of the two year term of the annual  
575 business meeting. Members who are American Medical Association members as  
576 identified by the New Mexico Medical Society are eligible to vote for the delegate  
577 and alternate to the American Medical Association at the annual business meeting .  
578 If a delegate to the AMA should resign, die, be removed, or become disabled and  
579 unable to serve, the designated alternate delegate shall automatically become  
580 delegate and shall serve as such for the un-expired portion of the predecessor's  
581 term of office.

582  
583 B. AMA Young Physician Section Delegates. The Nominating Committee  
584 shall nominate for election one or more young physicians who meet the criteria of  
585 the AMA Young Physician Section. The elected young physicians shall serve on  
586 the Council. The term of this Council position shall be for two years with the election  
587 being held at the annual business meeting. Should the young physician no longer  
588 meet the AMA criteria, resign, die, be removed, or become disabled and unable to  
589 serve, CHAPTER III, Section 9, Succession of Other Offices, of the Bylaws shall be  
590 followed in filling such vacancy.

595 **CHAPTER IV**

596 **ANNUAL BUSINESS MEETING**

597  
598  
599 Section 1. Membership. The annual business meeting shall be open to all  
600 credentialed members of the Society and registered guests. To attend, each  
601 member must register and be credentialed, which entails verifying membership is  
602 valid and/or paid. All members attending may vote at the annual business meeting.  
603

604 Section 2. Duties and Responsibilities. Participants at the annual business  
605 meeting will vote to elect officers of the society and act in good faith for the benefit  
606 of the organization and disclose conflicts of interest. At least ten (10) days prior to  
607 the annual business meeting, electronic ballots for the officer election may be sent  
608 to members who are eligible to vote. An eligible member may vote once for officers,  
609 either by electronic ballot or in-person at the annual business meeting.  
610

611 Participants at the annual business meeting serve in an advisory role to the  
612 Council and may provide non-binding feedback. An accounting of the Council's  
613 actions and a treasurer's report from the preceding year will be provided at the  
614 annual business meeting. Members will have an opportunity to vote to have action  
615 item(s) extracted from the Report of the Council, have a discussion of the extracted  
616 item(s), and vote to have the extracted action item(s) referred back to the Council.  
617 If a majority of attendees vote to have the extracted action item(s) referred back to  
618 the Council, the Council will discuss the items at the subsequent Council meeting  
619 and is not bound to modify the action item(s). The Council action will be reported  
620 back to NMMS members in the Minutes of the Council meeting and will also be  
621 included in the Report of the Council at the subsequent annual business meeting.  
622

623 **CHAPTER V**

624 **COUNCIL**

625  
626  
627 Section 1. Duties and Responsibilities. In addition to those enumerated in  
628 ARTICLE V, Section 2 of the Constitution, the Council of the New Mexico Medical  
629 Society shall have the following responsibilities and duties.  
630

631 A. The Council shall provide for and supervise the publication and  
632 distribution of all proceedings, transactions, minutes and publications.  
633

634 B. At the annual business meeting the President shall review the Report of  
635 the Council and minutes from the last annual business session. If action items are  
636 extracted and, by a majority vote, referred back to the Council, the Council will  
637 reconsider the action item(s) at the next scheduled Council meeting. The Council  
638 action will be reported in the Council minutes following the meeting and the Report  
639 of the Council at the annual business meeting.  
640

641 C. The Council may develop policies for conducting business at the annual  
642 business session.

643  
644 D. All money received by the Council and its agents resulting from the  
645 discharge of the duties assigned to them shall be paid to the Secretary/Treasurer of  
646 the Society.

647  
648 E. The Council shall represent the Society in all efforts to secure and  
649 enforce legislation to promote public health and advance scientific medicine.

650  
651 F. The Council shall have the authority to employ an executive director who  
652 in turn shall employ an appropriate staff for the Society. The executive director  
653 need not be a physician or a member of the Society. The executive director shall  
654 act as the general administrative officer and business manager of the Society. The  
655 Council may delegate to the executive director those duties of the  
656 Secretary/Treasurer which the Council determines will best serve the interests of  
657 the Society.

658  
659 G. The Council shall have full authority to act for the New Mexico Medical  
660 Society. In such instances, the decision of the Council shall be binding on all  
661 members of the Society.

662  
663 H. The Council shall cause the accounts of the Secretary/Treasurer to be  
664 audited by a certified public accountant. The accountant shall report to the Council.  
665 The report shall be presented at the annual business meeting.

666  
667 I. The Budget Committee shall be the executive committee with the  
668 Secretary/Treasurer serving as chairman. This committee shall be responsible for  
669 preparing the annual budget. All requests for expenditures of funds must be  
670 referred to and considered by this committee before recommendations are made to  
671 the full Council.

672  
673 Section 2. Council Membership. A component society shall have shall have  
674 the following membership on the Council:

675  
676 1 -- 75 Regular Paid Members 1 (one) councilor  
677 76 -- 250 Regular Paid Members 2 (two) councilors  
678 251 -- 450 Regular Paid Members 3 (three) councilors  
679 451 -- 650 Regular Paid Members 4 (four) councilors  
680 651 -- 850 Regular Paid Members 5 (five) councilors  
681 851-- Regular Paid Members 6 (six) councilors. May have 1 (one) additional  
682 councilor for every additional 250 Regular Paid Member.

683  
684 The Council shall not exceed 50 members. Each Councilor shall serve a three year term  
685 which will begin at the close of the annual business meeting. A component society may  
686 designate an alternate Councilor to serve for a Councilor should he/she be unable to attend  
687 a scheduled Council meeting. The President should be informed that an alternate  
688 Councilor will be serving for a Councilor.



689  
690       Section 3. Executive Committee. The Executive Committee of the Council  
691 will consist of the President, President-elect, Vice President, Secretary/Treasurer,  
692 and immediate past President. The Executive Committee shall consider and decide  
693 on all questions or issues which arise and need immediate action. The President  
694 shall call a meeting or poll the Executive Committee as needed. The Executive  
695 Committee shall report on all actions taken to the full Council at its next meeting.  
696 The Executive Committee shall have all powers and duties as may be defined by  
697 the Council.

698  
699       Section 4. Young Physician Delegates. The AMA Young Physicians  
700 Delegates shall be voting members of the Council.

701  
702       Section 5. Medical Student. The medical student component society may  
703 have one medical student serve a one year term on the Council.

704  
705       Section 6. Post Graduate Resident. The post graduate resident component  
706 society may have one resident serve a one year term on the Council.

## 707                               CHAPTER VI

### 708                               COMPONENT SOCIETIES

709  
710  
711  
712       Section 1. Component societies which are at the present time affiliated with  
713 the New Mexico Medical Society and those which may be organized in the future  
714 which have adopted or shall adopt rules or organization which are not in conflict  
715 with the Constitution and Bylaws of this Society shall receive a charter from and  
716 become a component of the New Mexico Medical Society as soon as they have  
717 applied for a charter and paid the necessary dues.

718  
719       Section 2. Charters shall be issued only upon the approval of the Council  
720 and shall be signed by the President and the Secretary/Treasurer of this Society.  
721 The Council may revoke the charter of any component society whose actions are  
722 found to be in conflict with the letter or spirit of the Constitution and Bylaws of this  
723 Society.

724  
725       Section 3. Before a charter may be issued to a component society, every  
726 qualified physician, and post graduate resident shall be given ample notice and  
727 shall have an opportunity to become a member. A Charter applicant shall notify in  
728 writing each component society, whose membership may be impacted, that a  
729 membership request will be made of members within that component society.

730  
731       Section 4. In order to obtain and maintain its charter, a component society  
732 must require each of its members to become and to remain a member in good  
733 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.

781           A. The Nominating Committee shall consist of seven members, four elected  
782 at the annual business meeting and three appointed by the President-elect and  
783 confirmed by the Council. The chair shall be appointed by the President-elect,  
784 when President, from among the seven members. Those members confirmed by  
785 the Council shall be appointed at the Council meeting immediately preceding the  
786 annual business meeting. Candidates for election to the Nominating Committee  
787 shall be nominated from the floor of the annual business meeting and the election  
788 shall take place at the time of the annual business meeting election of officers. Two  
789 of the four members of the Nominating Committee will be elected for a two year  
790 term. Members may serve successive terms without restrictions.

791  
792           B. The Continuing Medical Education Committee shall be composed of at  
793 least nine members. Should a vacancy occur on the committee, the President will  
794 appoint a member to fill the vacancy.

795  
796           Section 3. Submission of Items to the Committees. Excepting the Medical-  
797 Legal Committee, all problems and other items requiring consideration by any of  
798 the committees shall be submitted to the President of the Society in writing and will  
799 be referred to the appropriate committee. Such items may be submitted by any  
800 member of the Society or by the executive director.

801  
802           Section 4. Committee Reports shall be written and submitted to the  
803 executive director of the Society after each committee meeting. Reports shall  
804 consist of a summary of the committee's activities, findings, conclusions and  
805 recommendations. Reports will be posted on the society website.

806  
807           Section 5. Duties of Committees. The duties and responsibilities of the  
808 standing committees shall be as follows:

809  
810           A. The Nominating Committee shall endeavor to nominate candidates  
811 for each office (with the exception of the office of President and President-elect)  
812 Members of the nominating committee shall follow the Nominating Conflict of  
813 Interest policy. The committee will meet at the discretion of the chair.

814  
815           B. The Liaison Committee to the Departments of Health and  
816 Environment shall act in an advisory capacity and meet with the representatives of  
817 the Departments for the purpose of bringing to the Departments the wishes of the  
818 Council and House of Delegates pertaining to the matters of public health.

819  
820           C. The Constitution and Bylaws Committee shall be a fact finding and  
821 advisory committee on all matters pertaining to the Constitution and Bylaws of the  
822 Society. All proposed amendments to the Constitution and Bylaws shall be referred  
823 to this committee for study and recommendations prior to being considered. The  
824 committee will publish proposed amendment(s) in the society newsletter, electronic  
825 information system, or other communication sixty (60) days prior to the next Council  
826 meeting giving membership the opportunity to give feedback. The amendments will

827 be placed on the Council agenda for consideration after 60 days have elapsed.

828  
829 D. The Legislative Committee shall be the Council. The Legislative  
830 Committee shall endeavor to promote legislation in the interest of public health and  
831 scientific medicine.

832  
833 E. The Medical-Legal Committee shall be responsible for considering  
834 medical-legal problems.

835  
836 F. The Medical-Legal Liaison Committee shall meet periodically with  
837 representatives of the New Mexico State Bar to discuss mutual concerns regarding  
838 medical-legal issues. The committee will keep open a dialogue between members  
839 of the two professions.

840  
841 G. Public Relations Committee. The primary function of the Public  
842 Relations Committee shall be to give the public a better knowledge and  
843 understanding of the purpose and objectives of scientific medicine. Subject to the  
844 advice of the Council or House of Delegates, the committee will determine and  
845 appropriately announce the policy of the Society in all matters involving public  
846 relations. This committee shall coordinate those activities of the other standing and  
847 special committees to include, but not be limited to, statements of the Society to  
848 persons or agencies outside of the membership of this Society.

849  
850 H. The Liaison Committee to Managed Care Organizations. The  
851 Committee shall maintain an ongoing dialogue with all major managed care plan  
852 medical directors to discuss and seek solutions for problems that occur between  
853 the plans and physicians. Medical directors of all managed care plans are included  
854 on the committee.

855  
856 I. The Liaison Committee to the University of New Mexico School of  
857 Medicine shall serve as liaison between the New Mexico Medical Society and the  
858 University of New Mexico School of Medicine. The committee shall serve in an  
859 advisory capacity to the School of Medicine in order to acquaint it with the needs  
860 and wishes of the New Mexico Medical Society regarding post-graduate education  
861 programs and in general the adaptation of the special School of Medicine facilities  
862 to programs which are in the best interest of the medical community at large. In this  
863 capacity, it will also serve to aid the School of Medicine staff and authorities with  
864 any problems which the School may encounter at the state level.

865  
866 J. The Physicians Professional Review and Advocacy Committee shall  
867 review disputes which may arise between members of the Society and third-party  
868 carriers or government agencies regarding quality or quantity of professional care  
869 and make recommendations to the parties involved for the amicable settlement of  
870 such disputes. It shall investigate, study, and review all aspects of those  
871 organizations which function in a third-party capacity in all medical affairs.

873 K. The Continuing Medical Education Committee shall plan and conduct a  
874 scientific program at the annual convention each year. The Continuing Medical  
875 Education Committee should also act as a liaison between the New Mexico Medical  
876 Society and medical educators. The Continuing Medical Education Committee has  
877 the responsibility and authority to certify institutions and organizations, on behalf of  
878 the New Mexico Medical Society, as accredited sponsors of continuing medical  
879 education programs according to the ESSENTIALS of the Accreditation Council for  
880 Continuing Medical Education (ACCME).

881  
882 L. Liaison Committee to the Human Services Department shall act in an  
883 advisory capacity and meet with representatives of the Human Services  
884 Department for the purpose of bringing before that Department the wishes of the  
885 Council and House of Delegates pertaining to matters of human services.

886  
887 M. The New Mexico Medical History Committee shall continually monitor  
888 the history of medicine in New Mexico and provide guidance and assistance to the  
889 University of New Mexico Health Sciences Center Library.

890  
891 N. The Liaison Committee to the New Mexico Hospital Association shall be  
892 used as a vehicle for discussion of issues of mutual concern to both associations.

893  
894 O. The Joint Committee of the New Mexico Medical Society and the  
895 Nursing Profession shall meet periodically with representatives of the New Mexico  
896 Nurses Association and other interested nursing organizations to: 1) review local  
897 professional issues jointly and make recommendation to the parent organizations  
898 for policy decisions; 2) review proposed legislative and regulatory issues at the  
899 state level and attempt to come to joint resolutions to those issues; and 3) review  
900 selected national, professional legislative and regulatory issues to establish areas in  
901 which collaboration between the two professions is desirable.

902  
903 P. The Clinical Prevention Initiative, a partnership of NMMS and the NM  
904 Department of Health, and other health profession partners shall work to maximize  
905 the effectiveness and reach of high priority, evidence-based clinical preventive  
906 services delivered by New Mexico health care professionals, practices, and  
907 health care systems. The Clinical Prevention Initiative (CPI) accomplishes this  
908 mission by identifying and prioritizing clinical preventive services requiring  
909 further attention and then developing and leading educational and systems  
910 interventions.

911  
912 Q. Health System Coverage for New Mexico Committee shall meet to  
913 develop plans and implementation strategies for the health system reform  
914 principles adopted by the New Mexico Medical Society or pertinent issues  
915 referred for consideration by the President.

916  
917 R. Convention Planning Committee shall determine the location for the  
918 annual education meeting and business meeting, together known as the

Convention. 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]