

GREATER LOUISVILLE MEDICAL SOCIETY

BYLAWS

The Society Bylaws were initially adopted by the Board of Governors pursuant to the powers granted them in the Articles of Incorporation on January 3, 1956 and have been amended as of May 12, 2023.

CHAPTER I MISSION AND VISION STATEMENTS

GLMS Mission Statement:

Greater Louisville Medical Society empowers physicians by creating engaging experiences, advancing meaningful advocacy and building impactful relationships in the community.

GLMS Vision Statement:

Create a collaborative community that unites physicians.

CHAPTER II MEMBERSHIP

For purposes of this document, the term "physician" shall refer to only those persons licensed as Doctor of Medicine or Osteopathy.

Article A - Classes of Members

To be eligible for membership in the Greater Louisville Medical Society, the applicant must be: (excluding Affiliate, Associate-Indiana, Honorary and Special):

- A. A physician who is licensed to practice medicine in the State of Kentucky and/or a physician who is a medical officer of the United States Army, Navy, Marine Corps, Air Force, Veterans Administration, Public Health Service or other governmental service while on duty in Jefferson County.
- B. An active member must be of good moral and professional standing and subscribe to the Code of Medical Ethics of the American Medical Association.
- C. A member of the Kentucky Medical Association.

SECTION 1. Active Members: Active members shall have the right to vote, hold office and serve on committees in the Greater Louisville Medical Society. Dues shall be set by the Board of Governors. An Active Member must be a physician who either carries on professional activities in Jefferson County or who resides in Jefferson County.

SECTION 3. In-Training Members: A Resident who is a physician and licensed to practice medicine or osteopathy in Kentucky may apply for In-Training active membership in the Society. Thereafter the applicant will continue as an In-training active member until completion of all training, at which time the applicant will become eligible for active member status. In-Training members shall have the right to vote and serve on committees. They shall not have the right to hold office except to serve as an in-training KMA delegate/ex-officio member of the Board of Governors. Dues, or a processing fee in lieu of dues, shall be set by the Board of Governors. After the completion of all training, the applicant will become eligible for Active member status if they meet Active requirements.

SECTION 4. Fellows: A Fellow who is a physician and licensed to practice medicine or osteopathy in Kentucky may apply for Fellow membership in the Society and shall pay dues or a processing fee in lieu of dues as established by the Board of Governors. Thereafter the applicant will continue as a Fellow member until completion of all training at which time the applicant will become eligible for active member status if they meet Active requirements.

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

A. A **Doctor of Medicine or Doctor of Osteopathy** residing and practicing outside Jefferson County, but within the Commonwealth of Kentucky (known as Associate KY member) or states bordering Kentucky (known as Associate member).

B. **Hold a Doctor of Medicine in Dentistry**

Associate KY and Associate members may vote in GLMS elections but not hold any GLMS office/leadership position since they live and work outside of Jefferson County.

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

SECTION 7. Inactive Members:

The Inactive membership shall consist of duly licensed physicians who are not engaged in the practice of medicine (fully retired) but are otherwise eligible for Active membership. Inactive members shall not have the right to vote or hold office. Dues shall be set by the Board of Governors.

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

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

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

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

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

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

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

D. Members who are 70 years of age or older who work 20 hours or less per week.

1. Member may vote and hold office.
2. Member pays one half the Active dues rate.
3. Pictorial roster listing includes home and office address.

E. Members who are 65 years of age or older, fully retired and formerly Associate or Special member of GLMS or another county medical society for 25 continued years.

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

** Note: Members who are 70 years of age or older who work more than 20 hours per week are considered Active members*

- 1. Member may vote and hold office.*
- 2. Member will pay active dues rate.*
- 3. Pictorial roster listing will include home and office address.*

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

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

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

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

Article B – Membership Process

SECTION 1. Initial application for membership in the Society must be made by fully completing and submitting an application. Local In-Training applicants will complete an application provided through the University of Louisville Residency Program. Additional information may be required when In-Training members convert to Active membership.

A limited licensed physician who is a foreign medical graduate should pass the ECFMG exam to be eligible for GLMS membership. If the applicant has not passed the ECFMG, the applicant must be in an institutional practice under supervision of an Active member and with full intention of remaining in the same position so long as under a limited license. The applicant must furnish the name of the Active member of this

Society under whose supervision the applicant will directly practice. The supervising physician will be asked to complete a peer reference regarding the applicant.

Article C - Transfer of Membership

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

SECTION 2. Transfer from another county society: A member of a component county medical society of any state may transfer to Jefferson County. The applicant must complete the GLMS application and requirements therein.

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

Article D - Past Members

A past GLMS member wishing to rejoin the Society may do so by updating the past member's most current application on file. The applicant will also be required to provide any necessary current documentation. A past In-Training member wishing to rejoin as an Active member must complete or update an application.

Article E - Agreement to Abide by Society's Bylaws

As a condition of membership, each applicant accepted for membership and each person already a member of the Society agrees to be governed by the Articles of Incorporation and Bylaws of the Greater Louisville Medical Society including regulations and statutes referred to therein.

Each applicant and member acknowledges the right of this Society to communicate to MedCentral and to the presidents of the medical staffs of area hospitals decisions of the Ethical Affairs Committee and decisions of the medical staffs of each of the other area hospitals regarding the disposition of complaints or charges made against the member involving unprofessional conduct, offenses against the Bylaws, rules or regulations of this Society, the Code of Medical Ethics of the American Medical Association, or the Code of Ethics of the American Osteopathic Association (as appropriate to the member or applicant's license), and acts reportable under KRS 311.606, including the member's resignation or change of status from the Society or a medical staff while under investigation or in anticipation of disciplinary action.

Article F - Ineligibility and Expulsion

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

(a) whose license to practice medicine in any state has been denied, revoked, withheld, restricted, placed on probation, voluntarily or involuntarily relinquished or not renewed or suspended by a state board of medical licensure.

(b) who has violated any provision of the Kentucky Medical and Osteopathic Practice Act (KRS 311.530 et. seq.) or who otherwise qualifies for possible suspension or revocation of a license to practice medicine under the provisions of that Act, which provisions are incorporated by reference in these Bylaws.

(c) who has violated any of the Code of Medical Ethics of the American Medical Association or the Code of Ethics of the American Osteopathic Association, as appropriate to the member's license.

(d) who has violated any of the provisions of these Bylaws or who has refused to cooperate with any investigation or hearing conducted by, or a decision or ruling of, the Ethical Affairs Committee as well as any of the committees reporting to it.

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

CHAPTER III MEETINGS

Article A - Regular Meetings

SECTION 1. Annual Meeting: The installation of the incoming President shall serve as the Annual Meeting of the Society. All officers shall be installed symbolically at the close of the annual meeting in the year in which they are elected, except the President, whose symbolic installation shall be at the close of the annual meeting following one year's service as President-elect. Terms of office and assumption of duties shall commence at the close of the May meeting of the Board of Governors.

Article B - Special Meetings

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

CHAPTER IV BOARD OF GOVERNORS

Article A – Composition and Quorum

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

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

Article B - Function and Duties

SECTION 1. The Board of Governors shall manage and transact the business and affairs of the Society,

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

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

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

Article C - Meetings

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

Article D - Chair

The immediate Past President shall serve as Board Chair.

**CHAPTER V
OFFICERS**

Article A - Titles and Tenure

The Board of Governors shall consist of:

1. Board Chair
2. President
3. President-elect
4. Vice-President
5. Secretary
6. Treasurer
7. At-Large Member, elected, even year
8. At-Large Member, elected, even year
9. At-Large Member, elected, odd year
10. At-Large Member, elected, odd year
11. At-Large Member, appointed, even year
12. At-Large Member, appointed, odd year
13. KMA Trustee
14. KMA Alternate Trustee
15. KMA President-elect, President or ranking officer when from Jefferson County
16. AMA Delegate
17. Alternate Delegate
18. GLMS Foundation President
19. The Healing Place President
20. Louisville Metro Department of Public Health & Wellness Director
21. University of Louisville School of Medicine Dean/designee
22. Falls City Medical Society President
23. One of the four GLMS in-training KMA delegates, on a rotating basis
24. Ex-officio Members (Without Vote), Senior Physicians Committee Chair, KMA EVP, CMOs from Baptist Health, Norton Healthcare and UofL Health

Article B - Terms of Office

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

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

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

The Secretary, Treasurer and four At-large members of the Board shall be elected to two-year terms. One additional At-large member of the Board shall be appointed to a two-year term by each incoming President, in order to include underrepresented segments of the membership. This position may be appointed at any time during the President's term but the term begins on June 1 of the appointing President's year.

Article C - Power and Functions

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

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

SECTION 2. President-elect: The President-elect shall be elected by the membership and installed at the annual meeting. The President-elect shall serve as a non-voting member of all appointed committees and become acquainted with all the activities, aims and objectives of the Society, including establishment and implementation of a strategic plan. In the event that the office of President-elect becomes vacant, it shall be filled by election of the Society. The arrangement for the election shall be the responsibility of the President.

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

SECTION 4. Secretary: The Secretary shall, report on minutes for approval to the Board at GLMS Board meetings.

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

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

CHAPTER VI ELECTION TO OFFICE

Article A - Elective Offices

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

In the annual election on even-numbered years, the offices of President-Elect, Vice-President, Secretary and two At-large members of the Board shall be filled by a plurality vote of the membership in favor of the Nominating Committee's recommendation to elect by acclamation a slate consisting of a single candidate for each of the above-named offices.

In the annual election falling on odd-numbered years, the offices of President-Elect, Vice-President, Treasurer and two At-large members of the Board shall be filled by a plurality vote of the membership in favor of the Nominating Committee's recommendation to elect by acclamation a slate consisting of a single candidate for each of the above-named offices.

Article B - Nominations

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

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

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

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

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

SECTION 5. Any Active, dues- paid member whose dues are current, not slated, desiring to run for an office may do so by submitting a petition containing valid signatures of at least ten percent of the active GLMS membership as of January 31. Such petition must be presented to the GLMS Secretary or the Executive Vice President no later than the end of business on the last business day of February. If a sufficient number of valid Active member signatures is obtained, the competing candidate will be included on the ballot. The candidate receiving a plurality of votes cast shall be declared elected.

SECTION 6: The final slate of candidate's (ballot) will be sent to the membership no later than the second week of March.

Article C - Voting

Due diligence shall be exercised by the Board to assure each voting member of the Society has an opportunity to cast a vote and that the election results are accurate. Voting results will be published in GLMS communications.

Article D - Installation of Officers

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

CHAPTER VII COUNCILS, BOARDS, TRUSTEES, AND COMMITTEES

Article A - General

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

The number of other committees of this Society, their composition and the selection of committee chairs shall be the responsibility of the President, subject to approval by the Board of Governors. The duties and procedures of those committees may be published separately rather than as a part of these Bylaws.

Article B - Conflict of Interest

Disclosure and Abstention: Members of GLMS Boards, Councils and Committees should disclose, before participating in any discussion, any personal or financial interest the member may have in all matters coming before that member which may create a conflict of interest and should abstain from voting on matters when a conflict of interest exists.

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

Article C - Waiver of Liability

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

CHAPTER VIII DELEGATES TO KMA

Article A - General

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

Article B - Number

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

Article C - Election

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

Article D - Term of Office

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

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

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

All delegates are eligible for re-election.

Article E - Qualifications

Any Active member, Life or In-Training member who is in good standing and active in the affairs of GLMS shall be eligible for election as a delegate.

Article F - Duties

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

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

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

Article G - Organization

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

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

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

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

The Delegation Chair may, during the year, ascertain the names of suitable nominees for such offices in the Kentucky Medical Association as may come from Jefferson County and propose these members as possible Nominees for consideration and approval by the GLMS Executive Officers and/or GLMS Board of Governors. The GLMS Executive Officers may present these names to the KMA Nominating Committee.

CHAPTER IX FINANCES

Article A - Funds

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

Article B - Dues

Dues shall be payable on demand to the KMA, but not later than March 1st, of the corresponding year.

Article C – Delinquency

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

Article D - Fiscal Year

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

CHAPTER X RULES OF ORDER

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

CHAPTER XI CODE OF MEDICAL ETHICS

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

Article A – GLMS Ethical Affairs Committee (EAC)

1. **Composition:** The Ethical Affairs Committee (EAC) shall consist of nine Active members and one In-Training member to serve a three-year term. The GLMS President may appoint up to three additional members to serve a one-year term.
2. **Election:** Members of the EAC are nominated by the Nominating Committee and elected by vote of the membership. Three members shall be elected each year to ensure the maintenance of nine members. The term shall be arranged so that three vacancies occur annually to be filled by election. In the event of unexpected vacancies, successors to complete the unexpired term shall be named by the GLMS President.

3. Eligibility and Term of Office: The term of office shall be three years. EAC members shall not be eligible to serve more than two successive terms without at least a one-year hiatus.
4. Organization: Chair should be nominated and selected within the EAC by majority vote of the EAC. The EAC may choose to consult community representatives as needed from various segments of the community as needed.
5. Duties: The EAC reviews AMA and KMA policies and develops policies for review by the GLMS Board of Governors. Responsibilities include, promoting adherence to professional ethical standards.
6. Process: Meetings will be as needed. All matters will remain confidential and whenever possible physician names and any other involved individuals will remain anonymous for the purposes of communication and discussion.

CHAPTER XII AMENDMENTS

Article A - By Membership

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

Article B - By the Board of Governors

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

Amended May 12, 2023