

Charter & Bylaws

Of

The Palm Beach County Medical Society, Inc.

West Palm Beach, Florida

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Charter
of
The Palm Beach County Medical Society
of Florida, Incorporated,
Not for Profit

Know all men by these presents that we, the undersigned, do hereby associate ourselves into a body corporate, not for profit, with all the rights, franchises and immunities of and subject to the provisions and requirements of the laws of the State of Florida prescribed for Societies, not for profit, and do adopt the following charter.

ARTICLE I: NAME AND TITLE OF THE SOCIETY

The name and title of this Society shall be Palm Beach County Medical Society of Florida Incorporated, not for profit.

ARTICLE II: PURPOSE OF THE SOCIETY

The purpose of this Society is to federate and bring into one compact organization the physicians of Palm Beach County and to unite with other medical societies if necessary to achieve a common goal.

To foster and maintain high standards of medical care in the community by various means such as encouraging the advancement of medical science, sponsoring continued medical education, and elevating the standards of medical education and training.

To create an opportunity for physicians to have full and frank interchange of ideas and concerns so that they may secure excellence in every phase of their profession.

To elevate and make effective opinions in the profession of scientific matters, public policy matters regarding health issues, and in social affairs relevant to the profession to the end that the profession will be respected within its own ranks and by the community and the profession shall become more useful to the public in the prevention and cure of disease, and in prolonging and adding comfort to life.

ARTICLE III: MEMBERSHIP

Section 1

The membership of this Society shall constitute all those members of the Society at the time of the adoption of this amended constitution and all such others as shall from time to time be selected and qualified as hereinafter provided.

Section 2

Any doctor of medicine or osteopathic medicine, hereinafter referred to as Physician, who has met the membership requirements of the Palm Beach County Medical Society as set forth in the Bylaws, and payment of all required dues and assessments and the completion of Society application may be accepted into membership by the affirmation of the Membership Committee and a majority vote of the Board of Directors.

Section 3

Applicants are eligible for membership who has met the above criteria if they have never been convicted of a felony nor had their membership terminated by another state or county association for a felony or unless adjudicated as eligible by the Board of Directors.

Section 4

Admission to or reinstatement of membership in this Society shall be in the manner prescribed in the Bylaws.

ARTICLE IV: ETHICS

The principles of Medical Ethics of the American Medical Association and American Osteopathic Association and rules as expressed in the Bylaws governing the conduct of its members shall be held as a standard.

ARTICLE V: OFFICERS

Section 1

The officers of this Society shall be elected annually for a one (1) year term and shall be a President, President-Elect, one or more Vice Presidents, Secretary, and Treasurer. Such officers, plus chairmen of standing councils, and a representative from each district (north, south, central, west), members at large plus the current President of the Palm Beach County Medical Society Auxiliary, shall constitute the Board of Directors of this Society.

Section 2

The officers shall be nominated and elected at the annual meeting of the Society. Such elections shall be by ballot and in the event of a contest of any office by secret ballot.

Section 3

No person shall be eligible to hold the office of President of the Society for two (2) consecutive terms.

ARTICLE VI: DUTIES OF OFFICERS

Section 1

It shall be the duty of the President to preside at all meetings of the Society, to supervise the administration of the Society, to be an ex-officio member of all committees, including the Nominating Committee, and to call special meetings of the Society at the written request of a percentage of the active and life members as designated in the Bylaws.

Section 2

It shall be the duty of the President-Elect of the Society to perform all duties of the President in his/her absence. It shall be the duty of the President-Elect to acquaint himself/herself with the business and activities of the Society to be qualified to assume his/her office at the annual meeting one (1) year following his/her election. The President-Elect shall have the right to attend meetings of all Standing Councils /Committees, but shall have no vote within these committees except as a regularly appointed member of the committee.

Section 3

It shall be the duty of the first vice president of the society to serve as Chairman of the Council on Membership and shall perform duties as may be required of him/her and shall exercise such authorities as may be delegated to him/her by the Board of Directors. It shall be the duty of the Second Vice President to serve as Vice Chair of the Strategic Planning Committee and shall perform duties as may be required of him/her and shall exercise such authorities as may be delegated to him/her by the Board of Directors.

Section 4

It shall be the duty of the Secretary to keep the minutes of the meetings, to attend to the correspondence of the Society and to perform such other duties as generally pertains to his/her office.

Section 5

It shall be the duty of the Treasurer to collect all dues, to receive all monies and disburse the same on the order of the proper officers, to keep correct account of the same, and to prepare a monthly report of the finances of the Society.

ARTICLE VII: COUNCILS & COMMITTEES**Section 1**

The Board of Directors shall be composed of members as designated in the Bylaws.

Section 2

The Standing Councils/Committees are to be as prescribed in the Bylaws.

Section 3

Ad hoc committees shall be designated as prescribed in the Bylaws.

ARTICLE VIII: DUES

Suitable dues of this Society and the manner of payment therefore shall be prescribed in the Bylaws of the Society.

ARTICLE IX: SUSPENSIONS AND EXPULSIONS**Section 1**

Any member of the Society may be suspended or expelled for misconduct in his/her relations to this Society or in his/her profession or in conviction thereof in the manner prescribed in the Bylaws.

Section 2

The name of members may be stricken from the rolls of the Society for nonpayment of dues or mandatory assessments at such times and under such procedure as may be provided in the Bylaws of this Society.

ARTICLE X: BYLAWS

The Bylaws may be adopted at any regular meeting of the Society by majority vote of a quorum of the members present. The Bylaws may be amended at any regular meeting, provided the proposed amendment shall have been distributed to the active and life members at least thirty (30) days preceding the meeting, and due notice having been sent to every voting member of the Society at least ten (10) days prior to the date of the meeting at which action shall be taken on such proposed amendment.

ARTICLE XI: AMENDMENTS TO CHARTER

The Charter may be amended at any regular or regularly called meeting of the Society by a two-thirds (2/3) vote of the voting members present, due notice having been previously given, as in the case of amendments to the Bylaws. A request for changes in the Charter can be proposed by a signed petition from any group of at least ten voting members of the Medical Society.

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BYLAWS

of

The Palm Beach County Medical Society of Florida, Incorporated

Article I. Membership

Section 1. Application for Membership, Change in Membership Status and Resignation

- A. The Palm Beach County Medical Society shall be the sole judge of the qualifications of its members.
- B. Applicants for membership shall apply on such forms, in the manner and with such accompanying material, as may be required from time to time by the Membership Committee. Upon receipt of the completed application, the Membership Committee shall review all accompanying data for investigation of the moral and professional standing of the applicant to determine whether, in its opinion, the applicant meets the standards of admission to the Medical Society. Upon completion of the investigation, which may include a personal interview with the applicant, the Membership Committee shall report its findings to the Board of Directors with a recommendation for approval/disapproval of the candidate. Any physician who has transferred from another county medical society in good standing may become a member upon meeting all requirements.
- C. The Board of Directors shall approve the application for membership, disapprove the application for membership or refer the application back to the Membership Committee for further investigation. Election to membership in the Society must be by majority vote of the Board of Directors present and voting.
- D. Names of applicants for membership shall be published in the official publication of the Society.
- E. In the event of an adverse report by the Membership Committee, the applicant will be notified by certified mail and may upon request appear in person before the Membership Committee at its regularly scheduled meeting and prior to the submission of this adverse report to the Board of Directors. The Board of Directors, following normal rules of procedure, will vote upon each applicant following receipt of the Membership Committee report. Failure of approval of the application by the Board of Directors is final and without recourse on the part of the applicant who may reapply no sooner than twelve (12) months from the date of disapproval.
- F. A member desiring to resign from membership in the Society shall submit a resignation in writing. Upon acceptance of such, the member forfeits all rights, interest or claims in or against the Society.

Section 2. Categories of Membership

1. Active Members (A)

Active members consist of those active members who are in good standing and shall have the rights and privileges, duties, and obligations conferred by the Bylaws including the right to vote, the privilege of holding office, and the duty to pay dues and assessments. Active members shall maintain a current license to practice medicine in the State of Florida, an active medical practice, and maintain a practice or residency in Palm Beach County. "Actively practice medicine" means that practice of medicine by physicians, including those employed by any government entity in community or public health, as defined by this chapter, including physicians practicing administrative medicine, except if retired or disabled.

2. Honorary (LH)

Life/Honorary members consist of members who are in good standing and are elected to this status by the Board of Directors.

Life Members are active members who have been members of the Society for thirty (30) years and shall retain the right to vote and hold elective office. They shall not be required to pay dues nor assessments and may or may not, after retirement, allow their valid Florida medical license to lapse.

Honorary Members are individuals who have rendered distinguished service to the medical profession or health care field and may or may not be engaged in the active practice of medicine in the State of Florida. They may or may not hold valid Florida licenses. They may attend Society functions but shall not vote, or hold office,

3. Associate (Z)

Associate members shall be doctors of medicine or osteopathy in good standing who may or may not be licensed to practice medicine in the State of Florida and who are entitled by the Secretary of a component society as members including:

1. Faculty members of Florida medical schools who are not eligible for active membership;
2. Physicians employed in Florida hospitals as house physicians or surgical assistants outside of graduate medical education programs (not otherwise engaged in the practice of medicine);
3. Physicians who are employed full time by a federal, state, or county public health unit or equivalent agency;
4. Physicians in career status with the military;
5. Physicians legally reside in Palm Beach County who do hold a limited or inactive Florida license;
6. Dual County Members: A physician in good standing of another county medical society may hold simultaneous membership in the Society. Dues and assessments for dual county membership will be determined by the Board of Directors. They are not entitled to vote or hold elective office in the Society, if he/she is not paying full membership dues to the Palm Beach County Medical Society, but may receive publications, attend meetings and serve on committees of the Society.
7. Medical Students / Residents
These members may participate in Society activities but may not vote nor hold office. They may chair committees, serve on all committees, and vote in a committee meeting if they are a regularly appointed member of the committee and shall pay reduced dues.
8. Physician Assistants
Physician Assistants employed by a PBCMS Member shall be eligible for membership. These members may serve on committees, receive Society publications and participate in society activities but may not vote or hold office.

Section 3. Dues and Assessments

1. The dues and assessments of the Society shall be determined by the Board of Directors. They shall be due and payable on the first of the month of the annual renewal date.
2. If the dues of the Society are not paid by three months following the date, such dues become due, the member shall be deemed to be in arrears, he/she shall lose his/her right to vote at elections or on any matter coming before the Society until such dues are paid. If a member fails to pay such dues by six months of year in which the dues become payable, he/she shall cease to be a member of the Society.
3. Past Presidents of the Medical Society shall be dues exempt from the Palm Beach County Medical Society.

Section 4. Conditions of Membership

Each member of the Society is subject to the disciplinary provision of the Charter and the Bylaws of the Society. Such membership is terminable as provided for herein. Each member agrees to be guided professionally by the Code of Ethics of the American Medical Association and American Osteopathic Association and of the PBCMS Board of Trustees.

Members of the Society shall not have any vested right, interest or privileges of, in, or to the assets, functions, affairs, or franchises of the Society, or any right, interest or privilege if membership ceases or while a members is not is good standing.

Section 5. Leave of Absence

A member in good standing who is temporarily absent because of military service, study, research, or reasons acceptable to the Board of Directors may be granted a leave of absence for a specified period of time. A member granted a leave of absence shall not be required to pay dues nor assessments nor vote or hold office during the period of such leave. Restoration of membership status upon return shall be automatic after payment of dues.

Section 6. Loss of State License

Membership in the Society shall automatically be revoked, without requirement of any action by the Membership Committee or the Board of Directors with reference to any member who has had his or her Florida Medical License or Florida Osteopathic License suspended or revoked by the Board of Medicine or the State Board of Osteopathic Medical Examiners, as the case may be. Restoration of his or her Medical License or Osteopathic License shall make the former member eligible to reapply for new membership under the same terms and conditions as any applicant for membership.

Section 7. Felony Conviction

Conviction of a felony results in automatic suspension of membership. Such membership shall be automatically terminated if an appeal for such conviction is not filed within the time required by law or if the conviction is ultimately upheld by the appellate process. Exoneration as a result of an appeal shall result in automatic restoration of membership after payment of dues.

Section 8. Death of a Member

The President shall announce at any regular meeting the death of any member which has occurred since the previous meeting and shall present a suitable resolution, cause the proper reference to be inscribed in the records of the Society.

ARTICLE II. DUES AND ASSESSMENTS

Section 1. Dues

Annual dues will be set by the Board of Directors by majority vote yearly. Dues may be increased only after 30-day notice to the membership. The assessed dues of the Society shall be paid by all members of the Society unless otherwise exempted by classification of membership established in these Bylaws.

Section 2. Assessments

A special assessment may be made against the members at any regular meeting of the Society provided that a written petition of five percent (5%) of the active and life members in good standing, or by majority vote of the Board of Directors is filed with the Secretary thirty (30) days before the meeting and the notice of the resolution or motion is published to the voting membership at least ten (10) days prior to the meeting. The motion or resolution making the assessment shall prescribe the due date for the assessment and the date when a delinquent member shall cease to be a member if such assessment is not paid which shall be no later than one (1) year after the date of the assessment.

ARTICLE III. RULES GOVERNING THE CONDUCT OF MEMBERS

Section 1. General

The members of this Society are subject to disciplinary action, including expulsion, if they fail to maintain those qualifications and standards for eligibility, or if they fail to abide by the Articles of Incorporation and Bylaws of the Society and its duly adopted regulations and resolutions. The members are further subject to disciplinary actions, including expulsion, if:

- (1) They are not reputable and licensed doctors of good moral and professional standing;
- (2) Their membership is detrimental to the Association or their practice of medicine is detrimental to the profession, their patients or the community.
- (3) They do not enjoy the professional respect of their fellow physicians.

ARTICLE IV. DISCIPLINARY ACTION

Each member who is charged with misconduct is possessed of certain rights and obligations including the right to a hearing in compliance with these Bylaws. The sole judge of whether a member violates these standards shall be the Society and its duly authorized representatives.

Section 1. Investigation and Hearing

The Council on Ethical & Judicial Affairs Committee shall have the power to take cognizance of and make inquiry into the commission or omission or alleged or apparent commission or omission of any act or acts which may constitute cause for discipline. The Board shall make such preliminary investigation as it desires to determine whether there is any evidence which might constitute a cause for discipline, and the Board may conduct an interview with the accused provided the accused is given at least seven (7) days written notice of the meeting. The notice shall contain a brief summary of the charge or conduct that is being investigated.

After the investigation by the Council on Ethical & Judicial Affairs Committee is completed, including the interview with the accused, if the Council on Ethical & Judicial Affairs Committee in its discretion decided to interview the accused, a report shall be made to the Board of Directors summarizing the investigation. The Council on Ethical & Judicial Affairs Committee at the time of such report, shall make such recommendations as it desires, including its opinion as to whether or not their investigation shows probable cause for discipline. This opinion reported shall be of a two-thirds (2/3) majority of the Council on Ethical & Judicial Affairs Committee.

The Board of Directors, after receipt of the report of the Council on Ethical & Judicial Affairs Committee, shall decide whether to proceed with a formal hearing on the grounds that the charge or charges under investigation, if sustained, constitute grounds for discipline. If it is decided to proceed with a formal hearing, the Board of Directors shall notify

the accused in writing of the charge or conduct under investigation for disciplinary action and shall inform the accused at least (15) days in advance, of the time and place of a hearing on such charges before the Board of Directors. The notice shall require the attendance of the accused. At the hearing the accused may testify and make such responses to the charges as he wishes. The accused may present witnesses on his behalf if he desires to do so. The Board of Directors may limit the number of witnesses and time of testimony, but must allow the accused a reasonable opportunity to present evidence, at which time and place the accused may appear with or without counsel. The chairman of the Council on Ethical & Judicial Affairs Committee shall present the evidence in support of the charge, which evidence shall not be excluded on the grounds of hearsay or on other grounds which would exclude evidence in a Court of Law. If, during the hearing, it appears that the accused could benefit from additional time to answer the charge, the hearing may be recessed until a later time without further written notice.

It shall not be necessary to make a verbatim record of the proceedings. Documentary evidence and a written summary of the verbal evidence shall be kept along with the written charges, and any written response, and copies of all notices that have been given.

At the conclusion of the hearing, the Board of Directors shall make one of the following decisions:

- (1) Remand the case to the Council on Ethical & Judicial Affairs Committee for further investigation.
- (2) Determine the charges are not sustained or though sustained do not constitute grounds for discipline.
- (3) Determine the infraction is insufficiently severe to warrant punitive measures and issue a letter of (a) Admonition or (b) Caution.
- (4) Censor the member.
- (5) Suspend the member for a definite time period.
- (6) Expulsion of the member from the Society.

A two-thirds (2/3) vote of the Board of Directors, the chairman of the Council on Ethical & Judicial Affairs Committee not voting, shall be required for censure, and a three-fourths (3/4) vote shall be required for suspension or expulsion. The Board of Directors shall, by written notice, notify the accused of its decision.

In the event a member is censured twice, such member shall be suspended for a definite time as determined by the Board of Directors. In the event a member is censured three (3) times, such member shall be automatically expelled from membership.

Section 2. Appeal

If the charges are sustained and a member is censured for the second or third time or is suspended or expelled, such member may appeal the decision to the Board of Trustees. An appeal may be taken by the accused by notifying the Secretary in writing within thirty (30) days after the decision of the Board of Directors has been mailed to the accused. If timely notice of an appeal is received, the appeal shall then be placed on the agenda of the first, second, or third stated meeting following receipt of the appeal. The accused shall be notified in writing of the stated meeting at which the appeal shall be heard at least fifteen (15) days prior to such date. The Chair, Board of Trustees, shall be notified, in writing, of the appeal at least seven (7) days prior to such meeting.

The appeal shall be conducted in the following manner. The chairman of the Council on Ethical & Judicial Affairs Committee shall present such portion of the documentary evidence and the verbal evidence along with the written charges as deemed necessary to furnish to the Board of Trustees the basis for the decision of the Board of Directors. The accused may respond by presenting argument and a summary of his verbal, written, or documentary evidence in answer to such charge. Time limitations for such presentation by each side shall be established by the presiding officer and shall be equal. Equal time for rebuttal may also be allowed by the presiding officer. Matters not presented in the hearing before the Board of Directors cannot be presented on the appeal.

At the conclusion of the presentation of the appeal, the members shall decide to affirm or reverse the decision of the Board of Directors. Such decision shall be by secret ballot. A three-fourths (3/4) vote of those members present and voting shall be required to reverse the decision of the Board of Directors. Neither the members of the Board of Directors, Council on Ethical & Judicial Affairs Committee or the accused may vote.

ARTICLE V. OTHER RULES RELATING TO DISCIPLINARY MATTERS

Section 1.

Evidence and testimony given to the Council on Ethical & Judicial Affairs Committee, Board of Trustees and the Board of Directors is privileged information.

Section 2.

A notification seven (7) days prior to any hearing or appeal shall be given by the accused if he or she wishes presence of counsel.

Section 3.

Reports of disciplinary action will be forwarded to the Board of Medicine of the State of Florida and Osteopathic Board of Medicine of the State of Florida as required by the Medical Practice Act.

Section 4.

The records of the Council on Ethical & Judicial Affairs Committee, the Board of Directors, and Board of Trustees, and the Society in connection with disciplinary matters may not be removed from the office of the Society and may not be exhibited to any person excepting those members of the Board of Censors and Medication Committee, The Board of Directors and Board of Trustees involved in the disciplinary procedure. The chairman of the Council on Ethical & Judicial Affairs Committee may authorize the accused to examine such portion of the files pertaining to the accused as the chairman, in his/her sole discretion, deems advisable. The membership in attendance at the meeting when the appeal is being heard shall be entitled to have exhibited to it the evidence at the appeal.

Section 5.

All notices to the accused shall be sufficient if mailed by registered mail to the last known address or current business address as listed in the telephone book at the Society.

Section 6.

Failure or refusal of an accused to appear before the Council on Ethical & Judicial Affairs Committee or the Board of Directors or Board of Trustees when notified to do so, either during the investigation stage or subsequent thereto, shall not preclude the Board of Directors arriving at a decision based upon evidence presented before it.

Section 7.

If a member of the Council on Ethical & Judicial Affairs Committee or Board of Directors or Board of Trustees is under investigation he/she shall not take part in any further deliberations involving his/her case. The temporary vacancy thus created shall be assigned by the President. If a member of the Board of Directors is under investigation, he/she shall not take part in any further deliberations involving his/her case. The temporary vacancy thus created shall be filled by a majority vote of the remainder of the Board of Directors. If a member of the Board of Trustees is under investigation, he/she can not take part in ant further deliberations involving his/her case. The temporary vacancy thus created shall be filled by the selection of a past president of the Palm Beach County Medical Society by vote of the Board of Trustees.

Section 8.

Grievances between physicians or physicians and lay persons shall not be considered unless written notice of such grievances are brought to the attention of the Board of Directors or Council on Ethical & Judicial Affairs Committee within ninety (90) days from the time the grievance occurred. This time limitation may be waived by a three-fourths (3/4) vote of the Board of Directors.

Section 9.

Expulsion of a member means that such person shall no longer be a member of this Society for any purpose.

Section 10.

Suspension of a member for a definite time period means that during such period that member shall lose all privileges and membership during such period, including the privilege of voting, holding office or receiving notices of publications of the Society.

Section 11.

The Council on Ethical & Judicial Affairs Committee, by citation issued pursuant to a resolution of the Board, signed by the chairman or any two members of the Council on Ethical & Judicial Affairs Committee, may summon any member of the Society, upon not less than fifteen (15) days notice, to appear before the Council on Ethical & Judicial Affairs Committee or the Board of Directors to give information with respect to any matter involved in a disciplinary investigation or proceeding. Any member who fails to obey any such citation, without satisfactory excuse, shall be subject to disciplinary action by the Society.

ARTICLE VI. OFFICERS

Section 1. President

A. Duties

It shall be the duty of the President to preside at all meetings of the Society and the Board of Directors. The President shall be a member of the Board of Directors and ex-officio member of all Standing Committees, and the Nominating Committee.

B. Council/Committee Appointments

The President, subject to the approval of the Board of Directors, shall appoint the members of all committees except as otherwise provided by these Bylaws. The President, at the first meeting of the Board of Directors following the annual meeting of the membership, shall nominate members of the various committees and, upon approval of same by a majority of the Board of Directors, appoint said nominees to committee office. No nominee failing to obtain said approval shall be appointed by the President to membership on any committee. The President shall designate a person to chair each council and have the discretion to name co-chairs or vice-chairs to each committee, except as otherwise provided by these Bylaws.

C. Special Meeting

The President shall call special meetings of the membership of the society at the written request of ten percent (10%) of the active members of the Society. The President shall call meetings of the Board of Directors at his or her discretion or upon the written request of three (3) other Board of Director members.

D. Signatory

The President shall sign Society papers as the Board of Directors shall direct. The President shall not sign any warrant upon the treasury except at the direction of the Committee on Finance & Budget and approval by the Board of Directors.

E. Vacancies

The President shall have the authority to dismiss any appointed committee member for just cause and with the approval of the Board of Directors. The vacancy thereby created shall be filled by a nominee of the President whose name shall have been approved by the Board of Directors as provided above. In the event of death, resignation or disqualification of the President, the President-Elect shall serve as President during the remainder of the term for which he was elected. Any other vacancy in office because of death, resignation, disqualification or otherwise may be filled in the manner determined by the Board of Directors, but only for the unexpired portion of the term in which the vacancy occurred.

F. Other Committees

With the approval of the Board of Directors, the President is authorized to appoint ad hoc committees or not appoint committee members for committees which are authorized, but not required by these Bylaws and are not designated as Standing Committees.

G. Other Duties

The President shall enforce the Charter and Bylaws of the Palm Beach County Medical Society of Florida and perform such other duties as shall pertain to the office of President.

Section 2. President-Elect

The President-Elect shall succeed to the Presidency at the end of his/her term as President-Elect. The President-Elect shall perform such duties as may be required and exercise such authority as may be delegated to the President-Elect by the Board of Directors. The President-Elect shall have the right to attend meetings of all Standing Committees and the Nominating Committee, but shall have no vote upon any such committee except as a regularly appointed member thereof. It is the obligation of the President-Elect to become familiar with the policies of the Society and its business and affairs and the methods of formulating and transaction same during the year preceding induction as President. In the absence of the President, the President-Elect shall perform the duties of the President. In the event of the inability or refusal of the President to act, upon approval of the 2/3 majority of the Board of Directors, the President-Elect shall perform the duties of the President and when so acting shall have all the powers and be subjected to all the restrictions upon the President.

Section 3. First Vice President

The duties of the First Vice President shall perform such duties as may be required of them and shall exercise such authorities as may be delegated to them by the Board of Directors.

Section 4. Second Vice President

The Second Vice President shall serve as Vice Chair of the Program Committee and shall perform duties as may be required of him/her and shall exercise such authorities as may be delegated to him/her by the Board of Directors.

Section 5. Secretary

A. Duties

The Secretary shall perform the duties generally pertaining to that office and those prescribed by the laws of the State of Florida. - The Secretary shall be in charge of all papers and archives of the Society except its financial records-The Secretary shall make and keep on file minutes of the meetings of the Society and of the Board of Directors and shall make them available to the membership at regular and annual meetings. The Secretary shall keep a roster of the membership together with such data regarding them as may be of interest to the Society. The Secretary shall notify members of their appointment on committees and of their election to office.

B. Other Duties

The Secretary shall forward to each newly elected member a copy of the Charter and Bylaws of the Society and a copy of the Code of Ethics and Conduct of the American Medical Association. In the absence of the President, President-Elect, and Vice-President, the Secretary shall preside at meetings of the Society or Executive Committee and when necessary assume details of office.

C. Elections

It shall be the duty of the Secretary to provide the membership with ballots for elections, both annual and special, such ballots and elections being under the supervision of the Council on Ethical & Judicial Affairs Committee acting as an Election Board. It shall also be the duty of the Secretary to act as receiving agent of the Election Board for all primary ballots returned to the Board in seal, and the Secretary shall protect and be responsible for the safe delivery of the same to the Election Board.

Section 6. Treasurer

A. Duties

The Treasurer shall collect and receive all funds due the Society and he/she shall serve as Chair of the Committee on Finance & Budget. The Treasurer shall be accountable therefore to the Board of Directors, the Committee on Finance & Budget, and to the Society, and when ordered by such body, the Treasurer shall give an account. The Treasurer shall keep proper books, records and accounts which shall at all times be open for examination by the Board of Directors, the Committee on Finance & Budget, or their duly designated representatives. The Treasurer shall deposit the funds of the Society in the Society's name at such depositories as shall be recommended by the Committee on Finance & Budget, and approved by the Board of Directors. The Treasury's accounts and funds shall be subject to audit annually or more often if directed by the Board of Directors.

The duties of this Treasurer shall be to monitor, manage, consult, and advise the Board of Directors and Executive Director concerning the finances of the Society. The Treasurer, in concert with the Executive Director, prepares an annual budget for approval of the Board of Directors. The Treasurer working with the Executive Director, shall submit a quarterly financial statement to the Board of Directors and shall submit an annual audit of the Society accounts to the Board of Directors for review and approval.

The Treasurer shall recommend one or more banks or trust companies to act as custodian for all or any part of the investments and securities for other properties owned by the Society. Custody of such investments and securities and the treasury of the Society shall be vested in the Treasurer or his/her designee.

B. Draft of Funds

No money shall be drafted from the Treasury except for such purposes as shall have been approved and directed by the Board of Directors to provide for the successful conduct of the business and furtherance of the objects and purposes of the Society.

C. Notice of Dues

The Treasurer shall mail to each member a statement for dues and assessments. The Treasurer shall notify all members of their arrearage and of the penalty for nonpayment of arrears. Upon payments of dues and assessments, the Treasurer shall give each member a proper receipt.

D. Accounting

At the annual meeting of the Society each year, the Treasurer shall render his or her statement, prepared by an authorized accountant, itemizing receipts and disbursements of the Treasurer's Office presented to the Board of

Directors.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. Composition of the Board

The Board of Directors shall consist of the following: President, President-Elect, Immediate Past President, First Vice-President, Second Vice-President, Secretary, Treasurer, chairpersons of Standing - Councils, four district representatives (north south, central & west) and two members at large elected by the general membership for two (2) year terms. Initially, the members at large and district representatives will be elected for a term of one year and two years respectively. The Palm Beach County Medical Society Alliance President shall serve as a voting member on the Board of Directors. In the absence of the Alliance President, the Alliance President-Elect shall serve as representative of the Alliance President. An Alliance member may be asked to serve on a committee at the discretion of the President of the Medical Society.

Any past president of the Palm Beach County Medical Society shall become a member emeritus of the Board of Directors of Palm Beach County Medical Society and by being such shall have no vote and shall not constitute a part of the quorum.

Section 2. Duties

The management of THE PALM BEACH COUNTY MEDICAL SOCIETY OF FLORIDA, INCORPORATED shall be vested in the Board of Directors. The Board of Directors for all legal purposes, shall constitute the governing body of the Society with power to transact such business as it deems advisable in the best interest of the Society and it shall have other powers and duties as hereinafter provided.

The Board of Directors shall make the necessary arrangements for the meetings of the Society and for the transaction of its business and shall perform such other duties as the Society may direct.

At the first meeting of the Board of Directors after the annual meeting of the Society, the members of the Board of Directors shall consider the names submitted to it by the President for appointments to all committees with appointed members and shall by vote express its approval or disapproval of the same. No nominee whom the majority of the Board of Directors disapproves shall be appointed by the President to any committee.

The Board of Directors shall act upon charges against members of the Society upon which the Council on Ethical & Judicial Affairs has found probable cause, as provided by these Bylaws.

The Board of Directors by majority vote shall fill vacancies in any elected office for the unexpired term thereof at the first meeting after the vacancy is created, except where otherwise provided by these Bylaws.

The Board of Directors may appoint delegates to the state, national, foreign and medical scientific societies except to the American Medical Association and the Florida Medical Association which are specifically provided for in these Bylaws.

The Board of Directors shall have the responsibility for interpretation of these Bylaws should any question arise concerning their application, interpretation or usage.

At the meeting preceding the annual meeting of the Society, the Board of Directors shall receive and consider the annual reports of the officers and all committees. It shall prepare a report for presentation at the annual meeting based upon these reports, or in lieu thereof, may direct that the chairmen of the various committees render reports directly to the membership at the annual meeting. The Board of Directors shall make such recommendations to the membership as its judgment may dictate and shall also present a report of its own proceedings for the year.

Section 3. Meetings of the Board of Directors

The Board of Directors shall hold regular scheduled meetings not less than four times during the year.

Special meetings of the Board of Directors shall be called whenever the President deems it necessary or at the written request of three (3) Board members.

In order to transact business, the Board of Directors shall have a quorum. A quorum shall consist of eight (8) members present.

The Board of Directors shall keep a record of the attendance of its members, and if it appears that any member of the Board of Directors is absent for three (3) regular meetings in any one-year period, without having a satisfactory reason, the Board of Directors, in such event, shall notify the Secretary of such member's ineligibility for office for the coming year. The Secretary shall furnish an attendance record to the chairman of the Nominating Committee before its annual meeting.

Section 4. Special Ballot

When in the opinion of the Board of Directors there exists any item of business which requires an expression of or the attention of the voting membership, the Board of Directors may direct the Secretary to prepare a ballot containing the proposed resolution or recommendation of the Board of Directors and mail a copy thereof to each voting member. It is intended that this be an alternate method for the submission of matters which would ordinarily be proper items for the agenda of regular or special meetings of the membership including the annual election. The Board of Directors shall tabulate the ballots at its first meeting following the last day given in the ballot for receiving such ballots and shall verify the results. A majority affirmative vote of the total enrollment of voting members in good standing shall be required to approve any resolution or recommendation which shall be effective immediately upon certification of its passage unless the resolution itself provides for a separate effective date.

ARTICLE VIII. COUNCILS, BOARD AND ADVISORS

Section 1. Executive Committee

An Executive Committee of the Board of Directors shall be the President, President-Elect, First Vice-President, Second Vice-President, Secretary, Treasurer, and Immediate Past-President. The Executive Committee shall be empowered to conduct emergency business on behalf of the Board of Directors between scheduled meetings. The Executive Committee shall report all actions to the Board of Directors. A quorum of the executive committee shall consist of a single majority of the members. The Board of Directors shall ratify all actions of the Executive Committee.

Section 2. Standing Councils & Committees

The Standing Councils of the Society are the (a) Council on Ethical & Judicial Affairs (b) Council on Membership (c) Council on Legislation, (d) Council on Public Relations and Communications (e) Council on Programs and Education, (f) Council on Medical/Legal Affairs (g) Council on Public Health/Emergency Medicine and Disaster Preparedness (h) Council on Medical Economics (i) Committee on Bylaws

The Chair of each Standing Council shall have the privilege of a single vote on the Board of Directors. A council Vice-Chair shall have the privilege of voting if the council Chair is not present. In the event that a council has been assigned Co-Chairs by the President, the privilege of a single vote must be mutually agreed upon between the Co-Chairs of the said council prior to the Board of Directors meeting.

Section 3. Sections

The Board of Directors shall have the authority to create special sections for the purpose of organizing members with identifiable common and unique interests. The Board of Directors shall specify the composition form and function of

each special section as created. The chair of each section shall be appointed by the President and shall be entitled to a seat on the Board of Directors.–

Section 4. Council on Ethical & Judicial Affairs Committee

The Chair of the Council on Ethical & Judicial Affairs shall be appointed by the President.

The Council on Ethical & Judicial Affairs Committee shall have initial jurisdiction over all disciplinary matters pertaining to the Society and as directed by these Bylaws. In addition, the Council on Ethical & Judicial Affairs Committee may, at its discretion, investigate general or specific professional conditions and all matters relating to the relations of physicians one to another and may investigate and arbitrate matters between physicians and the public. The Board may make such recommendations to the Board of Directors as it deems necessary or as required by these Bylaws.

Whenever a grave difference of opinion arises between members of the Society which cannot be promptly resolved, the dispute may be referred by request of either party to the Council on Ethical & Judicial Affairs Committee acting as a Board of Arbitration.

The Council on Ethical & Judicial Affairs Committee shall consist of three members, appointed by the President with Board approval for three-year terms. Initially, nine members will be appointed to serve as members of the committee as follows. Three members will be appointed to serve for a term of three years, three members will be appointed to serve for a term of two years, and three members will be appointed to serve for a term of one year. In the event that members of the committee are not immediately available to perform the functions of the committee because of conflicts of interest or other reasons, temporary members may be appointed from the membership at large by the President. Meetings of the Council on Ethical & Judicial Affairs Committee shall be held under the direction of the chairman of the committee, at the request of the Board of Directors or the request of the Society. The Board may as it sees the need, seek advice from other members of the Society as it deems necessary.

Section 5. Council on Membership

The Council on Membership shall consist of the First, Vice President of the Society as chairman and four (4) members appointed by the President. Duties of the Council on Membership shall be to examine applicants for membership to review and make recommendations pertaining to member benefit programs and perform such duties in respect thereto as provided elsewhere in these Bylaws. The Council on Membership shall report at each regular meeting of the Board of Directors.

Section 6. Council on Legislation

The Council on Legislation shall consist of a Chairman appointed by the President and such other members as he deems appropriate. The Chair of the Council on Legislation shall be appointed by the President.

The Council on Legislation shall be the legislative action committee of the Society. The Council shall obtain information on pending federal, state and local laws, rules, regulations, or ordinances affecting the medical profession or the public health and it shall promptly inform the Board of Directors of such measures.

Section 7. Council on Public Relations & Communications

The Council on Public Relations & Communications shall consist of a Chairman appointed by the President and such other members as he deems appropriate. The Chair of the Council on Public Relations & Communications shall be appointed by the President.

The duties of the Council on Public Relations & Communications shall be to inquire, gather facts, and make studies or surveys on the general subject of the relationship of the physician individually and collectively to the public. The Council on Public Relations & Communications shall establish and maintain cooperation with the news media. It

shall develop programs and news releases to enhance adequate understanding of matters affecting the relationship between the medical profession and the public. The duties shall be to advise and coordinate editorial activities of the society's official publication, On Call.

Section 8. Council on Programs and Medical Education

The Council on Programs and Medical Education shall consist of a Chairman appointed by the President and such other members as he deems appropriate. The Chair of the Council on Programs and Medical Education shall be appointed by the President. The duties of the Council on Programs & Medical Education shall be supervision over all programs presented before the membership of the Society. The Council on Program and Medical Education shall work at all times in close harmony with the President in preparation of programs.

Section 9. Council on Medical/Legal Affairs

The Council on Medical/Legal Affairs Education shall consist of a Chairman appointed by the President and such other members as he deems appropriate. The Chair of the Council on Medical/Legal Affairs shall be appointed by the President. The Council in conjunction with a relevant liaison committee of the Palm Beach County Bar Association may mediate any disputes between members of their respective professional groups and explore common interests, collaborative or joint efforts.

Section 10. Alliance Representative

The President of the Alliance shall serve as advisor to and consultant for the Palm Beach County Medical Society, Incorporated. The President should become familiar with the activities and projects of the Alliance and consult and cooperate with the officers of this group. The Alliance Representative shall report to the Board of Directors, keep the Society informed as to the work of the Alliance and shall seek to coordinate the efforts of the Alliance with the objectives of the Society.

Section 11. Council on Public Health/Emergency Medicine & Disaster Preparedness

The Council on Public Health/Emergency Medicine & Disaster Preparedness shall consist of a Chairman appointed by the President and such other members as he deems appropriate. The Chair of the Public Health/Emergency Medicine & Disaster Preparedness shall be appointed by the President.

The Council on Public Health/Emergency Medicine & Disaster Preparedness shall collect data and information on public health issues in Palm Beach County, the environment and ecology of the region, disaster preparedness and industrial health issues. This committee will make regular reports to the Board of Directors and advise them on public health issues.

Section 12: Council on Medical Economics

The Council on Medical Economics shall consist of a Chairman appointed by the President and such other members as he deems appropriate. The Chair of the Council on Medical Economics shall be appointed by the President.

The duties of the Council on Medical Economics shall be to serve as repository for problems with managed care and other regulatory bodies by actively gathering data from patients and physicians, serve as spokespersons for the community, and educating the community as well as developing partnerships with patient advocacy groups, create an opportunity for physicians to define quality patient care, commenting on key issues as they arise, create an environment in which the Palm Beach County Medical Society can be responsive to local media and government regarding physicians issues/perspectives on managed care.

Section 13: Medical Resident Council

The Medical Resident Council shall be comprised of all medical resident members. The chairman shall be selected by the Council members and shall serve as a voting member of the Board of Directors.

Section 14: Medical Student Council

The Medical Student Council shall be comprised of all medical student members. The chairman shall be selected by the Council members and shall serve as a voting member of the Board of Directors.

Section 15: Committee on Bylaws

The Committee on Bylaws shall consist of a Chairman appointed by the President and such other members as he deems appropriate. The Chair of the Committee on Bylaws shall be appointed by the President. The Committee on Bylaws shall comprise a standing committee to the Board of Directors and shall annually recommend necessary changes to the Palm Beach County Medical Society Bylaws. The Committee shall be appointed by the President subject to the approval of the Board of Directors.

Section 16: Establishment of Committees

The Board of Directors may establish other committees as it deems necessary.

ARTICLE IX. BOARD OF TRUSTEES

Section 1.

The Board of Trustees shall consist of the President, any three (3) Immediate Past Presidents, and three (3) members at large. The First Vice President, Second Vice President, Secretary, and President-Elect shall serve as non-voting members. The Past Presidents shall serve for a term of three (3) years.

Section 2.

The Board of Trustees shall serve in an advisory capacity and adjudicate within the Society at the discretion of the Board of Directors.

Section 3.

The Board of Trustees shall meet within thirty (30) days after the annual meeting to elect a Chairman. The Board of Trustees shall meet as determined by the Chairman or upon request of three (3) members of the Board of Trustees. Four (4) voting members shall constitute a quorum. The Chairman of the Board of Directors shall not serve as President of the Board of Trustees.

Section 4.

The Board of Trustees shall promote the Palm Beach County Medical Society at the state and national levels of organized medicine.

ARTICLE X. DELEGATES

Section 1. Delegates to the Florida Medical Association

Delegates and alternate delegates to the Florida Medical Association shall be appointed by the Board Of Directors of the Medical Society

ARTICLE XI. NOMINATIONS, VOTING AND ELECTIONS

Section 1. Elected Members

At each annual meeting of the Medical Society the President of the Board of Directors or his designee will announce the results of the elections of the President-Elect, the First Vice President, the Second Vice President, the Secretary, the Treasurer, one member at large for the Board of Directors, one member for each of the four districts, and one member at large for the Board of Trustees, elected members of the Committee on Finance & Budget. The districts shall be defined in policy rather than in Bylaws and reviewed by the Board of Directors every four years. South District: South of Atlantic Blvd. and north of the Broward/Palm Beach County line. Central District: North of Atlantic

Blvd., West of SR7, south of 45th Street. West District: North of Forest Hill Blvd., west of SR7, south of the Martin/Palm Beach County line. North District: North of 45th Street, east of SR7, and south of the Martin/Palm Beach County line.

Section 2. Selection of Nominating Committee

The Nominating Committee shall consist of the following: three Immediate Past Presidents of the Medical Society, the current President of the Medical Society, the current President-Elect, Chairman of the Board of Trustees, and two members at large to be appointed by the President. Candidates who are eligible to serve as at-large members of the Nominating Committee must be active members in good standing, must currently not seek an office in the Medical Society, and must have attended at least three Medical Society meetings/functions within the past 365-day year.

Section 3. Nominees

The chairman of the Nominating Committee shall be the current President of the Medical Society. The Nominating Committee shall then select one nominee for each elective office with the exception of the Treasurer which shall have two nominees and one member at large which should have two (2) nominees for the Board of Directors for a two-year term and one (1) member at large for the Board of Trustees which should have two (2) nominees for a three-year term. Each nominee shall be contacted and express acceptance or rejection of the nomination.

A member's name may appear as a nominee for only one office.

Should a nominee withdraw, die, or if for any other reason there is an insufficient number for any office, the Nominating Committee shall select a replacement candidate.

Section 4. Qualifications for Voting or Holding Office

No member, while in arrears in the payment of dues or assessments, or while under suspension, shall be eligible for nomination, election, or appointment to any office or official position in the Society, nor shall he or she be entitled to vote for the election of any officer or delegate or upon any other matter. Only qualified life members in good standing may vote on the slate submitted by the Nominating Committee.

Section 5. Ballots

No later than 60 days prior to the Annual Meeting, the slate of the Nominating Committee for elective offices shall be mailed or faxed to each member of the association eligible to vote. The names shall be arranged alphabetically under the office for which they have been nominated.

Section 6. Balloting Procedure

The Chairman of the Council on Ethical & Judicial Affairs Committee shall designate two members from the Council on Ethical & Judicial Affairs to oversee and clarify the counting of the ballots. Candidates receiving a simple plurality shall be declared the winner. Upon written petition of at least 10% of the members eligible to vote in order to be effective, additional nominations may be accepted for any position open for election. Written petitions must be received by the Nominating Committee no later than 5:00 P.M. 45 days prior to the Annual Meeting. The Nominating Committee shall determine if the nominees are eligible and willing to serve if elected.

No later than 30 days prior to the Annual Meeting, an official ballot shall be mailed to eligible voting members with a return envelope addressed to the Tellers Committee of the Medical Society. The ballot shall indicate the hours set for the closing of the polls which will be at 5:00 P.M. on the Friday two weeks prior to the date of the Annual Meeting. The ballot must contain the original signature and printed name of the eligible voting member and must be witnessed by one individual. The marked roster and official count shall be open to any member of the Medical Society. All ballots and envelopes shall be retained by the Medical Society for a period of sixty (60) days following the Annual Meeting, at which time they shall be destroyed. Any member of the Medical Society shall be privileged to observe the election procedure.

At the Annual Meeting of the Medical Society, the President of the Medical Society shall announce the winners and its report will be published in the official journal of the Medical Society.

In the event of a tie vote for an office, the winner shall be determined by a secret ballot held at the Annual Meeting. In the event of a tie vote on the second ballot, the Board of Directors shall select one candidate for the office in question at their next Board of Directors meeting.

Newly-elected officers shall assume their duties on January 1, following the installation of officers.

Section 7. Proxies and Absentee Ballots

Neither proxies, facsimiles, nor any other transmittal devices shall be permitted in the election process.

ARTICLE XII. MEETINGS

Section 1. Annual Meeting

There shall be an Annual Meeting of the Society and due written notice of place and time shall be mailed by the Secretary no less than thirty (30) days prior to the meeting. The date and time shall be determined by the majority of the Board of Directors.

Section 2. Special Meetings

Special Meetings of the membership shall be called by the President upon the request of a majority of the Board of Directors or upon the written request of ten percent (10%) of the active and life members of the Society who shall specify the particular reason for such a meeting. Notice of a special meeting and the purpose of such meeting shall be given to all members in writing prior to the date of any such special meeting. At a special meeting no business other than that which was specified in the notice shall be transacted.

ARTICLE XIII. QUORUM AT MEMBERSHIP MEETING

Section 1. Regular Meeting

At regular meetings of the membership, a quorum shall consist of five percent (5%) of the voting membership.

Section 2. Special Meetings

At special meetings, a quorum shall consist of not less than twenty percent (20%) of the active and life members of the Society entitled to vote.

ARTICLE XIV. AMENDMENT OF BYLAWS

A request for changes in the Bylaws can be proposed by a signed petition from any group of at least ten voting members of the Medical Society. These Bylaws may be amended at any regular meeting, provided the proposed amendment shall have been distributed to the active and life members at least thirty (30) days preceding the meeting, and due notice having been sent to every voting member of the Society at least ten (10) days prior to the date of the meeting at which action shall be taken on such proposed amendment. At the meeting at which the vote is taken, the Bylaws amendment, the original Bylaws being amended, or if the amendment is too lengthy, a synopsis thereof, shall be read to the membership.

Errors of a clerical nature appearing in these Bylaws or amendments thereto may be corrected from time to time by a majority vote of the Board of Directors upon recommendation of the Bylaws Committee without submission to the membership, so long as the correction thereof does not change the intention sought to be expressed where the error occurred.

ARTICLE XV. RULES OF ORDER

Deliberations of the Palm Beach County Medical Society of Florida shall be governed by parliamentary usage as contained in Robert's Rules of Order, latest revised edition, when not in conflict with the Charter and Bylaws of the Society.

APPROVED BY THE PALM BEACH COUNTY MEDICAL SOCIETY BOARD OF DIRECTORS

DATE:

President

Secretary

Bylaws Chairman