

CONSTITUTION AND BYLAWS OF THE NORTHERN KENTUCKY MEDICAL  
SOCIETY

ARTICLE I - NAME AND TITLE OF THE SOCIETY

The name and title of this organization shall be the Northern Kentucky Medical Society.

ARTICLE II - PURPOSE OF THE SOCIETY

The purpose of the Society is to unite and support the physicians of Northern Kentucky in their common goal of maintaining the highest standards of the profession, thereby enhancing the health of our patients and of the entire community.

ARTICLE III - MEMBERSHIP

Any physician who holds an active or limited license to practice medicine or osteopathy in this state, practices or resides in Boone, Campbell or Kenton counties, is of good moral, ethical and professional standing, and agrees to abide by the Constitution, Bylaws, and other resolutions and governing principles of the Society, shall be eligible for membership. Members of this society must also be members in good standing of the Kentucky Medical Association.

ARTICLE IV - MEETINGS

Regular meetings shall be held at such time and place as may be determined by the Society. Special meetings may be called by the President, or upon the written request of five members. A call for a special meeting shall state the object of the meeting, and only the business stated in the call shall be transacted.

ARTICLE V - OFFICERS

The officers of the Society shall consist of a President, President-Elect, Vice-President and Secretary-Treasurer.

ARTICLE VI – FUNDS

Funds for the operation of the Society shall be raised from annual dues, special assessments, voluntary contributions, and any amounts derived from the activities of the Society. Funds may be used by the Society for those purposes which will promote the welfare of the Society and the profession.

## ARTICLE VII - INCORPORATION

The Society shall have the authority to incorporate under the laws of Kentucky, and to provide for Articles of Incorporation and bylaws that govern the affairs and operations of the Society.

## ARTICLE VIII – AMENDMENTS

The Society may amend this constitution by a two-thirds vote of the members present at any regular meeting, provided that such amendment or amendments are not in conflict with the laws and regulations of the Kentucky Medical Association, and provided also that such amendments shall have been read in an open session at a previous regular meeting or a special meeting.

## BYLAWS OF THE NORTHERN KENTUCKY MEDICAL SOCIETY

### CHAPTER I – MEMBERSHIP

Section 1. Membership in the Society shall be divided into the following six classes: Active, In-Training, Student, Life, Associate and Inactive.

(a) Active Membership. To be eligible for active membership, the applicant must hold a valid license to practice medicine or osteopathy in the state, practice or reside in Boone, Campbell or Kenton counties, be of good moral, ethical and professional standing, and agree to abide by the Constitution, Bylaws and other resolutions and governing principles of the Society.. An active member of the Society shall also be an active member of the Kentucky Medical Association. Active members may attend meetings, vote, hold office, serve on committees, and pay dues.

(b) In-Training Membership. Resident physicians enrolled in accredited graduate-level medical or osteopathic training programs shall be eligible for, and encouraged to participate in, the Society's activities as in-training members. In-training members may attend meetings, vote, and serve on committees, including the Board of Directors. They may not hold office. In-training members shall be eligible for membership in the Residents and Fellows Section of the Kentucky Medical Association. The Board of Directors, at its discretion, may determine a reduced rate of dues for in-training members.

(c) Student Membership. Any student in an accredited medical or osteopathic school in Kentucky, or any resident of Kentucky who is a student in an accredited

medical or osteopathic school in the United States shall be eligible and encouraged to participate in Society activities as a student member. Student members may attend meetings, and serve on committees. Student members shall not be required to pay dues, and may not hold office or vote.

(d)Life Membership. The Board of Directors may elect as a life member any doctor of medicine or osteopathy who has served his profession with distinction and who has either reached the age of seventy or retired from active practice. Further, the Board of Directors also may elect as a life member any member who has twenty-five years of continuous membership in a state medical society affiliated with the American Medical Association, who has reached the age of sixty- five and is fully retired. However, any member who had qualified as a life member at the time of the adoption of this amendment, May 2, 1991, shall continue to qualify as a life member. Life members shall have the right to vote and to serve on committees, but may not hold office and are not required to pay dues.

(e)Associate Membership. The following physicians may be eligible for associate membership: (1) medical officers of the uniformed services, Public Health Service, or other federal governmental service while on duty or living in Northern\_Kentucky. Physicians employed on a full-time basis by the Veterans Affairs are not included. (2) Dentists. (3) physicians residing and/or practicing in communities bordering Kentucky who are active members of their home state and county society and who wish to become members of the Kentucky Medical Association on an other than active basis. Associate members may attend meetings and shall pay dues but shall not have the right to vote or to hold office.

(f) Inactive Membership. An active member of the Society who is leaving the area temporarily, withdrawing from practice temporarily to serve in the armed forces or pursue further post-graduate medical training, or is temporarily withdrawing from the practice of medicine for other valid reasons, may by letter request inactive membership subject to the approval of the Board of Directors. Inactive members shall not be required to pay dues.

Upon return to practice in the area, the inactive member may be considered for reinstatement to active membership upon written request to the Society, and with the approval of the Board of Directors. Active members suffering prolonged illness may be granted inactive status by the Board of Directors, with or without application.

## Section 2. Election to Membership

(a) Active Membership . A candidate for active membership shall make application in writing and shall list his name, current residence and professional addresses, age, colleges and degrees with dates of graduation, residency programs, and dates, places of previous practice, current and past hospital affiliations, membership in

professional societies, and the date of his Kentucky license and any other licenses to practice medicine or osteopathy.. He shall supply to the Board of Directors such other information as it may reasonably require. The application must be endorsed by two members of the Society. It shall be referred to the Board of Directors who shall inquire into the standing of the application, assure themselves that the applicant is duly registered according to the laws of Kentucky, and report to the membership at its next regular meeting after the investigation by the Board of Directors is completed. Election to active membership shall be by two- thirds vote of the members present. The application shall be returned to the Secretary/Treasurer who shall file it for future reference. Application for active membership from previously rejected candidates shall not be accepted within six months of the date of such rejection.

(b)Associate and In-training Membership. Applicants for Associate and In-training membership shall submit the same application and be subject to the same approval process as an applicant for active membership.

(c)Student Membership. Applicants for student membership shall submit a letter from their college of medicine or osteopathy certifying their status as a student.

(d) Transfer of Membership Physicians who are members in good standing of another county medical society in Kentucky or in another state may submit an application for active membership as required in Section 1, accompanied by a letter of transfer from their current society. Annual dues for the year of transfer will not be assessed if the applicant has paid dues for the current year to the society from which he is transferring.

(e) Physicians from Adjacent Counties. A physician residing or practicing in a Kentucky county immediately adjoining Boone, Campbell or Kenton Counties may apply to become an active member of the Society with permission of the county society of the county in which the applicant resides or practices. If no organized society exists in the county in which the physician resides or practices, he may apply for active membership in the manner described in paragraph (a) of this section.

### Section 3. Transfer of Membership to Another Society

(a) A member in good standing who is free from all indebtedness to the Society and against who no charges are pending, may withdraw from the Society and transfer to another society.

(b) A letter of transfer signed by the President or Secretary/Treasurer of the Society stating the date the member associated himself with the Society, the status of his

membership, and the status of his dues payment shall be given to the member seeking transfer to another society. It shall be accompanied by a copy of the application presented at the time the member joined the Society for the information of the society which the member desires to join.

## CHAPTER II – OFFICERS

Section 1. The officers of the Society shall consist of the President, President-Elect, Vice-President and Secretary/Treasurer. No person may hold more than one office.

Section 2. The term of office for each officer of the Society shall commence when he takes the oath of office at a regular meeting of the Society, or at such other time after his election or appointment as he shall take the oath of office, and shall continue for the term described in these By-Laws or until his successor is properly installed.

### Section 3. Duties of the Officers

(a) President: The President shall be the chief executive officer and active head of the Society, and shall have general supervision of all of the business and affairs of the Society. The President shall preside at all meetings of the membership of the Society, and shall preside at all meetings of the Board of Directors, of which he shall be Chairman. The term of office of President shall be two years.

(b) President-Elect: The President-Elect shall perform such functions as the President shall authorize. He shall familiarize himself with the business and affairs of the Society and otherwise prepare himself to assume the office of President. The term of office of President-Elect shall be one year; at the end of one year the President-Elect shall succeed to the office of President.

(c) Vice-President: The Vice-President shall assist the President in the performance of his duties. In the absence of the President, he shall preside at the meetings of the membership and of the Board of Directors. In the event that the President is disabled, dies, resigns or is removed from office, the Vice-President shall succeed to the office of President for the unexpired term. The term of office of the Vice-President shall be two years.

(d) Secretary/Treasurer: The Secretary/Treasurer shall take and maintain minutes of all meetings of the membership and of the Board of Directors. He shall be the custodian of all records, correspondence and other documents belonging to the Society. He shall keep a current roster of the members of the Society in good standing, and a list of those physicians who are not members of the Society but who are qualified to be members. He shall receive and disburse the funds of the Society as directed and shall maintain adequate records thereof. He shall certify to the House of Delegates of the Kentucky Medical Association those Delegates elected each year. The Secretary/Treasurer shall be assisted by an executive secretary to be employed and paid by the Society. The term of office of the Secretary/Treasurer shall be two years.

#### Section 4. Election of Officers

(a) An election of officers shall be held annually at a regular meeting of the members of the Society as described in this section.

(b) The election of the Vice-President and Secretary/Treasurer shall be held every second year at a regular meeting of the members of the Society.

(c) The election of the President-Elect shall be held at a regular meeting of the members of the Society those years in which the Vice-President and Secretary/Treasurer are not elected

#### Section 5. Vacancies

(a) In the event that the office of President becomes vacant for any reason, it shall be filled by the Vice-President for the unexpired term of such office.

(b) In the event of a vacancy in any other office, the President, with approval of the Board of Directors, shall appoint a member of the Society to fill the office and complete the unexpired term.

### CHAPTER III - BOARD OF DIRECTORS

#### Section 1. Composition

(a) The Board of Directors shall consist of the immediate Past-President, the President, the President-Elect, the Vice-President, the Secretary/Treasurer, eight Members at Large, the Program Chairman, and the District Trustee of the Kentucky Medical Society for the district which includes Boone, Campbell and Kenton Counties.

(b) The Program Chairman shall be responsible for the planning and implementation of scientific and social programs of the Society. The Program Chairman is to be elected by the membership for a term of two years.

(c) Members at Large. There shall be eight Members at Large elected by the membership of the Society to serve on the Board of Directors. The term of office of each Member at Large shall be two years. The terms of the Members at Large shall be staggered, as follows: At a regular meeting of the membership each year, four of the eight Members at Large shall be elected to succeed the four Members at Large whose term shall then expire, and the four newly elected Members at Large shall hold office for a term expiring at the second year after such election. One member-at-large in each group of four elected shall be an in-training member of the society in the penultimate year of his or her training.

Section 2. Duties : The Board of Directors shall manage and transact the business and affairs of the Society. It shall have full power and authority to employ and to discharge employees of the Society, to fix the amount of dues and to assess the membership when necessary to carry out the business of the Society, and to do all other things necessary to carry out the purposes of the Society, except those things which these By-Laws

specifically require action of the membership or of any of its officers. The Board of Directors may adopt Rules and Regulations for their own government and that of the Society provided such Rules and Regulations are not inconsistent with the Articles of Incorporation, Constitution or these By-Laws. The Board of Directors shall distribute to the membership a written report of its activities from time to time as the Board of Directors determines is necessary to keep the members of the Society reasonably informed thereof.

### Section 3. Meetings

(a) The Board of Directors shall meet in regular session each month.

(b) A majority of the members of the Board of Directors then in office, but not less than five, shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the members of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Members of the Board of Directors may not vote by proxy.

(c) The Secretary/Treasurer shall act as secretary at all meetings of the Board of Directors or, in his absence, the presiding officer of the meeting shall designate any member of the Board of Directors in attendance to act as secretary.

(d) A special meeting of the Board of Directors may be called by the President, or upon written request of any three members of the Board of Directors. Business at a special meeting shall be restricted to those particular matters for which the meeting was called. The Secretary/Treasurer shall give reasonable advance notice to all members of the Board of Directors of the date, time, place and purpose of any special meeting. Such notice shall be given at least three days prior to the date of the meeting unless the President determines that the urgency of the meeting prohibits that period of advance notice.

### Section 4. Board Committees

(a) The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint such special committees, each of which shall consist of two or more directors, as the Board of Directors may deem necessary to inquire into, investigate or handle specific matters on behalf of the Board of Directors, except as limited by applicable law. Each such committee shall be disbanded upon completion of its assigned task. The Board of Directors shall have power at any time to change the number of or replace members of any such committee, or to fill vacancies, or to discharge any such committee.

(b) The Board of Directors, by resolution adopted by a majority of the directors in office, may create and abolish standing committees, each of which shall consist of two or more directors, and may appoint the members and officials thereof from among the members of the Board of Directors. Except as limited by applicable law, the Board of Directors may authorize standing committees to exercise designated authority of the Board of Directors when the Board of Directors is not in session. The initial standing committees shall consist of an Executive Committee, a Budget Committee and a Nominating Committee. Except to the extent otherwise prescribed in this Chapter, the

Board of Directors shall have power at any time to change the number of or replace members of any such committee, or to fill vacancies, or to discharge any such committee. Minutes of such committees shall be available to any member of the Board of Directors.

(1) Executive Committee The Executive Committee shall be a standing committee of the Board of Directors, shall consist of the President, the Vice-President, the President Elect, the Secretary/Treasurer and the immediate Past-President, and except as limited by applicable law, shall be authorized to exercise the authority of the Board of Directors when the Board of Directors is not in session.

(2) Budget Committee The Budget Committee shall be a standing committee of the Board of Directors and shall consist of the immediate Past-President as Chairman, the President, the President-Elect and the Secretary/Treasurer. The Budget Committee shall prepare a budget for the next business year and present it to the Board of Directors for approval.

(3) Nominating Committee The Nominating Committee shall be a standing committee of the Board of Directors and shall consist of the immediate Past-President, the President and the President-Elect. The Nominating Committee shall propose candidates to be elected by the voting members of the Society as officers, Members at Large of the Board of Directors and members at large of the Grievance Committee.

(c) Except as otherwise provided in this chapter, a majority of the whole authorized number of members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee, unless the resolution authorizing such committee shall otherwise provide. The act of a majority of the members of a committee present at a meeting at which a quorum is present shall be the act of the committee. Members of a committee may not vote by proxy. Minutes of such committees shall be available to any director.

## CHAPTER IV - GENERAL MEMBERSHIP MEETINGS

Section 1. Regular Meetings: Regular meetings of the membership shall be held at intervals to be determined by the Board of Directors.

Section 2. Special Meetings: A special meeting of the membership may be called by the President, or upon written request of not less than five active members of the Society. A special meeting shall be called for a specific purpose and the business of the meeting shall be limited to that purpose

Section 3. Notice of Meetings: The Secretary/Treasurer shall send to each member of the Society reasonable written or electronic notice of the time, date and place of each meeting, and for special meetings, the notice shall include the purpose for which the meeting is called. Notices shall be delivered not less than seven days in advance of each such meeting, unless the Board of Directors designates a shorter period for such notice.

Section 4. Quorum and Voting: Except as otherwise provided by law, by the Articles of Incorporation, or by these By-Laws, attendance in person or by proxy of members representing at least 1/20 of the votes entitled to be cast on the matter to be voted upon

shall constitute a quorum at any meeting of the members. Business may be transacted at any duly held meeting of members at which a quorum is present. The members present at the meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a quorum is not present at a meeting, those members present shall have the power to adjourn the meeting until the requisite number of members is present. The date, time, and place of the reconvened meeting shall be announced at the time of adjournment and any business that might have been transacted at the adjourned meeting may be transacted at the reconvened meeting. In all elections for officers, Members at Large of the Board of Directors and members at large of the Grievance Committee, each member entitled to vote on such matters shall be entitled to cast one vote for each position to be filled and no member shall possess the right to cumulate his votes.

## CHAPTER V - FINANCES

Section 1. The Society shall operate on income derived from dues, assessments, voluntary contributions, gifts and proceeds from activities of the Society approved by the Board of Directors.

Section 2. The fiscal year of the Society shall be from January 1 through December 31.

Section 3. Annual and special dues and assessments shall be fixed from time to time by the Board of Directors and shall be paid in the manner and at the time or times specified from time to time by the Board of Directors.

### Section 4. Delinquency

(a) Annual Dues: Any member who shall have failed to pay his annual dues by July 1st shall be automatically suspended from membership by reason of delinquency. Delinquent members shall be notified by the Secretary/Treasurer, by registered letter, of their suspension from membership in the Society. A member who is suspended for delinquency shall be automatically restored to full membership upon payment of his delinquency before January 1 of the next year. If any member remains delinquent in payment of annual dues on January 1 of the following year, he shall be expelled from membership and notified of expulsion by certified letter from the Secretary/Treasurer. Any member thus expelled may apply for membership at any time in the manner as provided in Chapter I, Section 2 of these By-Laws.

(b) Special or Supplemental Dues or Assessments: Any member who shall have failed to pay his special or supplemental dues or assessments by the time or times prescribed for this purpose by the Board of Directors shall be automatically suspended from membership by reason of delinquency. Delinquent members shall be notified by the Secretary/Treasurer, by registered letter, of their suspension from membership in the Society. A member who is suspended for delinquency shall be automatically restored to full membership upon payment of his delinquency before January 1 of the next year. If any member remains delinquent in payment of such dues or assessments for a period of 12 consecutive months following the date on which the dues or assessments in question

were payable, he shall be expelled from membership and notified of expulsion by certified letter from the Secretary/Treasurer. Any member thus expelled may apply for membership at any time in the manner as provided in Chapter I, Section 2 of these By-Laws.

## CHAPTER VI - DELEGATES TO THE KENTUCKY MEDICAL ASSOCIATION

Section 1. The number of Delegates of the Society to the Kentucky Medical Association shall be determined in accordance with the rules of governance of the Kentucky Medical Association.

Section 2. Delegates to the Kentucky Medical Association shall be elected annually at a regular meeting of the Society. Delegates shall be elected at large, regardless of their county of registration.

Section 3. The term of office of a Delegate to the Kentucky Medical Association shall be three years. Approximately one- third of the delegation shall be elected each year. A Delegate shall be permitted to succeed himself.

Section 4. Each Delegate and Alternate Delegate to the Kentucky Medical Association must be an active member in the Society and shall be in good standing with the Society and with the Kentucky Medical Association.

Section 5. Alternate Delegates shall be elected annually at a regular meeting of the Society. Alternate Delegates shall be elected at large, regardless of their county of registration. The number of Alternate Delegates shall be approximately one-third of the total number of Delegates. Approximately one-third of the Alternate Delegates shall be elected each year.

Section 6. In the event that the Society's complement of Delegates (including Alternate Delegates) to the House of Delegates of the Kentucky Medical Association is not complete, additional Alternate Delegates shall be appointed by the Board of Directors from the active members available to serve in that capacity at the meeting of the Kentucky Medical Association. The appointments shall be certified in writing to the Credentials Committee of the Kentucky Medical Association.

Section 7. It shall be the duty of a Delegate to attend the meetings of the Society and of the House of Delegates, and to faithfully represent the Society. It shall be the duty of an Alternate Delegate to assume the duties of a delegate in the case of the absence of a delegate.

## CHAPTER VII- DISCIPLINE OF MEMBERS

Section 1. Grievance Committee

(a) The Grievance Committee shall convene on an ad hoc basis when the need arises. The committee shall consist of the Vice-President who shall serve as the Chairman, and four additional members who shall be elected when the need arises from the membership of the Society at large.

(b) The Grievance Committee shall inquire into and investigate all complaints against members of the Society alleging any of the grounds for disciplinary action set forth in Chapter VIII of these By-Laws. This includes complaints from any physician or any lay person.

(c) The Grievance Committee shall have the power to conduct informal hearings or meetings with the accused and the accuser, separately or together, and to question any witnesses. Before filing any charge, the Grievance Committee must conduct a meeting with the accused. The Grievance Committee shall make every effort to resolve the complaint amicably, and shall ultimately decide whether a charge should be issued against the member. The Grievance Committee shall make regular reports to the Board of Directors on the status of grievances.

(d) In the event that a member of the Grievance Committee is the subject of a grievance complaint, he cannot participate in any inquiries, investigations or other actions of the Grievance Committee with respect to such complaint.

#### Section 2. Board of Censors

(a) The Board of Censors shall consist of three active members of the Society who are not members of the Board of Directors, the Grievance Committee, or officers in the Society. The Board of Censors shall convene on an ad hoc basis and are to be elected by the membership of the Society.

(b) It shall be the duty of the Board of Censors to conduct formal hearings on any charge filed by the Grievance Committee against a member of the Society, and to report to the Board of Directors its findings, conclusions and recommendations. Two of the three members of the Board of Censors shall constitute a quorum in order to conduct proceedings. The Chairman of the Board of Censors shall be that member who is in the last year of his current term.

#### Section 3. Complaints

(a) A complaint against a member of the Society shall be in writing and signed by the complainant. The complaint shall contain sufficient allegations of fact to support the charge and shall be delivered to the Secretary/Treasurer of the Society. Upon receipt of a complaint, the Secretary/Treasurer shall deliver or mail, by certified mail, a copy of the complaint to the accused member, advising him to file, with the Secretary/Treasurer, a response to the complaint within fifteen days of receipt thereof, and further, giving him notice that a disciplinary action has been proposed to be taken against him, the reasons for the proposed action, that the accused member has the right to a hearing on the proposed action, and a summary of the accused member's rights in the hearing. The Secretary/Treasurer shall likewise deliver or mail, by regular mail, a copy of the complaint to the President of the Society.

(b) The accused member shall, within fifteen days of receipt of the complaint, serve upon the Secretary/Treasurer, by certified mail or personal delivery, a response to the complaint.

The Secretary/Treasurer, upon receipt of the response, shall deliver or mail, by regular mail, a copy thereof to the President of the Society. If no response is received within fifteen days as hereinabove provided, the Secretary/Treasurer shall notify the President of that fact. Such notification shall be in writing and shall be delivered to the President or mailed to him by regular mail, and a copy of the notification shall be delivered or mailed to the accused member.

(c) Upon expiration of the fifteen-day period, or upon receipt of a response from the accused member, the President shall refer the matter to the Grievance Committee to determine whether the complaint should be dismissed or a charge filed. If the Grievance Committee, after due and prompt deliberation, determines that a charge should be filed, the charge shall be reduced to writing and signed by the Chairman of the Grievance Committee. A copy of the charge shall be served upon the accused member, by certified mail or personal delivery, and the matter shall be referred to the Chairman of the Board of Censors.

#### Section 4. Hearings

(a) In the event that the matter is not otherwise resolved, the Board of Censors shall hold a hearing upon not less than thirty days' notice to all parties. Notice of the hearing to the accused member must state the place, time and date of the hearing, and a list of the witnesses, if any, expected to testify at the hearing on behalf of the Board of Censors. The Board of Censors shall conduct the hearing and shall be the finders-of-the-facts. The Board of Censors, at the expense of the Society, may employ the services of a lawyer to assist in the presentation of evidence against the accused member. The accused member shall have a right to representation by an attorney or other person of the accused member's choice, at the hearing, at the accused member's expense.

(b) The evidence against the accused member shall be first presented, and then the accused member shall have the right to present evidence on his behalf. The accused member shall have the right to call, examine and cross-examine witnesses, and to submit a written statement at the close of the hearing. A competent court reporter shall be employed by the Society to take and transcribe all testimony.

(c) Within thirty days of the conclusion of the hearing, the Board of Censors shall file with the President a written report of its findings of fact, conclusions and recommendations for disposition of the case. A copy of this report shall be mailed or delivered to the Secretary/Treasurer of the Society and to the accused member.

(d) The court reporter shall transcribe and file with the President the original transcript of the testimony at the hearing. A copy of the transcript shall be made available to the accused member at his request and his expense.

#### Section 5. Final Determination

(a) Promptly after the report of the Board of Censors and the original transcript of the testimony are filed, the President shall assign the case to one of the members of the Board of Directors. The member of the Board of Directors to whom the case is assigned

shall make a detailed review of all material in the case, including the transcript of testimony.

(b) At the next regular meeting of the Board of Directors after the case is assigned to a member of the Board of Directors, the Board of Directors shall review the proceedings. The case file, including the transcript, shall be present at the meeting, and the member to whom the case is assigned shall orally report to the Board of Directors the nature of the case and of the testimony, and shall be prepared to answer questions about the proceedings. The Board of Directors, by simple majority vote of those members present and eligible to vote, may remand the matter to the Board of Censors for further proceedings consistent with such recommendations as the Board of Directors may make.

(c) The Board of Directors shall then vote on the issue of guilt or innocence of the charge. A majority vote of those members of the Board of Directors entitled to vote on the issue, whether present at the meeting or not, is required to find the accused member guilty, or to find him innocent of the charge.

(d) If a majority of the Board of Directors entitled to vote on the issue find the accused member guilty of the charge, the Board of Directors, in a like manner, shall determine the sentence of punishment. The degrees of punishment shall be censure, suspension for a period of time not to exceed one year, or expulsion from the Society. The Secretary/Treasurer shall record in the minutes the number of votes cast for guilt and for innocence, and the number of votes cast for the sentence of punishment. The number of votes cast for other degrees of punishment shall also be recorded.

(e) The final determination of the Board of Directors shall be reduced to writing and signed by the President. A copy shall be sent, by certified mail, to the accused member.

#### Section 6. Appeal

(a) Any member of the Society who is found guilty of a charge by a final determination of the Board of Directors shall have the right to appeal the matter to the Judicial Council of the Kentucky Medical Association.

(b) In order to perfect an appeal to the Judicial Council of the Kentucky Medical Association, the member shall notify the Secretary/Treasurer of the Society, in writing, by certified mail, and within thirty days of the date of the final determination of the Board of Directors. The notice need only state that the member is taking an appeal to the Judicial Council of the Kentucky Medical Association.

(c) If an appeal is timely taken, the Secretary/Treasurer shall transmit to the Judicial Council of the Kentucky Medical Association the entire record, including the recommendations of the Board of Censors and the final determination of the Board of Directors.

(d) A valid and timely appeal to the Judicial Council of the Kentucky Medical Association shall stay the execution of the sentence of punishment until final determination by the Judicial Council.

(e) If no appeal is taken, the final determination of the Board of Directors shall become final after thirty days from the date it was rendered. A copy of the final

determination of the Board of Directors shall then be sent to the Kentucky Medical Association.

#### Section 7. Reporting of Disciplinary Actions

(a) The Board of Directors shall make such reports in the manner, to the entity, and within the time periods required by current state and federal law.

### CHAPTER VIII - GROUNDS FOR DISCIPLINARY ACTION

#### Section 1. Any member of the Society:

- a) who has been convicted of a felony, or of a misdemeanor involving moral turpitude
  - b) whose license to practice medicine in Kentucky has been revoked or suspended by the Kentucky Board of Medical Licensure
  - c) who has been convicted of violating the Medical Practice Act of Kentucky
  - d) who has violated any principle of ethics of the American Medical Association, or any provision of the Articles of Incorporation or these By-Laws of the Society
  - e) whose membership in the Kentucky Medical Association has been suspended or revoked; or
  - f) who aids or abets the unlicensed practice of medicine
- may be censured, suspended or expelled from the Society.

### CHAPTER IX - LOCAL BOARDS OF HEALTH

Section 1. Vacancies on each County Board of Health are filled by appointments by the secretary of the Kentucky Cabinet for Human Resources, on recommendation of the county medical society, among other entities. The Board of Directors will confer with the secretary of the Kentucky Cabinet for Human Resources and recommend qualified physicians to fill these vacancies.

### CHAPTER X - PRINCIPLES OF MEDICAL ETHICS

Section 1. The principles of medical ethics of the American Medical Association, as in effect from time to time, shall govern the ethical conduct of the members of the Society.

### CHAPTER XI - DISTRIBUTION OF ASSETS AT DISSOLUTION

Section 1. Upon dissolution of the Society, all assets of the Society shall be applied and distributed as follows:

- a) All liabilities and obligations of the Society shall be paid or discharged, or adequate provision for such payment made.
- b) All assets remaining after payment of liabilities or obligations in subsection (a) shall be distributed in accordance with the plan of merger or consolidation, or the plan of liquidation or dissolution, as the case may be, as follows:
  - (1) In the case of a merger or consolidation with another entity, to the combined treasury of

the successor.

(2) In the case of a liquidation or dissolution, among the then active members of the Society in good standing, on a pro rata basis.

## CHAPTER XII - AMENDMENTS TO BY-LAWS

Section 1. These By-Laws, or any of them, may be altered, amended or repealed and new By-Laws may be adopted by a vote of two-thirds of the members of the Board of Directors then serving and with the approval of a majority of the members of the Society present at a meeting of the membership of the Society at which such alternation, amendment or repeal is presented.

## CHAPTER XIII — INDEMNIFICATION OF OFFICERS, DIRECTORS AND MEMBERS

### OF COMMITTEES

Section 1. The Society shall, under the circumstances and to the full extent permitted by the laws of Kentucky, indemnify all persons whom it may indemnify pursuant thereto, including, but not limited to, the members of the Board of Directors of the Society, the officers of the Society and members of each committee of the Society.

## CHAPTER XIV — TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

Section 1. No contract or other transaction between the Society and one or more of its directors or officers, or between the Society and any other corporation, firm, or entity in which one or more of the Society's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director(s) or officer(s) is (are) present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purposes, if:

- a) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director(s) or officer(s)
- b) The fact of such relationship or interest is disclosed or known to the members of the Society entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- c) The contract or transaction is fair and reasonable as to the Society at the time it is authorized by the Board of Directors, a committee thereof, or the members of the Society.

Section 2. Common or interested directors or officers may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof that authorizes, approves, or ratifies such contract or transaction.

Revised Constitution and Bylaws of The Northern Kentucky Medical Society, approved by vote of the membership on December 6, 2007.

Thomas E. Bunnell, M.D., President

Gordon W. Air, M.D., Chairman, Constitution and Bylaws Committee