

TCMS CONSTITUTION

ARTICLE ONE. NAME.

The name of this organization is the Tulsa County Medical Society, Incorporated.

ARTICLE TWO. PURPOSE.

The purpose of Tulsa County Medical Society is to promote the science and art of medicine, foster ethical practices among members and unite the medical profession in promoting public health.

ARTICLE THREE. MEMBERSHIP.

Section 1. Every legally licensed allopathic physician or osteopathic physician, according to the laws of the State of Oklahoma who is of good moral character and professional reputation, and who meets the qualifications set forth in the Bylaws, shall be eligible to apply for membership in Tulsa County Medical Society.

1.01. EXCEPTIONS:

An allopathic physician or osteopathic physician employed by the federal government who is not licensed by the State of Oklahoma; an allopathic physician or osteopathic physician in training who is not required by the State of Oklahoma to have a license to practice medicine; a medical student; and a Honorary Member, who meets the qualifications set forth in the Bylaws, shall be eligible to apply for membership in Tulsa County Medical Society.

Section 2. Membership in Tulsa County Medical Society is a privilege and not a right.

Section 3. The Tulsa County Medical Society shall, within itself and the limitation of the Constitution and Bylaws, be the sole judge of the qualifications and acceptability of any applicant for membership.

ARTICLE FOUR. OFFICERS.

Section 1. The officers of Tulsa County Medical Society shall be the President, President-Elect, Vice-President, and Immediate Past-President.

Section 2. The Board of Directors shall comprise the President, President-Elect, Vice-President, Immediate Past-President, and eight Directors to be elected in the manner set forth in the Bylaws.

ARTICLE FIVE. MEETINGS.

The annual business meeting of the Tulsa County Medical Society shall be held during the last 60 days of the year. Other meetings shall be held as provided by the Bylaws. Adequate written notice of all meetings shall be given to each member. The deliberations of Tulsa County Medical Society shall be governed by parliamentary usage as contained in the current edition of Robert's Rules of Order.

ARTICLE SIX. FINANCES.

The Tulsa County Medical Society shall have the authority to levy dues and assessments, as it considers proper for the conduct of the business of the Tulsa County Medical Society.

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ARTICLE SEVEN. ETHICS.

The Principles of Ethics of the American Medical Association or the Code of Ethics of the American Osteopathic Association currently in force and effect, as interpreted by the Committee on Ethics of Tulsa County Medical Society, shall be those of Tulsa County Medical Society and shall govern the conduct of its members.

ARTICLE EIGHT. BYLAWS.

The Tulsa County Medical Society shall have authority to adopt Bylaws for governing of the organization.

ARTICLE NINE. AMENDMENTS.

This Constitution may be amended at any regular or special meeting of the Tulsa County Medical Society or via electronic means, i.e., email, Fax, etc., by a two-thirds affirmative vote of the members. Any member may introduce an amendment, or it may be introduced by resolution of the Constitution and Bylaws Committee or by the Board of Directors as provided by the Bylaws. Any amendments introduced will be reviewed by the Constitution and Bylaws Committee prior to the general vote of the membership. The Committee may recommend that the amendment be adopted, rejected, or make no recommendation.

ARTICLE TEN. EFFECT AND PRESERVATION.

This Constitution supersedes and repeals all previous Constitutions, and shall be in full force and effect from the moment of its legal adoption by the Tulsa County Medical Society. Any Bylaws, resolution, or enactment in conflict with the provisions of this Constitution is declared to be null and void.

Adopted November 17, 2010

TCMS BYLAWS

CHAPTER ONE. MEMBERSHIP.

Section 1.00. BASIC QUALIFICATIONS.

A candidate for membership in the Tulsa County Medical Society shall hold the degree of Doctor of Medicine or Doctor of Osteopathy, be licensed by the Oklahoma State Board of Medical Licensure and Supervision or the Oklahoma State Board of Osteopathic Examiners, be of good moral character and professional reputation, as defined in Chapter I, Section 3.00 of these Bylaws, with his/her predominant medical practice in Tulsa County.

EXCEPTIONS:

1.01. STATE LICENSE.

A physician employed by any branch of the federal government, who is not licensed to practice medicine in Oklahoma, but who meets all other qualifications, may be elected to membership under the regular membership classifications and conditions as described herein. Physicians in training who are not required by the State of Oklahoma to have an Oklahoma medical license may be elected to Resident Membership under the conditions set forth in Chapter I, Section 2.05 of these Bylaws.

Persons serving as full-time medical students in an educational institution approved by the Board of Directors may be elected to Student Membership under the conditions set forth in Chapter I, Section 2.07 of these Bylaws.

Persons whose contributions to either the medical profession or the Tulsa community justify honorary membership may be elected as a Honorary Member as provided for under the conditions set forth in Chapter I, Section 2.04 of these Bylaws.

1.02. PREDOMINANT MEDICAL PRACTICE.

The basic requirement for maintaining a predominant medical practice in Tulsa County shall not apply to Life Members, Affiliate Members, Honorary Members, and Active Dues Exempt Members. For good and sufficient reasons, a physician who does not maintain a predominant medical practice in Tulsa County, but who resides near the boundary in an adjacent county, may be elected to the Tulsa County Medical Society, providing he/she has received a special dispensation from both the Board of Directors of the Tulsa County Medical Society and the Board of Trustees of the Oklahoma State Medical Association, in conformity with Chapter XI, Section 8.00 and 9.00 of the Bylaws of the Oklahoma State Medical Association.

Section 2.00. MEMBERSHIP CLASSIFICATIONS.

Members of the Tulsa County Medical Society shall be classified as Active Members, Life Members, Affiliate Members, Honorary Members, Resident Members, Student Members, and Active Dues Exempt Members.

1 **2.01. ACTIVE MEMBERS.**

2 Members whose dues and assessments are fully paid shall be classified as Active
3 Members. Such members shall have the full privileges of Tulsa County Medical Society
4 membership, including the right to hold office and vote.
5

6 **2.02. LIFE MEMBERS.**

7 Any physician who is a member in good standing of Tulsa County Medical Society
8 may be elected to Life Membership, provided he/she has 1) retired from the practice of
9 medicine, 2) been a member of TCMS for 25 years and 3) been an active member of TCMS
10 for not less than 5 years immediately preceding the application for Life Membership. A
11 member shall make application for such privileges in writing to the Board of Directors. The
12 Board of Directors may also initiate actions for Life Membership. Election shall be by
13 affirmative vote of a majority of the members of the Board of Directors present and voting at
14 a regularly scheduled meeting. Life Members shall have full privileges of membership,
15 including the right to hold office and vote, but shall not be required to pay Tulsa County
16 Medical Society dues and assessments. A petition for Life Membership shall be sent to the
17 Oklahoma State Medical Association.
18

19 **2.03. AFFILIATE MEMBERS.**

20 The Tulsa County Medical Society may confer Affiliate Membership upon those
21 physicians persons who are ineligible for regular membership, but who are Active members
22 of another component society of the Oklahoma State Medical Association or American
23 Medical Association. Affiliate Members shall have all privileges of Tulsa County Medical
24 Society membership, except holding office and voting, and shall pay such Tulsa County
25 Medical Society dues and assessments as may be levied by the Board of Directors.
26 Election to Affiliate Membership shall be only by affirmative vote of a majority of the Board of
27 Directors present and voting at a regularly scheduled meeting.
28

29 **2.03. HONORARY MEMBERS.**

30 The Tulsa County Medical Society may confer Honorary Membership upon those
31 persons whose contributions to either the medical profession or the Tulsa community justify
32 Honorary Membership status. Honorary Members shall have all privileges except holding
33 office and voting at meetings. Honorary Members are not subject to dues or assessments.
34 Election to Honorary Membership shall be only by affirmative vote of the majority of members
35 of the Board of Directors present and voting at a regularly scheduled meeting.
36

37 **2.04. RESIDENT MEMBERS.**

38 Physicians serving as full-time residents or fellows may become Resident Members of
39 Tulsa County Medical Society. Resident Members shall meet the same basic requirements
40 for membership as set forth in Chapter I, Section 1.00 of the Bylaws for Active Members.
41 They shall be entitled to all privileges of membership, except holding office and voting.
42 Residents shall pay such Tulsa County Medical Society dues and assessments as may be
43 levied by the Board of Directors. Resident Members may be certified for similar privileges in
44 the Oklahoma State Medical Association and American Medical Association, and shall be
45 required to pay any dues or assessments levied by those organizations for membership in
46 the same category. Membership in this classification is limited to the period of training and
47 application for Active status can be made only through the application and election process
48 as outlined in Chapter I, Section 3.00 of these Bylaws.
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1 **2.05. ACTIVE DUES EXEMPT MEMBERS.**

2 Active Members who temporarily leave their practice to complete a tour of duty with
3 the United States Armed Forces shall be relieved from the payment of dues and
4 assessments during the period of their military service. These members shall have all rights
5 and privileges of membership, except the right to hold office and vote. Upon his/her return to
6 active practice in Tulsa County, this member may be returned to Active Membership by
7 action of the Board of Directors.

8 Active members for whom payment of dues and assessments would be a financial
9 hardship due to ill health, physical disability or for other circumstances are unable to conduct
10 a sufficiently active practice, may be relieved of payment of dues and assessments. A
11 member may make a request for hardship exemption, in writing, to the Board of Directors.
12 Election shall be by affirmative vote of a majority of the Directors present and voting at a
13 regularly scheduled meeting. Membership in this category is only for the year granted by the
14 Board unless written request is again made in subsequent years. All rights and privileges of
15 membership are retained during the period of dues exemption. A petition will be forwarded to
16 the Oklahoma State Medical Association for similar privileges.

17
18 **2.06. STUDENT MEMBERS.**

19 Persons who are full time medical students enrolled in an accredited medical college
20 in Tulsa County, whose curriculum leads to the degree of Doctor of Medicine (M.D.) or Doctor
21 of Osteopathy (D.O.), may become Student Members of Tulsa County Medical Society.
22 Membership in this classification is limited to the period of enrollment in the medical school.
23 A Student Member is entitled to all privileges of membership except voting and holding office.
24 Student Members may be required to be certified to the Oklahoma State Medical Association.

25
26 **Section 3.00. APPLICATION AND ELECTION.**

27 Application for membership shall be made on forms provided by the Tulsa County
28 Medical Society and if applicable accompanied by a fee to be determined by the Board of
29 Directors. A suitable photograph shall be provided by the applicant which will be maintained
30 in the files of the Tulsa County Medical Society.

31
32 Identifying information taken from the application shall be furnished to the Oklahoma
33 State Medical Association.

34
35 The applicant shall complete such other forms as may be required by the Board of
36 Directors and/or the Board of Censors. The applicant shall provide information concerning
37 previous revocation or suspension of membership on any hospital or institutional staff or
38 involuntary reduction of privileges therein. The applicant shall provide information concerning
39 any suspension or termination of license to practice medicine or membership in local, state or
40 national medical societies. The applicant will consent to inspection of any and all records
41 made at such hospitals, institutions and organizations which would be material to evaluation
42 of his/her application for membership in the Tulsa County Medical Society.

43 **3.01.** The applicant shall relieve all individuals and entities that provide information at
44 the request of the Tulsa County Medical Society from liability for statements given to facilitate
45 the applicant's evaluation.

46
47 The application shall be referred to the Board of Censors, which shall inquire into the
48 moral and professional standing of the applicant. The Board of Censors shall examine
49 information included on the "Applicant for Membership Profile", before approving or
50 disproving an application. Three signatures of the members of the Board of Censors shall be

1 necessary to approve an application. The Board of Censors may, at its option, require a
2 personal interview with the applicant.

3
4 The Board of Censors may recommend not approving the applicant for membership
5 for, but not limited to, the following causes:

6
7 (a). False entry on the application form.

8
9 (b). Unprofessional conduct as defined by the Oklahoma Medical Practice Act or the
10 Oklahoma Osteopathic Medicine Act.

11
12 (c). Violation of the Principles of Medical Ethics of the American Medical Association or
13 the Code of Ethics of the American Osteopathic Association.

14
15 The application, with recommendations from the Board of Censors, shall be presented
16 to the Board of Directors. The Board of Directors may, at its option, refer an application back
17 to the Board of Censors for additional investigation, or defer action for a reasonable period to
18 secure additional information about the applicant. A vote shall be taken. An affirmative vote
19 of two-thirds of the members of the Board of Directors present and voting shall be required to
20 elect to membership.

21
22 3.02. The Board of Directors (a) may approve an applicant for membership; (b) not
23 approve an applicant or (c) place the applicant on a probationary status for a specified period
24 of time, contingent upon, but not limited to, the following:

25 (a). Participation in an impaired physician's program.

26
27 (b). Such appropriate corrective action for the member to take as may be warranted by
28 the Board of Censors findings.

29
30 (c). Such additional education or clinical training as may be deemed appropriate under
31 the Board of Censors findings.

32
33 (d). Such remedial action with reference to third parties as may be deemed
34 appropriate under the Board of Censors findings.

35
36 In the event the Board of Directors does not approve the application after
37 consideration of the recommendations of the Board of Censors, the applicant shall have the
38 right to appeal to the Judicial Review Committee following the rules and regulations adopted
39 by the Committee and approved by the Board of Directors.

40
41 An applicant may withdraw his/her application at any time. However, this action may
42 be subject to reporting requirements of the Health Care Quality Improvement Act of 1986 to
43 the National Practitioner Data Bank. An application which has been withdrawn by the
44 candidate or which has been rejected by the Board of Directors may not be reviewed again
45 within six months of the date of its rejection or withdrawal.

46
47 **Section 4.00. STATE AND NATIONAL MEMBERSHIP.**

48 All members of the Tulsa County Medical Society are required to be members of the
49 Oklahoma State Medical Association. Members of the Tulsa County Medical Society may be
50 members of the American Medical Association if they choose to join.

1
2 **Section 5.00. DISCIPLINE.**

3 All members of Tulsa County Medical Society are subject to disciplinary action
4 pursuant to the provisions of these bylaws and rules and procedures adopted pursuant to
5 these bylaws.
6

7 **5.01** Disciplinary action may be taken against a member for any of the following
8 reasons:
9

- 10 (a). Violation of the Constitution and Bylaws of Tulsa County Medical Society.
11
12 (b). Violation of ethical conduct as may be defined by the rules and procedures of
13 Tulsa County Medical Society.
14
15 (c). Violation of the Principles of Medical Ethics of the American Medical Association
16 or Code of Ethics of the American Osteopathic Association, or the Current Opinions of
17 the Council on Ethical and Judicial Affairs of the American Medical Association.
18
19 (d). Violation of the Medical Practice Act of Oklahoma or the Oklahoma Osteopathic
20 Medicine Act or any other state in which the physician has been licensed.
21
22 (e). If the member has been convicted, adjudged or otherwise recorded as guilty by a
23 court of competent jurisdiction of a felony under the laws of any state or of the United
24 States of America.
25
26 (f). Unprofessional conduct that tends to bring the medical profession into disrepute.
27
28 (g). If a member fails to cooperate with the Grievance Committee, Board of Censors,
29 or any of their subcommittees, provided that appropriate notice has been given.
30

31 **5.02.** The disciplinary actions that may be taken against a member under the
32 provisions of these bylaws are as follows:
33

- 34 (a). Censure - An entry will be made in the member's file to the effect that he/she has
35 been found guilty and has been properly advised of the finding. The entry will remain
36 in the file. No deprivation of membership privileges will be imposed.
37
38 (b). Probation for a period of time as determined appropriate, during which time the
39 member's conduct shall be monitored and/or evaluated by the Board of Censors. If
40 the member is found not to be in compliance with the terms of probation, he/she shall
41 be required to appear before the Board of Censors. During the term of probation, the
42 member shall retain all rights and privileges in the Tulsa County Medical Society,
43 except the right to hold office.
44
45 (c). Suspension of membership in the Tulsa County Medical Society for a period of
46 time as determined appropriate, during which time the member shall be denied the
47 right to hold office, to vote, to serve on committees, or participate in the deliberations
48 of the Tulsa County Medical Society, but shall retain all other rights and obligations
49 including payment of dues. A member who has been suspended a second time will
50 automatically be expelled.

1
2 (d). Expulsion from membership. A member expelled from the Tulsa County Medical
3 Society shall be denied all rights and privileges of the Tulsa County Medical Society
4 beginning on the date of expulsion. An expelled member shall be eligible to reapply
5 for membership after one year from the date of expulsion, on the same terms and in
6 the same manner as an original applicant. A member who resigns while disciplinary
7 proceedings are pending shall be eligible to reapply for membership after one year
8 from the date of resignation, on the same terms and in the same manner as an original
9 applicant. (A member of the Tulsa County Medical Society shall be expelled
10 automatically when he/she pleads guilty to a felony or his/her license to practice
11 medicine in Oklahoma is revoked).

12
13 **5.03.** In addition, the Board of Censors may impose upon the member:

- 14 (a). Required participation in an impaired physician's program.
15
16 (b). Such corrective action for the member to take as may be warranted by the
17 Board of Censors findings.
18
19 (c). Such remedial action with reference to third parties as may be appropriate
20 under the Board of Censors findings.
21
22 (d). Such additional education or clinical training as may be deemed to be
23 appropriate under the Board of Censors findings.
24
25 (e). Recommendations to the appropriate state licensing board that it undertake its
26 own disciplinary proceedings.
27
28 (f). Referral of findings of substandard care to the peer review committee at the
29 physician's hospital(s).
30
31 (g). A fine to be paid to the Tulsa County Medical Society, not to exceed
32 \$1,000.00.
33
34 (h). A combination of the sanctions listed above.
35
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37 **5.04.** All disciplinary actions taken against a member of the Tulsa County Medical
38 Society shall be made a matter of record to the Board of Directors.
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42 **5.05. RESPONSE TO DISCIPLINARY ACTION.** The member shall be notified by certified
43 mail of the action of the Board of Censors. The member, complainant or Grievance
44 Committee may appeal the action through the Judicial Review Committee of the Tulsa
45 County Medical Society, with the appeal conducted pursuant to rules and procedures
46 adopted by the Judicial Review Committee and approved by the Board of Directors.
47

48 **5.06.** In disciplinary procedures, no member of the Tulsa County Medical Society shall
49 act or vote both as a member of the Grievance Committee and a member of the Board of
50 Censors. Actions taken by the Board of Censors and accepted by the member, or taken by

1 the Judicial Review Committee on appeal, shall be sent to the member in writing, a copy
2 placed in the member's permanent record, and as appropriate, a copy will be sent to the
3 Oklahoma State Medical Association, Oklahoma State Board of Medical Licensure and
4 Supervision, Oklahoma State Board of Osteopathic Examiners, or other appropriate entity.
5 Any adverse action taken against a member may also be reported to the National Practitioner
6 Data Bank through the Oklahoma State Board of Medical Licensure and Supervision or the
7 Oklahoma State Board of Osteopathic Examiners, in accordance with the Health Care Quality
8 Improvement Act of 1986.

9 10 **CHAPTER TWO. OFFICERS.**

11
12 **Section 1.00. ELECTION.** The certification of officers of the Tulsa County Medical
13 Society shall take place at the annual business meeting each year. TCMS members will be
14 notified of the offices to be filled and invited to submit a nomination. The Nominating
15 Committee shall prepare a slate of nominations of one or more candidates for all offices to be
16 filled, and shall send a copy of its report with a ballot containing the slate of nominees to each
17 member at least 45 days in advance of the date of the annual meeting. A majority of the
18 votes of members on ballots returned to the TCMS office shall be elected. Should no
19 candidate receive a majority of all votes cast, a run-off ballot shall be conducted between the
20 two candidates receiving the most votes.

21
22 **1.01. ELIGIBILITY.** To be eligible for nomination as an officer, a candidate must have
23 been a member of the Tulsa County Medical Society for at least five full years.

24 25 **Section 2.00. PRESIDENT.**

26 The President shall preside at all meetings of the Tulsa County Medical Society and
27 Board of Directors. He/she shall perform such other duties as custom and parliamentary
28 usage may require. He/she shall, with the approval of the Board of Directors, appoint the
29 personnel of all standing and special committees, except as otherwise set forth in the Bylaws.
30 He/she shall serve as representative of the Tulsa County Medical Society and the medical
31 profession of Tulsa County in all pertinent matters. He/she shall formulate and implement,
32 with the advice and assistance of the Board of Directors, a beneficial program of Tulsa
33 County Medical Society activities. He/she shall be an ex-officio member of all Councils and
34 Committees.

35 36 **Section 3.00. PRESIDENT-ELECT.**

37 The President-Elect shall be elected one (1) year prior to his/her term of service as
38 President. The President-Elect shall assist the President in the performance of his/her duties.
39 He/she shall preside at all meetings of the Tulsa County Medical Society and the Board of
40 Directors in the absence of the President. He/she shall succeed to the office of President in
41 the event of vacancy. He/she shall perform such other duties as the President or Board of
42 Directors may reasonably request or assign to him/her. He/she shall be a member of the
43 Board of Directors and shall have full voting privileges. He/she shall be an ex-officio member
44 of all Councils and Committees.

45 46 **Section 4.00. VICE-PRESIDENT.**

47 The Vice-President shall be elected one (1) year prior to his/her term of service as
48 President-Elect. The Vice-President shall assist the President and President-Elect in the
49 performance of their duties. He/she shall preside at all meetings of the Tulsa County Medical
50 Society and the Board of Directors in the absence of the President and President-Elect.

1 He/she shall succeed to the office of President-Elect in the event of vacancy. He/she shall
2 perform such other duties as the President or Board of Directors may reasonably request or
3 assign to him/her. He/she shall be a member of the Board of Directors and shall have full
4 voting privileges. He/she shall be an ex-officio member of all Councils and Committees.
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6 **Section 5.00. VACANCIES.**

7 In the event the position of Vice-President shall become vacant due to death,
8 disqualification, disability or other cause, as determined by the Board of Directors, an election
9 to fill the vacancy shall take place at the next regular meeting of the Tulsa County Medical
10 Society. The Nominating Committee shall prepare a slate of nominations of one or more
11 candidates, and shall send a copy of its report by mail to each member at least thirty (30)
12 days in advance of the date of election, and nominations may be accepted from the general
13 membership if presented in writing 15 to 30 days prior to the election to allow for distribution
14 to Tulsa County Medical Society members. A majority of the votes of the members present
15 and voting shall be required to elect. Should no candidate receive a majority of votes cast, a
16 run-off ballot shall be conducted between the two candidates who received the most votes.
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18 **CHAPTER THREE. BOARD OF DIRECTORS.**

19
20 **Section 1.00. COMPOSITION.**

21 The Board of Directors shall be composed of the President, President-Elect, Vice-
22 President, Immediate Past-President, and eight (8) Directors to be elected from the
23 membership. In addition, the Deans of the University of Oklahoma College of Medicine-Tulsa
24 and the Oklahoma State University College of Osteopathic Medicine, if not serving as elected
25 members of the Board, shall serve as ex-officio members. A Secretary-Treasurer of the
26 Board will be elected from its own members to keep the minutes of all meetings of the Board,
27 be custodian of the funds, and keep records of the financial transactions of the Tulsa County
28 Medical Society. The Secretary-Treasurer shall make authorized disbursements of funds in a
29 manner prescribed by the Board of Directors. He/she shall keep all membership records of
30 the Tulsa County Medical Society. He/she shall be assisted in the performance of these
31 duties by the Executive Staff of Tulsa County Medical Society.
32

33 **1.01. ELECTION OF DIRECTORS.**

34 Directors shall be elected at the annual business meeting of the Tulsa County Medical
35 Society each year. For nomination to the Board of Directors, a candidate shall have been a
36 member of the Tulsa County Medical Society for at least one (1) year. TCMS members will
37 be notified of the positions to be filled and invited to submit a nomination. The Nominating
38 Committee shall prepare a slate of nominations of one or more candidates, and shall send a
39 copy of its report to each member at least 45 days in advance of the date of election. The
40 candidate(s) receiving the most votes shall be elected.
41

42 **1.02. TENURE.**

43 An elected Director shall serve a term of three (3) years. A Director shall serve no
44 more than two (2) consecutive three year terms.
45

46 **1.03. VACANCIES.**

47 In the event the position of Director shall become vacant due to death, disqualification,
48 disability or other cause, as determined by the Board of Directors, an election to fill the
49 vacancy for the unexpired term of office shall take place at the next regular meeting of the
50 Tulsa County Medical Society. The Nominating Committee shall prepare a slate of

1 nominations of one or more candidates, and shall send a copy of its report by mail to each
2 member at least thirty (30) days in advance of the date of election, and nominations may be
3 accepted from the general membership if presented in writing 15 to 30 days prior to the
4 election to allow for distribution to Tulsa County Medical Society members. A majority of the
5 votes of members present and voting shall elect. Should no candidate receive a majority of
6 votes cast, a run-off ballot shall be conducted between the two candidates who received the
7 most votes.

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9 **Section 2.00. DUTIES AND RESPONSIBILITIES.**

10 The Board of Directors shall direct the affairs of the Tulsa County Medical Society. It
11 shall have charge of all business and financial affairs of the Tulsa County Medical Society,
12 shall control all property and funds, and shall authorize the disbursement of all funds.

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14 It shall be charged with the enforcement of the Constitution and Bylaws. The Board of
15 Directors shall serve as an advisory body to the President, and shall assist him/her in the
16 performance of his/her duties. The minutes of the Board of Directors shall be kept in a
17 permanent form. The Board of Directors shall perform such other functions as are assigned
18 to it by the Constitution and Bylaws. It shall observe and comply with all directives and
19 actions by the membership.

20
21 **Section 3.00. MEETINGS, QUORUM.**

22 The President shall call the meetings of the Board of Directors and shall fix a date,
23 time and place of such meetings. The Board of Directors shall meet monthly. Four (4)
24 members of the Board shall constitute a quorum for the transaction of official business.

25
26 **CHAPTER FOUR. BOARD OF CENSORS.**

27 **Section 1.00. COMPOSITION.**

28 The Board of Censors shall be composed of seven members. The President and
29 President-Elect shall be members with voting privileges when there is otherwise no quorum.
30 If there is a quorum the President and President-Elect will not vote.

31
32 **Section 2.00. ELECTION OF CENSORS.**

33 TCMS members will be notified of the positions to be filled and invited to submit a
34 nomination. The Nominating Committee shall prepare a slate of nominations of one or more
35 candidates, and shall send a copy of its report to each member at least 45 days in advance of
36 the date of election. The candidate(s) receiving the most votes shall be elected.

37
38 **Section 3.00. TENURE: CHAIR.**

39 A Censor shall serve a term of three years. A Censor, as elected by the Board of
40 Directors, shall serve as Chair.

41
42 **Section 4.00. VACANCIES.**

43 In the event the position of Censor shall become vacant due to death, disqualification,
44 disability or other cause, as determined by the Board of Directors, the President shall, with
45 the approval of the Board of Directors, appoint a member of the Tulsa County Medical
46 Society who shall serve until the next annual business meeting of the Tulsa County Medical
47 Society, at which time an election shall be held to complete the unexpired portion of the term
48 of office.

1 **Section 5.00. DUTIES.**

2 The Board of Censors shall examine the moral and professional qualifications of all
3 applicants for membership, and shall determine that the applicant meets the requirements for
4 membership as set forth in the Bylaws. The Board of Censors will make recommendations to
5 the Board of Directors whether to approve an applicant, not approve an applicant for
6 membership, or recommend a probationary status.
7

8 It shall perform as the disciplinary committee and conduct fair and objective hearings
9 on all charges against members brought by the Grievance Committee and to make findings
10 of fact based on the evidence presented and to render a decision on the charges presented.
11

12 The hearings provided by the Board of Censors shall be conducted pursuant to rules
13 and procedure adopted by the Board of Censors and approved by the Board of Directors of
14 the Tulsa County Medical Society.
15

16 It shall perform all other duties as may be reasonably requested or assigned to it by
17 the Board of Directors.
18

19 **Section 6.00. MEETINGS, QUORUM**

20 The Chairman shall call the meetings of the Board of Censors and shall fix a date, time
21 and place of such meetings. Three (3) members of the Board shall constitute a quorum for
22 the transaction of official business.
23

24 **CHAPTER FIVE. DELEGATES AND ALTERNATE DELEGATES.**

25 **Section 1.00. ELECTION.**

26 The Tulsa County Medical Society shall elect Delegates and Alternate Delegates to
27 the Oklahoma State Medical Association in the number to which it is entitled as determined
28 by the provisions of the Bylaws of the Association. The President, President-Elect and
29 Immediate Past-President shall serve as Delegates during the tenure of their office, and the
30 President shall serve as Chairman of the Delegation. The remaining Delegates and Alternate
31 Delegates shall be elected at the annual business meeting of the Tulsa County Medical
32 Society. TCMS members will be notified of the positions to be filled and invited to submit a
33 nomination. The Nominating Committee shall prepare a slate of nominations of one or more
34 candidates, and shall send a copy of its report to each member at least 45 days in advance of
35 the date of election. Each voting member of the Tulsa County Medical Society may cast as
36 many votes for Delegates and Alternate Delegates as there are positions to be filled. Those
37 candidates receiving the most votes for the positions to be filled shall be elected.
38
39

40 **Section 2.00. TENURE.**

41 Delegates shall serve a term of three years each, and Alternate Delegates shall serve
42 a term of three years each.
43

44 **Section 3.00. VACANCIES.**

45 In the event the position of Delegate shall become permanently vacant due to death,
46 disqualification, disability or other cause, as determined by the Board of Directors, the
47 President, shall with the approval of the Board of Directors, appoint a replacement from the
48 ranks of Alternate Delegates to complete the unexpired portion of the term of office. A
49 vacancy in the position of Alternate Delegate shall be filled by appointment of the President,
50 with the approval of the Board of Directors.

1
2 **Section 4.00. DUTIES.**

3 Delegates shall faithfully attend all sessions of the House of Delegates of the
4 Oklahoma State Medical Association and carefully deliberate all matters brought to their
5 attention. They shall follow the instructions and wishes of the Tulsa County Medical Society
6 in all actions before the House of Delegates, and in all other matters shall represent the best
7 interest of the Tulsa County Medical Society. Any Alternate Delegate may serve for any
8 Delegate.
9

10 **Section 5.00. MEETINGS.**

11 The President shall call a caucus of Delegates prior to the annual meeting of the
12 House of Delegates of the Oklahoma State Medical Association each year. The President
13 shall call additional meetings of the Delegates as the occasion shall require.
14

15 **CHAPTER SIX. MEETINGS.**

16
17 **Section 1.00. ANNUAL BUSINESS MEETING.**

18 The Annual Business Meeting of the Tulsa County Medical Society shall be held
19 during the last sixty (60) days of the year for the purpose of transacting official business
20 including certification of election results. The Board of Directors shall fix the date, time and
21 place of such meeting, and give notice to the membership.
22

23 **Section 2.00. MEMBERSHIP MEETINGS.**

24 The Board of Directors shall be empowered to determine the number of membership
25 meetings, and shall fix the date, time and place of each meeting. Notice of each meeting
26 shall be given in advance to the membership.
27

28 **Section 3.00. SPECIAL MEETINGS.**

29 The Board of Directors shall be empowered to call a special meeting of the Tulsa
30 County Medical Society providing that notice is given in writing to the membership. The
31 notice shall state the purpose of the special meeting, and no business shall be transacted
32 other than the business for which the special meeting has been called. Upon written request
33 of ten (10) per cent of the Active voting members of the Tulsa County Medical Society, filed
34 with the President, the Board of Directors shall call a special meeting.
35

36 **Section 4.00. QUORUM.**

37 Five (5) per cent of the members eligible to vote shall constitute a quorum for the legal
38 transaction of business of the Tulsa County Medical Society.
39

40 **CHAPTER SEVEN. DUES AND ASSESSMENTS.**

41
42 **Section 1.00. DUES AND ASSESSMENTS.**

43 The annual dues of the Tulsa County Medical Society shall be set by action of the
44 Board of Directors and approved by the membership for the calendar year following. The
45 recommendations of the Board shall be accompanied by a tentative budget showing the
46 contemplated amounts of income and disbursements. The levy of dues and assessments
47 may include the annual membership dues of the Oklahoma State Medical Association and
48 the American Medical Association.
49
50

1 **Section 2.00. PAYMENT OF DUES.**

2 Dues for the current year shall become due and payable on the first day of January.
3 The Board of Directors may, at its discretion, authorize the payment of dues in installments of
4 specified amounts on specified dates.
5

6 **Section 3.00. FORFEITURE.**

7 Failure of a member to pay dues by March 31, after review by the Board of Directors,
8 shall result in termination of membership as of that date. At the discretion of the Board of
9 Directors, the terminated physician may be required to reapply for membership, following the
10 usual application process as set forth in Chapter I of the Bylaws. Payment of full or pro-rated
11 dues may be required by the Board of Directors as a condition of membership reinstatement.
12

13 **Section 4.00. SPECIAL ASSESSMENTS.**

14 A special assessment or assessments may be levied upon the membership in addition
15 to the regular dues, and said assessments occupy the same relative status as dues. The
16 Board of Directors, or any Active Member, may propose to the membership any special
17 assessment, stating in writing the purpose of the assessment. A proposed assessment may
18 be voted upon at any regular or special meeting of the Tulsa County Medical Society,
19 providing that a written copy of the proposed assessment, stating the amount and purpose of
20 the assessment, shall have been sent to all members of the Society at least seven days
21 before same is to be acted upon. A two-thirds vote of the members present and voting shall
22 be required to levy a special assessment. Unless otherwise provided for in enabling motions,
23 the Board of Directors shall fix the date on which the unpaid assessments shall become
24 delinquent, providing that it is not less than sixty days from the date of approval of the
25 assessments by the membership.
26

27 **4.01. EFFECT OF NON-PAYMENT OF ASSESSMENTS.**

28 A member, who shall fail to pay a special assessment by the date fixed in the enabling
29 motions of the membership or by the Board of Directors, shall be suspended, after review by
30 the Board of Directors, from membership. A suspended member who has not paid the
31 assessment by the end of the 60th day after suspension shall, after review by the Board of
32 Directors, be expelled from membership.
33

34 **Section 5.00. EXEMPTIONS.**

35 **5.01. COMPLETE EXEMPTION.**

36 The following classifications of members shall be completely exempted from payment
37 of dues and assessments: (a) Life Members; (b) Active Dues Exempt.; and (c) Honorary
38 Members.
39

40 **5.02. DEFERMENT.**

41 Payment of dues and special assessments by a member may be deferred or
42 postponed for specified lengths of time by action of the Board of Directors, providing that the
43 member has made a written request for deferment or postponement of payment, stating the
44 reasons for the requested deferment or postponement.
45

46 **Section 6.00. APPORTIONMENT.**

47 Dues for physicians who submit an application for membership after July 1st will be
48 pro-rated for one-half year. Dues of the Oklahoma State Medical Association and the
49

1 American Medical Association shall be apportioned in accordance with the conditions set
2 forth in the Bylaws of the Oklahoma State Medical Association.

3
4 **Section 7.00. REFUNDS.**

5 Special assessments are not refundable. When a member who has paid the full
6 amount of annual dues shall leave Tulsa County or otherwise change his/her membership
7 classification during the first six months of the calendar year, January 1 to June 30, he/she
8 may request and receive a refund of one-half the amount of dues to the Tulsa County
9 Medical Society. Members leaving Tulsa County or otherwise changing their membership
10 classification during the last half of the year, July 1 to December 31 are not entitled to a
11 refund of Society dues. Requests for refund of dues paid to the Oklahoma State Medical
12 Association and American Medical Association shall be made directly to the Oklahoma State
13 Medical Association, and shall be governed by the conditions set forth in the Bylaws of that
14 organization.

15
16 **Section 8.00. DUES AND ASSESSMENTS OF THE OKLAHOMA STATE MEDICAL**
17 **ASSOCIATION.**

18
19 All Active Members of the Tulsa County Medical Society shall pay dues and
20 assessments levied by the Oklahoma State Medical Association. Such dues and
21 assessments shall be collected in the manner as Tulsa County Medical Society dues and
22 assessments, unless otherwise specified by the Bylaws or other official actions of OSMA.
23 Failure to pay Oklahoma State Medical Association dues and assessments shall result in
24 suspension or termination of Tulsa County Medical Society membership under the same
25 conditions as failure to pay dues and assessments of the Tulsa County Medical Society.

26
27 **Section 9.00. OTHER INCOME.**

28 Receipts from incidental agencies, bureaus, publications and other projects, as well as
29 gifts, may be used, at the discretion of the Board of Directors, to promote the general welfare
30 of the Tulsa County Medical Society.

31
32 **Section 10.00. FUNDS, DEPOSITORY AND AUDITING.**

33 The funds of the Tulsa County Medical Society shall be kept in such depository or
34 depositories as the Board of Directors may select. Surplus funds of the Tulsa County
35 Medical Society may be prudently invested to earn interest or dividend income. The books
36 and records of the Tulsa County Medical Society and its agencies and bureaus shall be
37 overseen on a regular basis by a Certified Public Accountant that is employed by or
38 contracted with TCMS. The Executive Director and the CPA shall ensure that all appropriate
39 paperwork is filed with the IRS annually. The Board of Directors shall be authorized to require
40 a fidelity bond upon such officers and employees as it may decide, and the premium for such
41 bond shall be paid by the Tulsa County Medical Society.

42
43 **CHAPTER EIGHT. RULES.**

44
45 **Section 1.00.** The deliberations of Tulsa County Medical Society shall be governed
46 by parliamentary usage as contained in the current edition of Robert's Rules of Order.

47
48
49 **CHAPTER NINE. EMPLOYEES.**
50

1 **Section 1.00. EMPLOYEES.**

2 The Tulsa County Medical Society shall have authority to employ full-time and part-
3 time employees under the conditions set forth herein.
4

5 **1.01. EXECUTIVE DIRECTOR.**

6 The Board of Directors shall have authority to employ a full-time Executive Director.
7 He/she shall attempt to create a feeling of good will toward the medical profession as a whole
8 and toward individual members. He/she shall manage the business of the Tulsa County
9 Medical Society and perform such other duties as are assigned to him/her by the Board of
10 Directors. The salary of the Executive Director shall be reviewed annually and incorporated
11 into the annual budget for approval by the membership. He/she shall enjoy tenure as long as
12 his/her services are acceptable to the Board of Directors and the membership.
13

14 **1.02. OTHER EMPLOYEES.**

15 The Executive Director shall be empowered to employ other full-time and/or part-time
16 personnel to assist him/her in the performance of his/her duties. The Board of Directors shall
17 prescribe the number of such employees and approve the amount of salary paid to them.
18 The Executive Director shall be responsible for the personnel under his/her direction.
19

20 **1.03. CONDITION OF EMPLOYMENT.**

21 The Board of Directors shall have the authority to prescribe rules and regulations
22 governing employees.
23

24
25 **CHAPTER TEN. COMMITTEES.**
26

27 **Section 1.00. STANDING COMMITTEES.**

28 It shall be mandatory that the following permanent and standing committees of the
29 Tulsa County Medical Society shall exist and perform the functions set forth herein: (a)
30 Constitution and Bylaws, (b) Grievance, (c) Ethics, (d) Judicial Review, and (e) Nominating.
31

32 **1.01. CONSTITUTION AND BYLAWS.**

33 The Constitution and Bylaws Committee shall formulate and recommend amendments
34 to the Constitution and Bylaws as are necessary to maintain it as an instrument effective for
35 the efficient governing and operation of the Tulsa County Medical Society. It shall also
36 review all proposed amendments and report on same in open meetings at which such
37 proposed amendments are to be considered by the membership.
38

39 **1.02. GRIEVANCE COMMITTEE.**

40 The Grievance Committee shall be composed of the five Immediate Past-Presidents of
41 the Tulsa County Medical Society. In the event that members of the Committee are not
42 immediately available to perform the functions of the Committee, because of conflicts of
43 interest or other reasons, temporary members may be appointed from the membership at
44 large by the President to perform Committee functions. The Committee may appoint
45 physicians or laypersons as Consultants or Advisers as necessary. Consultants and
46 Advisers shall not vote.
47

48 (a). The function of the Grievance Committee shall be to receive complaints from any
49 source concerning the ethical and/or professional activities of members of Tulsa

1 County Medical Society. The Grievance Committee may consult the Board of
2 Directors, Committee on Ethics or other appropriate committees for guidance.

3
4 (b). The Grievance Committee shall screen, review and attempt to mediate the
5 complaints, as appropriate, pursuant to rules and procedures adopted by the
6 Grievance Committee and approved by the Board of Directors of Tulsa County
7 Medical Society.

8
9 (c). The Grievance Committee shall make every effort to resolve differences between
10 the complainant and the accused in a manner mutually agreeable to both parties. It
11 shall have the right to recommend corrective action on the part of the accused
12 physician, and to require evidence of compliance within a reasonable period of time.

13
14 (d). The Grievance Committee may refer a member, for discipline, to the Board of
15 Censors of Tulsa County Medical Society.

16
17 (e). Full cooperation with the Grievance Committee is mandatory upon every member
18 of the Tulsa County Medical Society, and willful failure to appear when summoned, or
19 willful failure to otherwise cooperate, shall be considered cause for the Grievance
20 Committee to refer a record of such conduct to the Board of Censors with
21 recommendations for disciplinary action.

22 23 **1.03. ETHICS COMMITTEE.**

24 The Ethics Committee shall act as an advisory body to the officers, Board of Directors,
25 Board of Censors, Grievance Committee, Judicial Review Committee, and all individual
26 members on questions and matters of ethics, as appropriate, pursuant to rules and
27 procedures adopted by the Committee on Ethics and approved by the Board of Directors. It
28 shall interpret the Principles of Ethics of the American Medical Association. The Committee
29 shall have the authority to investigate any situation, which reflects upon the integrity of the
30 profession, or any individual member. It may establish rules, guidelines, and interpretations
31 of ethics at the local level for the benefit and guidance of members.

32 33 **1.04. JUDICIAL REVIEW COMMITTEE.**

34 The Judicial Review Committee shall comprise nine (9) members appointed by the
35 President. In the event that members of the Committee are not immediately available to
36 perform the functions of the Committee, because of conflicts of interest or other reasons,
37 temporary members may be appointed from the membership at large by the President to
38 perform Committee functions.

39
40 The function of the Judicial Review Committee shall be to provide appellate review of
41 any final decision of the Board of Censors and/or Board of Directors.

42
43 The hearings provided by the Judicial Review Committee shall be conducted pursuant
44 to the rules and procedures adopted by the Committee and approved by the Board of
45 Directors of the Tulsa County Medical Society.

46 47 **1.05. NOMINATING COMMITTEE.**

48 The Nominating Committee shall make one or more nominations for all Officers,
49 Directors, Censors, Delegates and Alternate Delegates to be elected. A final slate of its
50 nominations shall be sent to the membership at least 45 days in advance of the annual

1 business meeting. It shall meet at call of the Chair as required to make nominations for
2 vacancies, as provided by the Bylaws.

3
4 The Nominating Committee shall be composed of at least seven members including
5 the Immediate Past-President (who shall serve as Chair of the Committee), the President, the
6 President-Elect, two members of the Board of Censors and two Directors elected by the
7 Board of Directors. The President may appoint additional members as may be required to
8 conduct business.

9
10 **Section 2.00. OTHER COMMITTEES.**

11 The President shall be empowered, with the approval of the Board of Directors, to
12 create such other committees as are necessary for the efficient operation of the Tulsa County
13 Medical Society. Such committees shall continue in effect and operation until discontinued
14 by action of the Board of Directors.

15
16 **Section 3.00. TENURE.**

17 Each committee member shall serve a term of one year, except as otherwise provided
18 in these Bylaws.

19
20 **Section 4.00. REPORTS.**

21 All committees shall be responsible to the Board of Directors, and shall perform such
22 functions and duties assigned to them by the Board of Directors. Each committee shall, at
23 the request of the Board of Directors, render a written report of current activity.

24
25
26 **CHAPTER ELEVEN. AMENDMENTS.**

27
28 **Section 1.00.**

29 These Bylaws may be amended at any regular or special meeting of the Tulsa County
30 Medical Society or via electronic means, i.e. email, Fax, etc., by a two-thirds affirmative vote
31 of the members. Any member may introduce an amendment, or it may be introduced by
32 resolution of the Constitution and Bylaws Committee or by the Board of Directors as provided
33 by the Bylaws. Any amendments introduced will be reviewed by the Constitution and Bylaws
34 Committee prior to the general vote of the membership. The Committee may recommend
35 that the amendment be adopted, rejected or make no recommendation.

36
37 **CHAPTER TWELVE. EFFECT AND PRESERVATION.**

38
39 These Bylaws as herein codified and amended shall be in effect from the moment of
40 their legal adoption by the Tulsa County Medical Society.

41
42
43 **Adopted November 17, 2010**
44
45