

BYLAWS

CALIFORNIA SOCIETY

OF

PHYSICAL MEDICINE AND REHABILITATION

Revised and adopted May, 2004

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BYLAWS OF THE CALIFORNIA SOCIETY OF PHYSICAL MEDICINE AND REHABILITATION

A Corporation Chartered Under the Laws of the State of California

ARTICLE 1.0 NAME

This Society shall be known as THE CALIFORNIA SOCIETY OF PHYSICAL MEDICINE AND REHABILITATION, hereafter referred to as the Society.

ARTICLE 2.0 PURPOSES and OBJECTIVES

The purposes and objectives of this Society are:

- To unify all qualified Physiatrists in California into a representative organization;
- To promote the science and art of Physical Medicine and Rehabilitation;
- To secure the highest standards of practice of the specialty;
- To seek the betterment of the individual member of this Society, and to protect the member's interests within the structure of the Constitution and Bylaws of this corporation;
- To study the scientific, socioeconomic and political aspects of medicine impacting the specialty of Physical Medicine and Rehabilitation; and
- To cooperate with organizations of similar purposes and to complement and supplement the aims and activities of the American Academy of Physical Medicine and Rehabilitation; and
- To enable physiatrists to practice the highest quality of patient care throughout their professional careers by providing recurring opportunities for high quality continuing medical education.

This Society is a non-profit corporation. All of the income, revenue, and earnings from and/or principal and corpus of the assets of the Society, unless otherwise limited, shall be held, used, managed, devoted, expended and applied in the expression and judgment of the Board of Directors to carry out the objectives and purposes of the Society and without profit, directly or indirectly, to any member of the Society.

ARTICLE 3.0 ETHICS

The Principles of Medical Ethics of the American Medical Association in force at the time of the adoption of these Bylaws, and as they may from time to time thereafter be amended by the American Medical Association, are the Principles of Medical Ethics of the Society.

ARTICLE 4.0 MEMBERSHIP

4.01 CLASSES OF MEMBERS

Membership in this Society is a privilege and not a right and is contingent upon compliance with the requirements specified in these Bylaws. No person shall be accepted or continued as a member of this Society unless that person is of good moral character and adheres to the traditionally high ethical standards of the medical profession and is practicing in accordance with the principles of this Society. Membership is open to all eligible individuals regardless of age, race, creed, national origin, sex or disability. The Society is composed of six classes of members with the qualifications, rights and duties hereinafter stated:

1. Active members
2. Associate members
3. Resident members
4. Emeritus members
5. Affiliate members
6. Honorary members
7. Friend of the Society
8. Sustaining Member

4.02 MEMBERSHIP REQUIREMENTS

The requirements for eligibility in the various categories of membership are described in Sections 4.021 through 4.028.

4.021 Active Member

A doctor of medicine or osteopathy who is actively engaged in the practice of the medical specialty of physical medicine and rehabilitation, whose location of principal professional activity is in the State of California, who is currently authorized to practice medicine in the State of California (either through licensure by the State of California or by applicable Federal law), and who is a Diplomat of the American Board of Physical Medicine and Rehabilitation.

An Associate member, upon successful completion of Part 2 of the examination of the American Board of Physical Medicine and Rehabilitation shall have his/her name automatically submitted to the membership for election to Active member status.

4.022 Associate Member

A doctor of medicine or osteopathy who is engaged in the practice of the medical specialty of physical medicine and rehabilitation, whose location of principal professional activity is in the State of California, who is currently authorized to practice medicine in the State of California (either through licensure by the State of California or by applicable Federal law), and who has passed Part 1 of the examination of the American Board of Physical Medicine and Rehabilitation.

A Resident member, upon successful completion of Part 1 of the examination of the American Board of Physical Medicine and Rehabilitation, shall have his/her name automatically submitted to the membership for election to Associate membership.

In exceptional circumstances, the Board of Directors may authorize the substitution of a minimum of six (6) years of full-time practice of Physical Medicine and Rehabilitation in lieu of formal training and successful completion of Part 1 of the examination of the American Board of Physical Medicine and Rehabilitation.

4.023 Resident Member

To be eligible for nomination to Resident membership, a person must be a full time resident in training in an approved residency program in physical medicine and rehabilitation, an approved residency program in a related medical specialty as part of a combined residency program, or a full time physician in an approved program studying for a graduate degree related to training in physical medicine and rehabilitation.

Limitation of Duration of Resident Membership: To qualify for renewal of a Resident membership, a person must continue in, or be within one year beyond completion of, an approved residency program or a graduate program studying for a graduate degree related to training in Physical Medicine and Rehabilitation.

4.024 Emeritus Member

An Emeritus member is a physician who has been an Active member of this Society for ten consecutive years or more, and who has retired from the practice of medicine. The Board of Directors, may at its discretion, modify these requirements. Emeritus membership terminates upon resumption of professional activity in physical medicine and rehabilitation, in which case the individual's previous status will be reinstated upon payment of appropriate dues.

4.025 Affiliate Member

An Affiliate member shall be any physician who meets all the requirements of active membership, except for the requirement for location of principal professional activity within the State of California, or any physician or scientist who is making a significant contribution to the advancement and/or practice of the specialty, as determined by the Board of Directors, but who does not qualify for active, associate or honorary membership.

4.026 Honorary Member

An Honorary member is any person who has performed a service in the field of physical medicine and rehabilitation that has been outstanding or unique resulting in national or international recognition and who is not eligible to be an Active member, Associate member, Resident member, or Emeritus member.

4.027 Friend of the Society

A Friend of the Society member can include a company such as pharmacological, equipment (monitoring and/or durable medical equipment), or educational, a group of attorneys, nurses, physical therapists, occupational therapists, clinical administrators, adjusters and others having an interest in the Society.

4.028 Sustaining Member

A sustaining member is an Active member who makes an extra annual commitment of support to the Society. Annual dues are determined by the Board of Directors and the member paying this amount would be eligible for a free registration fee to attend the Annual Meeting.

4.03 STATUS UNCHANGED

There shall be no change in the status of any member of this Society in good standing at the time of the adoption of these Bylaws, or of any amendments to or changes of these Bylaws, solely by reason of their adoption, any provision in these Bylaws notwithstanding.

4.04 LOCATION OF PRINCIPAL PROFESSIONAL ACTIVITY

The term "location of principal professional activity" is defined as that place where the member's greatest professional activities take place, as distinguished from the member's place of residence or location of temporary or other professional pursuits.

In the event of uncertainty or dispute as to the location of principal professional activity, the matter shall be referred to the Membership Committee of this Society for ruling, and its decision shall be final.

4.05 APPLICATIONS FOR MEMBERSHIP

Forms for application for membership may be obtained from the Secretary of this Society. All applications for membership shall be submitted on a form approved by this Society, and forwarded to the Executive Director of this Society.

Applications for membership are to be processed and reviewed by the Executive Director, then sent to the Membership Committee for determination as to eligibility for membership.

If the Membership Committee disapproves the application for membership, it must notify the applicant in writing within 7 days of such decision, and must further notify the applicant in that same document of the right to appeal the rejection of application for membership as set forth in Sections 4.07 *et seq.* of these Bylaws. As provided for in Section 4.071, the applicant shall have ninety (90) days from such notification within which to perfect an appeal to the Board of Directors.

4.051 Application Fee

An application fee, in the amount determined by the Board of Directors, shall accompany the application form. Application fees are not refundable. Applicants for Resident or Emeritus category of membership shall not be required to pay an application fee. There will be no application fee, dues, or assessment for the category of Honorary membership.

4.052 Publications

On receipt of a completed application form, properly endorsed and accompanied by the application fee, and until final action is taken on the application, the applicant shall be entitled to receive all publications of this Society that are routinely forwarded to the members of this Society.

4.053 Endorsement of Applications

Applications for Active, Associate and Affiliate membership shall be endorsed by two voting members of this Society who are personally acquainted with the applicant, or shall provide:

confirmation that the applicant is a Diplomate of the American Board of Physical Medicine and Rehabilitation; or

confirmation of completion of an ACGME accredited physical medicine and rehabilitation residency and either 1) a reference from a voting member of another State Society of PM&R, 2) a reference from a Fellow of the American Academy of Physical Medicine and Rehabilitation, or 3) evidence of membership in good standing of a California county medical society.

An application for Resident membership shall be endorsed by the director of the training program of the applicant.

Applications for Emeritus membership shall be endorsed by the Associate District Director of the district in which the applicant resides. Reinstatement to Active, Affiliate or Associate membership shall likewise be endorsed by the Associate District Director.

4.06 NOMINATION AND ELECTION

The process for nomination and election to membership is described in Sections 4.061 through 4.062.

4.061 Active, Associate, Resident, Emeritus, and Affiliate Members

Upon favorable review of the candidate's application and credentials and receipt of the initiation fee, when applicable, the nominee's name is submitted to the Board of Directors at the next meeting of the Board. A nominee is elected by the favorable vote of two-thirds of the Board members present and voting.

4.062 Honorary Members

Nominations for honorary membership shall be in writing and forwarded to the Membership Committee. Such nominations shall specifically set forth the qualifications of the candidate and be supported by the signature of three Active members of this Society who are personally acquainted with the candidate. The Membership Committee shall submit the nomination, with its recommendations, to the Board of Directors. A two-thirds vote of the Board of Directors is necessary for election to honorary membership. Such approval is announced to the membership at the next Annual Meeting of the Society.

4.063 Publication

The names of all new members in the Active, Associate Resident, Affiliate, and Emeritus membership categories, and their sponsors, shall be published in the newsletter of this Society.

4.07 REJECTION OF APPLICATION

An applicant whose application for membership in this Society is disapproved by the Membership Committee, may appeal to the Board of Directors of this Society. However, this appeal must be made within ninety (90) days of the applicant's receipt of notice of rejection.

4.071 Notice

Within said ninety (90) day period, the applicant shall forward a written notice of appeal to the Secretary of this Society, who will refer the matter to the Judicial Committee of this Society.

4.072 Investigation

The Judicial Committee shall:

Request the Membership Committee furnish a written statement detailing the reasons for its ruling within twenty (20) days of the written notice of appeal;

Make a copy of the Membership Committee's statement available to the applicant upon receipt;
Request the applicant furnish a written statement within twenty (20) days of receipt of the Membership Committee's statement detailing any grounds for appeal, together with such documentary material as the applicant deems necessary; and
Make such other investigations as it deems necessary and proper.

4.073 Hearing

The Judicial Committee shall afford the applicant the opportunity to be heard. Both the applicant and the Membership Committee of this Society are entitled to legal counsel. Legal counsel appearing on behalf of applicant seeking the hearing becomes the direct and total financial responsibility of the applicant.

4.074 Report

The Judicial Committee shall make a written report to the Board of Directors of this Society, stating its findings of fact and its specific recommendations.

4.075 Action

The Board of Directors of this Society shall review the findings and recommendations of the Judicial Committee, and make its ruling by a vote of two-thirds majority. The decision of the Board of Directors is final.

4.08 CENSURE, SUSPENSION, EXPULSION

A member of this Society may be censured, suspended or expelled for good cause.

4.081 Causes

- a. Expulsion from the American Academy of Physical Medicine and Rehabilitation.
- b. Revocation or suspension of license to practice medicine by a regularly constituted state authority.
- c. Conviction in a court of law of a felony or an offense involving moral turpitude.
- d. Failure to abide by the provisions of these Bylaws.

4.082 Investigation

The Membership Committee of this Society shall investigate any cause or claim which comes to its attention concerning the censure, suspension or expulsion of a member of this Society. All complaints of any kind or nature from any source, shall be referred to the Membership Committee. After survey of any cause or claim, the Membership Committee shall take action.

If the Membership Committee censures, suspends or expels a member of this Society, that member shall be immediately notified in writing by the Membership Committee of its action. In the same notice, the Membership Committee shall notify the member of the right to appeal from the action of the Committee contained in Article 4.083, *et seq.* of these Bylaws.

4.083 Appeal of Censure, Suspension or Expulsion

A member of this Society who is censured, suspended or expelled by the Membership Committee after due consideration by the Committee, may appeal to the Board of Directors of this Society as is provided in the following Article so long as said appeal is filed within ninety (90) days of the member's receipt of notice of censure, suspension or expulsion.

4.084 Notice

Within said ninety (90) day period, the member shall forward a written notice of appeal to the Secretary of this Society who will refer the matter to the Judicial Committee of this Society.

4.085 Investigation

The Judicial Committee shall:

Request the Membership Committee furnish a written statement detailing the reasons for its ruling within twenty (20) days of the written notice of appeal;

Make a copy of the Membership Committee's statement available to the member upon receipt;

Request the member furnish a written statement within twenty (20) days of receipt of the Membership Committee's statement detailing any grounds for appeal, together with such documentary material as the member deems necessary; and

Make such other investigations as it deems necessary and proper.

The member shall be notified by the Judicial Committee in writing of the right of appeal and that such written statement must be furnished to the Judicial Committee within twenty (20) days. The failure of the member to provide the Judicial Committee with such written statement shall terminate the right of appeal.

4.086 Hearing

The Judicial Committee shall afford the member an opportunity to be heard. Both the member and the Society are entitled to legal counsel. Legal counsel appearing on behalf of the member seeking an appeal from censure, suspension or expulsion, shall be the direct financial responsibility and total responsibility of the member.

4.087 Report

The Judicial Committee shall make a written report to the Board of Directors of this Society stating its findings of fact and its specific recommendation concerning the censure, suspension or expulsion of the member.

4.088 Action

The Board of Directors of this Society shall review the findings and recommendations of the Judicial Committee and make its ruling by a vote of two-thirds majority. The decision of the Board of Directors shall be final concerning action involving suspension, censure, or expulsion.

4.09 EFFECT OF SUSPENSION AND EXPULSION

Suspension or expulsion of a member of this Society affects membership as follows:

4.091 Suspension

Suspension of a member shall be for a definite period of time and may, in the sole discretion of the Board of Directors, be commuted at any time.

During the period of suspension, the member is not entitled to exercise any of the rights or privileges of membership in this Society.

If the suspended member is an officer, trustee or member of the Judicial Committee of this Society, the Board of Directors may, at its discretion, declare the position vacant.

4.092 Expulsion

All rights and privileges of a member in this Society and its property cease upon expulsion or the termination of the person's membership pursuant to the provisions of Section 4.08 of these Bylaws.

Any position in this Society held by such member thereupon becomes vacant.

4.10 RE-APPLICATION

A member of this Society who has been dropped or expelled from membership pursuant to the provisions of Section 4.08 of these Bylaws, may make application for reinstatement, provided:

a. An application is made in the same manner as provided in these Bylaws for an original application for membership; and

b. One year has elapsed since the date the member was dropped or expelled, or since rejection of prior application for reinstatement.

4.11 ENROLLMENT

When a nominee has been approved for membership, the individual's name shall be enrolled on the Official Roster of this Society in the appropriate category of membership, and a certificate of membership forwarded to the applicant upon receipt of the appropriate annual assessment, when applicable.

4.12 RIGHTS AND DUTIES OF MEMBERS

The acceptance of membership in the California Society of Physical Medicine and Rehabilitation signifies an agreement to comply with all of the provisions of the Bylaws contained herein. Active members in good standing have the right to hold any office or honor within the gift of the Society; the right to vote; and the right to participate in the business meetings and scientific sessions of the Society. Associate members, Resident members, Emeritus members, Affiliate members and Honorary members in good standing have all rights and privileges of Active members except they shall not have the right to vote; nor the right to hold office or chair Standing Committees; no any right or title to any property of this Society.

4.13 REINSTATEMENT OR RESIGNED MEMBERS

Any former member who is professional in good standing, and whose resignation had been properly accepted, may apply for reinstatement. A new application is submitted to the Membership Committee for processing in the same manner as an initial application except that no initiation fee is required. The reinstatement fee is determined by the Board of Directors, but in no instance shall the amount exceed the total back dues and assessments since the date of resignation.

ARTICLE 5.0 MEETINGS

5.01 Annual Meetings

The Society shall hold an Annual Meeting. The specific time and place will be designated by the Board of Directors. Each annual meeting shall have two parts: (a) a business meeting and (b) an educational, scientific and social program.

5.02 Special Meetings

5.021 Who May Call

A Special Session of the Society may be called at any time during the year by the President upon the written request of no fewer than five (5) members of the Board of Directors or no less than ten percent (10%) of the Active members.

5.022 Time and Place

The specific time and place will be designated by the Board of Directors.

5.023 Limited Purposes

Notices of special meetings must state the purpose(s) of the meeting. The business transacted at a special meeting is limited to the purpose(s) stated in the notice.

5.03 NOTICES OF MEETINGS

Notices of business meetings shall be mailed to all members no less than five (5) and no more than forty (40) days before the date of the meeting.

5.04 QUORUM AND VOTING

Ten percent (10%) of the voting members of the Society shall constitute a quorum for conducting the business of the Society. Voting by proxy is not valid. Except as otherwise provided in these Bylaws, passage of a motion before the membership requires a favorable vote by two-thirds ($\frac{2}{3}$) of the Active members voting.

Any action that may be taken by the voting members at any regular or special business meeting may be presented to the members by the Board of Directors and decided by a mail ballot. To be valid, the number of votes cast by mail must equal or exceed ten percent (10%) of the voting members of the Society. Passage of a motion by mail ballot requires a favorable vote by two-thirds ($\frac{2}{3}$) of the eligible members voting.

ARTICLE 6.0 BOARD OF DIRECTORS

6.01 POWERS

The Board of Directors carries out the mandates and policies as determined by its members. Subject only to the provisions of the Articles of Incorporation and Bylaws and all resolutions and enactments of this organization, the Board has full and complete power and authority, including policy making power, where necessary, to perform all acts and to transact all business for or on behalf of the Society and to manage and conduct all the property, affairs, work and activities of the organization. Such authority may be delegated to such officers or members of the Board as the Board determines. The absolute power to resolve any and all contingencies not covered in these Bylaws shall rest with the Board of Directors.

6.02 COMPOSITION

The Board of Directors consists of the President, President-Elect, Vice-President, Secretary-Treasurer, Immediate Past President and a Representative from each District. Eligible members of the Society may only become members of the Board either by being elected to be an Officer of the Society or by being elected to be a District Representative.

6.03 QUALIFICATIONS

All members of the Board of Directors must be Active members of the Society in good standing.

6.04 ELECTION

All members of the Board of Directors, except the District Representatives, are elected as described in Article 7.03. Each year the Active members elect a President-Elect and a Vice President. A Secretary-Treasurer is elected in alternate (even numbered) years. Election of District officers and their duties as members of the Board of Directors, are described in Articles 9.0 through 9.052.

6.05 TENURE

The Officers of the Society serve on the Board of Directors during their tenure as Officers. The Immediate Past President serves for one year after completing a term as President. Each Board member serves until the close of the last business session of the Annual Meeting at the end of his or her respective term.

6.06 REGULAR MEETINGS

The Board of Directors shall hold regular meetings at least twice a year at such time as specified by the President. Written notice is sent to each member of the Board at least 30 calendar days in advance of the meeting.

6.07 SPECIAL MEETINGS

Special meetings may be called by the President as required or by written request of no fewer than five (5) members of the Board. Notice of a special meeting, preferably but not necessarily in writing, must be provided within a reasonable time in advance of the meeting and must contain the business to be transacted at such meeting. Special meetings may be conducted by telephone conference calls or similar devices.

6.08 QUORUM AND MAJORITY

A quorum of the Board of Directors shall be deemed to exist when the number of Directors present, or in continuous communications with all other Directors, exceeds fifty percent (50%) of the current number of Directors. Two-thirds ($\frac{2}{3}$) of the Directors present and eligible to vote constitutes a majority.

ARTICLE 7.0 STATE OFFICERS

7.01 OFFICERS

The Officers of the Society shall be the President, the President-Elect, the Vice-President, and the Secretary-Treasurer.

7.02 QUALIFICATIONS

To serve as an Officer of the Society, a person must be an Active member of the Society in good standing. To be eligible for election to the office of President-Elect, a person must have previously served at least two years on the Board of Directors.

7.03 ELECTION

Each year the Active members elect a President-Elect and a Vice President. A Secretary-Treasurer is elected in alternate (even numbered) years. The Officers shall be elected by a simple majority vote of a quorum of the Active members at the Annual Meeting of the Society. With the exception of the District Representatives, the Officers shall be elected from a list of nominees presented by the Nominating Committee to the members eligible to vote sixty (60) days before the first day of the Annual Meeting. Nominations may also be made directly from the membership by submission of the name(s) of the candidate(s) and a statement by each candidate indicating his or her willingness to serve. Such nominations must be delivered to the Chair of the Nominating Committee no later than forty-five (45) days before the first day of the Annual Meeting. Candidates must be active members who meet the requirements of the office as determined by these Bylaws. Nominations from the membership must include letters of support from three (3) members eligible to vote. The names of nominees submitted directly from the membership will be submitted to the members eligible to vote at least thirty (30) days before the Annual Meeting. All nominations shall be for positions to be vacant at the close of the Annual Meeting. The election shall be a special order of business conducted after the opening of the last business session of the Annual Meeting. If a quorum is not in attendance at the last business session of the Annual Meeting, the election shall be held by mail ballot following the procedures of Article 13.02, except the candidate for each office who receives the largest number of votes shall be elected. In case of a tie, the winner shall be decided by a random drawing. Voting by proxy is not valid.

7.04 TENURE

The Active members of the Society at the Annual Meeting elect the President-Elect and the Vice-President to serve a term of one Society year or until their successors are elected. For purposes of these Bylaws with the exception of Article 11.0, "one society year" shall be defined as beginning with the adjournment of the last business session of an Annual Meeting and ending with the adjournment of the corresponding portion of the subsequent Annual Meeting. The President-Elect serves as such until the Annual Meeting next ensuing after the election, and becomes President one year following his/her election, serving thereafter as President until his/her successor assumes the Presidency. The Active members of the Society at the Annual Meeting elect the Secretary-Treasurer to serve a term of two years. The Secretary-Treasurer assumes office at the close of the last business session of the Annual Meeting at which elected, and serves until the corresponding period two Annual Meetings hence. The Secretary-Treasurer is eligible for re-election to second and third consecutive two-year terms. The President, President-Elect, Vice-President and Secretary-Treasurer shall not hold more than one of these positions concurrently; however, these officers are not precluded from also serving as a District Director or Associate District Director. Members holding more than one voting position shall be entitled to cast only one vote.

7.05 VACANCIES

If during the elected term the President dies, resigns or becomes disqualified, the President-Elect succeeds to the office vacated, with all the prerogatives and duties pertaining to the office and retains that office for the term this person would normally serve as President. If the President-Elect dies, resigns or becomes disqualified, the Vice-President succeeds to the office vacated, with all the prerogatives and duties pertaining to the office. A vacancy caused by the death, resignation or disqualifications of any other officers, or a vacancy created by a contingency not herein provided may be filled by action of a two-thirds majority of the Board of

Directors until the next Annual Meeting at which time, if necessary, the Active members elect a member for the unexpired portion of the term.

7.06 RIGHTS AND DUTIES

7.061 President

The President presides at all meetings and gatherings of the Society and of the Board of Directors. The President has the responsibility for conducting the correspondence of the Society, appointing members to committees and approving committees. The President also provides guidance to the Executive Director in the day-to-day business management of the Society and in this capacity interprets Board policy to the Executive Director. The President performs such other duties and exercises such other rights as these Bylaws. Custom or parliamentary usage may require or as the Board of Directors directs.

7.062 President-Elect

The President-Elect assists the President in the discharge of the President's duties and presides at all meetings in the absence of the President. In case of the absence of both President and President-elect from meetings, the Vice-President presides.

7.063 Vice-President

The Vice-President assists the President in the discharge of his/her duties, and in the absence of the President-Elect assumes the duties of the President-Elect.

7.064 Secretary-Treasurer

The Secretary-Treasurer and through the Executive Director:

- a. Attends the annual and special session of the Society, keeps a correct and permanent record of the business meetings and transactions of the Society, presents the records and documents of the Society at all meetings, receives the reports of all committees and all papers immediately upon being read at the Annual Meeting and files them with the other transactions, subject to the order of the Board of Directors.
- b. Is the custodian of the books, records, manuscripts, papers, correspondence and seal of the Society.
- c. Keeps a current register of the members.
- d. During the Secretary-Treasurer's term of office, the Secretary-Treasurer completes all business in a timely manner and promptly relinquishes documents and papers to the successor at the expiration of the Secretary-Treasurer's term of office.
- e. Is custodian of all funds of every kind of the Society and is accountable for their safekeeping. Receives all fees, dues and assessments from applicants and members, and all money, including gifts, bequests, donations and grants belonging to the Society and deposits all such monies in the name of the Society in a banking institution approved by the Board of Directors. In like manner, the Secretary-Treasurer keeps a current, true and correct record of all receipts and all disbursements.
- f. Disburses the funds of the Society only for a proper purpose and as ordered by the Board of Directors, in accordance with the disbursement policies established by the Board. Executes a good a sufficient surety bond, the premium for which is paid by the Society, and determined by the Board of Directors.
- g. Prepares through the Executive Director a detailed report of all receipts and disbursements and of the financial condition of the Society and presents the same to the Board of Directors and to the Annual Meeting of the Society, which reports with the books and vouchers shall have been audited by order of the Board of Directors prior to the Annual Meeting.
- h. Faithfully performs the duties of the office in the manner set forthwith upon the expiration of the term of office, hands over to the elected successor in office, all money, papers, record books, or other property belonging to the Society.

7.07 IMPEACHMENT

Any officer or other elected or appointed official of this Society may be impeached and removed from office for good cause.

7.071 Charges

All charges of impeachment shall be in writing and directed to the Board of Directors of this Society. All charges shall be in detail and signed by at least ten (10) voting members of this Society, who agree in writing to substantiate their statements with documentary proof or to appear personally to substantiate said statements.

7.072 Notice

The Secretary of the Board of Directors shall mail a copy of the charges of impeachment to the accused official and file a copy thereof with the Judicial Committee of this Society.

7.073 Investigation

The Judicial Committee shall make such investigation and conduct such hearings as it deems advisable and appropriate, and shall afford the accused official the opportunity to present evidence and witnesses in behalf of the accused. Such official shall have the right to be represented by legal counsel, if desired, a his/her own expense.

7.074 Recommendations

The Judicial Committee shall report its recommendations to the Board of Directors within thirty (30) days after receipt of a copy of the charges from the Secretary of the Board of Directors.

7.075 Hearing

The Board of Directors has sole power to try all impeachment hearings. When the President is the accused official, the President-Elect shall preside. Within thirty (30) days after receipt of the recommendations of the Judicial Committee, the Board of Directors shall set a time and place for a hearing on the charges of impeachment. The Secretary of the Board of Directors shall give the accused official at least fifteen (15) days notice of the date, time and place of the hearing. At the hearing the accused official shall have the opportunity to speak, to present documents and witnesses, and may be represented by legal counsel at his/her own expense. Should the accused official fail to appear at the hearing, the Board of Directors may consider the matter on the basis of the charges, the report from the Judicial Committee, documentation, written statements of the official involved, and such other investigations as it deems necessary or proper.

7.076 Decision

If three-fourths ($\frac{3}{4}$) of the entire membership of the Board of Directors, by secret ballot, finds that just and sufficient cause for impeachment has been presented, the charges shall be considered to be sustained.

7.077 Effect

If impeachment charges are sustained, any elective or appointive position held by the accused official in this Society thereupon becomes vacant and disciplinary action may be taken in accordance with the provisions of Section 4.08 of the Bylaws.

ARTICLE 8.0 EXECUTIVE DIRECTOR**8.01 DUTIES**

The Executive Director acts in the capacity of the business manager for the Society and its official publication and in that capacity is responsible for the day-to-day business of the Society including having charge of the Annual Meeting. The Executive Director has the responsibility for countersigning checks and executing all documents unless the Board of Directors by resolution provides otherwise. The Executive Director is subject to the authority of the Board of Directors and to the President acting for the Board.

8.02 APPOINTMENT AND REMOVAL

The Board of Directors shall have the responsibility for both the appointment and the removal of the Executive Director. Annually the Board of Directors will review and evaluate the performance of the Executive Director.

ARTICLE 9.0 DISTRICT DIRECTORS

Each district shall elect a District Director and an Associate District Director to act as liaisons between the District and the Society. Each District shall be represented on the Board of Directors by a District Representative, who shall be the District Director or, in his/her absence, by the Associate District Director.

9.01 QUALIFICATIONS

Officers of the Districts must be Active members in good standing.

9.02 ELECTION

The District Officers are to be elected at a regular meeting of the District and shall be elected by a majority vote of the Active members of that District who are present. The District Officers shall be elected from nominations made from the floor. Members of the District shall be given notice by mail, newsletter, or electronic communications at least ten (10) days prior to such an election.

9.03 TENURE

The District Directors and Associate District Director each serve a term of two (2) Society years or until their successors are elected. They assume office at the close of the last business session of the Annual Meeting following their election, and serve until the close of the last business session of the Annual Meeting at the end of their terms. Each District Director and Associate District Director is eligible for re-election to a second consecutive two-year term.

9.04 VACANCIES

If, during an elected term, a District Director or Associate District Director dies, resigns or becomes disqualified, the active members of that District shall hold a special election at a regular or special meeting of the District. Nominations shall be made from the floor. Members of the District shall be given notice by mail, newsletter, or electronic communications at least ten (10) days prior to a special election. The successful candidate shall serve the unexpired portion of the term and his/her name shall be published in the next issue of the Society newsletter.

9.05 RIGHTS AND DUTIES

9.051 District Director

The District Director presides at all meetings of his/her District. The District Director has the responsibility for appointing members to District committees and approving committees. The District Director also acts as liaison to the Society President and Executive Director in matters that affect members of his/her District. The District Director performs such other duties and exercises such other rights as these Bylaws, custom or parliamentary usage may require or as the Board of Directors directs. The District Director serves as the District Representative on the Society's Board of Directors.

9.052 Associate District Director

The Associate District Director conducts the correspondence of the District in the absence of the District Director, attends the meetings and gatherings of the District, keeps a correct and permanent record of the business of the District, presents the records and documents of the District at all District meetings, and forwards reports of the activities and expenses of the District to the Executive Director and Board of Directors, as directed. The Associate District Director keeps a current register of the members of the District. During the Associate District Director's term of office, he/she completes all business in a timely manner and promptly relinquishes documents and papers to his/her successor at the expiration of his/her term of office. In the absence of, and when requested by the District Director, the Associate District Director also assumes the rights and duties of that office.

ARTICLE 10.0 FORMATION AND DISSOLUTION OF DISTRICTS

10.01 FORMATION OF NEW DISTRICTS

10.011 Procedure

A new District may be formed after approval by the Board of Directors of a written request to the Board signed by at least ten (10) Active Society members in good standing who chose to affiliate with that District. The written request will identify a District Director and an Associate District Director who have been elected by a majority of the petitioners.

10.012 Geographic Location

No more than one District will be located in each County of the State of California. However, more than one contiguous county may be included in a given District.

10.013 Activation

A new District shall be formed and formally recognized at the commencement of the first Annual Meeting following the approval of the Board. At this time, the new District Representative shall take office as a full member of the Board.

10.02 DISTRICT DISSOLUTION

If the number of Active member affiliates of a District falls below ten (10) for two consecutive Society years, that District will cease to exist at the end of the Annual Meeting of the second year. Society members who are affiliated with that district will affiliate with another District or remain unaffiliated.

10.03 DISTRICT SUBDIVISION

If at least ten (10) members of a District, which encompasses more than one county, wish to create a new District within one of those counties, they may apply to do so by following the procedure of Section 10.011. The Board of Directors may deny such application, however, if approval would result in a decrease in the number of Active members remaining affiliated with the former District below ten (10).

10.04 DISTRICT AFFILIATION

Each member is free to affiliate with any single District he/she chooses or to maintain no District affiliation. Selection of initial District affiliation will be made at the time of Society membership application. District affiliation may be changed at the time of membership renewal, upon formation of a new District, or upon dissolution of the District with which the member is currently affiliated. Requests for affiliation change will be by written or facsimile communication with the Society Secretary-Treasurer.

10.05 DISTRICT MEETINGS

Each district shall conduct a minimum of two (2) meetings each Society year, and a written summary of these meetings shall be submitted to the Society's Secretary-Treasurer.

ARTICLE 11.0 FUNDS AND EXPENDITURES

11.01 FUNDS

Funds of this Society are derived from the following sources:

11.011 Annual Assessments

An annual per capita assessment for each category of membership shall be recommended by the Board of Directors consistent with the provisions of these Bylaws and approved by a majority of Active members present and voting at the Annual Meeting of the Society.

11.0111 Active, Affiliate, and Associate Members

The amount of the annual assessment shall be determined by the Board of Directors and approved by members at the Annual Meeting.

11.0112 Honorary Members

Honorary members shall not be required to pay annual assessments.

11.0113 Resident Members

Resident members shall be assessed annual dues at a rate determined by the Board of Directors, not to exceed fifty percent (50%) of that paid by Affiliate members.

11.0114 Emeritus Members

Emeritus members shall be assessed annual dues at a rate determined by the Board of Directors, not to exceed twenty percent (20%) of that paid by Affiliate members.

11.0115 New Members

An application fee will be required in accordance with Section 4.051. The initial assessment of dues for a new member shall be prorated on a monthly basis. Any one day of a calendar month shall be considered a complete month.

11.02 PAYMENT OF ANNUAL ASSESSMENT

Each member of this Society shall pay the annual assessment appropriate to his/her category of membership.

11.021 Dues

Annual assessments are due payable on January 1 of each year and are delinquent on March 31. All rights and privileges of membership in the Society shall be suspended until delinquent assessments have been paid in full. Any member whose dues remain unpaid on May 1 shall be deemed to have resigned.

11.022 Special Assessments

Additional funds may be raised by special assessments approved by the Board of Directors in accordance with the procedures of Section 6.08 and by the Society members in accordance with the procedures of Section 5.04.

11.023 Other Sources

Funds may be derived from voluntary contributions, bequests, income from publications of this Society, and any other source approved by the Board of Directors.

11.03 EXPENDITURES

Expenditures of funds of this Society shall be made in the following manner:

11.031 Authority

Funds may be expended by the Board of Directors:

- a. Within the limits of the approved annual budget.
- b. In accordance with the authorizations and within the limitations provided in these Bylaws.

11.032 Payment

Checks issued by this Society must bear the signature of the Secretary-Treasurer or President of this Society; provided, however, that the Board of Directors may authorize the Executive Director to sign checks within limits designated by the Board.

11.04 ACCOUNTING PRACTICES

Accounting practices of the Society shall conform with Generally Accepted Accounting Principles.

11.05 BONDS

Such officers of this Society, and such other persons occupying positions of trust and confidence in this Society, as the Board of Directors shall direct, shall be bonded to the extent and in the amounts established by the Board; and the cost thereof shall be paid by this Society.

11.06 INDEMNIFICATION

The Society shall indemnify its Directors, Officers, and agents to the extent allowed by California Corporation Code §317.

11.07 LEGAL COUNSEL

Statements in these Bylaws referring to the privileges of a member to legal counsel means that such member may be represented by counsel at the member's own expense.

ARTICLE 12.0 COMMITTEES**12.01 COMPOSITION**

The Standing and Special Committees of this Society shall be composed of eligible members of this Society, appointed by the President, except as otherwise provided by these Bylaws. The President shall designate one member of each Committee as the Chair. Any vacancy on a Committee shall be filled by an eligible member appointed by the President and confirmed by a majority of the Board of Directors. Each Committee shall meet at least once each Society year and more frequently as required. A copy of the written proceedings of all meetings shall be submitted to the Society's Secretary-Treasurer.

12.02 TERMS OF OFFICE

The terms of office of the Chairs and members of Standing and Special Committees shall be for the term of office of the President appointing them, unless otherwise provided by these Bylaws. Provided, however, that members of Committees existing at the time of adoption of these Bylaws shall continue to serve until expiration of the terms for which they were originally appointed.

12.03 STANDING COMMITTEES

The Standing Committees continue from year to year. The President-Elect shall submit names of persons proposed for membership on the Standing Committees at the last Board of Directors meeting held prior to taking office. All Standing Committee appointments shall be confirmed by a vote of two-thirds ($\frac{2}{3}$) majority of the Board of Directors.

The Standing Committees of this Society are:

12.031 Bylaws Committee**12.0311 Composition**

Three voting members of this Society, at least one of whom was a Bylaws Committee member during the previous year, if such a person is available and willing to serve. No two members of this Committee will be affiliated with the same District if more than two Districts exist at the time of appointment.

12.0312 Duties

To recommend amendments to the Bylaws to insure consistency with the actions of the policymaking bodies of this Society; and

To prepare amendments which it considers advisable to facilitate the work and best interests of this Society.

12.032 Membership Committee

12.0321 Composition

All District Representatives, one of whom shall be appointed by the President as Chair.

12.0322 Duties

To conduct investigations of all applicants for Active and Emeritus status in this Society and submit recommendations on such applicants to the Board of Directors;

To conduct investigations and make decisions of applications for all other categories of membership, except as otherwise provided for in these Bylaws; and

To encourage qualified persons to apply for membership in this Society.

12.033 Medial Education Committee

12.0331 Composition

The Medical Education Committee shall be made up of the President, Vice President, Immediate Past President and at least one representative from each District, including the current Program Planner(s) of the Society. The President-Elect shall serve as the Chairman of the committee.

12.0332 Tenure

The term of each member of the Medical Education Committee shall be two years. Each year the President shall appoint members to fill any expiring term(s).

12.0333 Duties

To ensure that the educational objectives of the Society, as set forth in Article 2.0 are achieved, and that the strategies established from time to time by the Board of Directors are carried out.

To ensure that educational activities sponsored or endorsed by the Society through the participation of its members are of high quality and consistent with the principles of professional integrity.

To conduct an ongoing assessment of learner's needs and obtain course evaluations from attendees that are used to plan subsequent educational activities.

To meet at least quarterly, record minutes of the meetings, and maintain the records required for continuing medical education (CME) accreditation.

To provide comprehensive educational goals and plans for CME.

To set the annual CME budget.

To perform an annual review of the overall program and mission statement.

To assure that all accreditation standards are met.

12.034 Judicial Committee

12.0341 Composition

Five members, all of whom have been voting members of the Society in good standing for at least five (5) years.

12.0342 Tenure

The term of each Judicial Committee member shall be five (5) years with one member's term expiring each year. On adoption of these Bylaws, the current President shall appoint five members, with each member having a specific designated term which shall be one, two, three, four, and five years in length. Thereafter, one new member shall be appointed each year for a five year term.

12.0343 Chair

The Chair shall be designated by the President from among the Committee members each year.

12.0344 Duties

To hear and consider, and at its discretion attempt to adjudicate questions of ethics, discipline, professional relationships, and the rights and standing of members of this Society; and

To conduct investigations and hold appropriate hearings as provided in these Bylaws in Sections 4.072 *et seq.*

In matters involving alleged violations of standards of professional conduct, the decision of the Judicial Committee that no violation occurred shall be final.

The Board of Directors shall not take any action upon any matter within the jurisdiction of the Judicial Committee until the recommendations of the Committee have been received; and thereafter, the action taken thereon by the body having ultimate authority is final and conclusive as to all parties concerned.

12.035 Health Policy and Legislation Committee**12.0351 Composition**

At least four (4) members, one of whom shall be the Society's representative to the California Medical Association Commission on Legislation and two (2) who were members of the Legislative Committee in the previous year.

12.0352 Duties

To develop policy and position statements for health policy and legislative issues which impact physiatrists and patients, subject to approval by the Board of Directors.

To review and report to the Board of Directors on legislation affecting Physical Medicine and Rehabilitation. When appropriate, the Committee shall assist other organizations concerning legislative matters.

12.036 Nominating Committee**12.0361 Composition**

The Immediate Past President, two members of the Board of Directors, and two members from the membership at large. No more than two members will be affiliated with the same District if more than two Districts exist at the time of appointment.

12.0362 Duties

Prepare a list of candidates for all offices becoming vacant at the close of the Annual Meeting of the Society. Such list shall consist of one candidate per office and will be presented to the Board of Directors for its approval. The approved list shall be published in the Society newsletter or distributed by mail to the membership at least sixty (60) days prior to the beginning of the Annual Meeting.

12.04 SPECIAL COMMITTEES

The Special Committees of this Society are appointed by the President for specific purposes during his/her term of office, provided, however, that such committees may not be given assignments conflicting with or duplicating the functions of any standing committee.

12.05 REPORT

Each committee of this Society shall report its activities in the following manner:

12.051 Annual Report

A written report detailing its activities and recommendations, addressed to the Board of Directors and forwarded to the Vice-President of this Society.

12.052 Interim Reports

Such written reports as the Board of Directors may require.

12.053 Filing

Annual reports shall be filed by the Chair of the committee not later than thirty (30) days prior to the Annual Meeting of the Society.

ARTICLE 13.0 REFERENDUM

Any matter or question which affects this Society may be referred to the voting members of this Society for a general vote.

13.01 REQUIREMENTS

Such question shall be submitted to the voting members of this Society upon:

- a. A two-thirds ($\frac{2}{3}$) vote of the total membership of the Board of Directors;
- b. A written request signed by not less than five (5) members of the Board of Directors; or
- c. A written request signed by not less than twenty-five (25) voting members of this Society.

13.02 VOTING PROCEDURE

Voting on the question shall proceed by mail ballot in the following manner:

13.021 Submission

The Secretary of this society shall mail a ballot to the last known address of each voting member of this Society; and

Provide therewith an envelope marked "Ballot" into which the marked ballot may be sealed, and a second envelope addressed to the Secretary, in which the ballot envelope may be returned.

13.022 Completion

Voting shall be considered completed a midnight thirty (30) days following the date the question for referendum was mailed.

13.023 Results

Ballots shall be counted by a committee of three (3) voting members of this Society appointed by the President. The vote shall be effective only if the members voting comprise a two-thirds ($\frac{2}{3}$) majority of all the voting members of this Society.

13.03 RESUBMISSION

No question may be submitted to referendum which has been voted upon within the preceding year by the Board of Directors or by referendum.

ARTICLE 14.0 CALIFORNIA MEDICAL ASSOCIATION DELEGATES**14.01 ELECTION**

The Delegate and Alternate Delegate to the Specialty Delegation of the California Medical Association (CMA) shall be nominated by the President and confirmed by two-thirds ($\frac{2}{3}$) majority of the Board of Directors.

14.02 TERMS OF OFFICE

The terms of office for the representatives of this Society to the CMA shall be for three years, commencing at the close of the next annual CMA meeting, until the close of the third following annual session of the CMA House of Delegates. In the event that one or both of these offices shall become vacant, the Board of Directors shall elect replacements to fulfill the term or terms of the office declared vacant.

14.03 DUTIES AND RESPONSIBILITIES

The Delegate and Alternate Delegate shall attend all meetings of the CMA House of Delegates, and other such CMA or Society meetings as deemed necessary by the Board of Directors.

The Delegate and Alternate Delegate shall serve as liaison between the Society and CMA, shall be CMA and Society members in good standing, and shall represent to the CMA the official views of this Society.

ARTICLE 15.0 PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order shall govern this Society in all parliamentary situations that are not otherwise provided for in these Bylaws or that are inconsistent with rules of order appropriately adopted by this Society.

ARTICLE 16.0 AMENDMENTS

These Bylaws may be amended, altered, or repealed at any meeting, annual or special, by the vote of at least two-thirds ($\frac{2}{3}$) of a quorum of the Active members present and voting, provided that any proposed amendment or other action has been submitted in writing to the Secretary and notice thereof has been mailed to each Active Member at least thirty (30) days prior to the session at which it will be acted upon.

Any proposed amendment to these Bylaws may also be presented to the membership by a mail ballot. To be valid, the number of votes cast by mail must equal or exceed ten percent (10%) of the voting members of the Society. Passage of an amendment by mail ballot requires a favorable vote by two-thirds ($\frac{2}{3}$) of the eligible members voting.

16.01 REQUIREMENTS

Such amendment(s) or other change shall be submitted to the voting members of this Society upon:

- a. Recommendation by a majority of the members of the Bylaws Committee; or
- b. A two-thirds ($\frac{2}{3}$) vote of the total membership of the Board of Directors; or
- c. A written request signed by twenty-five (25) voting members of this Society.

16.02 VOTING PROCEDURE

Voting on the proposed amendment(s) or other change shall proceed in the following manner:

16.021 Submission

The Secretary of this Society shall mail a copy of the proposed amendment(s) or other change to the Bylaws to the last known address of each voting member of this Society; and,

If voting is to be done by mail, provide therewith an envelope marked "Ballot" into which the marked ballot may be sealed, and a second envelope addressed to the Secretary, in which the ballot envelope may be returned.

16.022 Completion

Voting by mail shall be considered completed at midnight thirty (30) days following the date the ballots were mailed to the members.

16.023 Results

Ballots shall be counted by a committee of three (3) voting members of this Society appointed by the President. The vote shall be effective only if the members voting comprise at least ten percent (10%) of the members eligible to vote. Passage of an amendment requires a favorable vote by two-thirds ($\frac{2}{3}$) of the eligible members voting.

ARTICLE 17.0 REPEAL OF PREVIOUS BYLAWS, MOTIONS, AND RULES

On adoption of these Bylaws, the following are repealed: (1) the Bylaws in force at that time, and (2) all previous motions of record and rules and regulations in conflict with these Bylaws, provided, however, that all officers now in office shall continue incumbency until their successors are duly elected as provided in these Bylaws.

Bylaws Revisions:

February 1967

March 1968

November 1968

October 1970

January 1974

April 1980

November 1984

November 1986

March 1991

October 1994

June 1997

May 1998

July 2002

May 2004