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BYLAWS
of the
Clark County Medical Society
Revised May 2014

ARTICLE I
Charter And Purpose

Name The Clark County Medical Society, Inc. (CCMS), chartered by the Nevada State Medical Association on July 15, 1955, is the exclusive component of the Association in Clark County, Nevada.

Purpose

A - Mission

The mission of the Society is to serve the needs of physicians, their patients and the Clark County community with responsibility and integrity.

B - Vision

The Society will:

1. Be the advocate for physicians, their patients and community health.
2. Preserve the physician/patient relationship while encouraging delivery of quality health care within the community.
3. Represent our membership in health and economic matters.
4. Serve as a resource for the provision and promotion of unbiased quality continuing medical education, particularly those member educational requirements not met elsewhere, by live or recorded programming that results in measurable improvement in competence/ knowledge, performance or patient outcomes.

C – Values

The Society shall, in its activities, endeavor to promote these values:

1. Quality Care
2. Integrity
3. Respect for patients and physicians
4. Professionalism
5. Leadership
6. Unbiased Quality Continuing Medical Education

D - Goals

1. To advocate for quality health education of physicians, medical professionals and the public.
2. To identify and address common health problems.
3. To improve communication among members and the community.
4. To promote leadership and participation among members.
5. To establish and maintain strong professional networks.

E - Methods

1. The Society affects its purpose through continuing medical and public education, information and referral services, research, civic and legislative analysis, peer review and negotiations with entities having a fiduciary or regulatory relationship with the medical profession.
2. Continuing medical education consists of educational activities which serve to maintain, develop, or increase the knowledge, skills, and professional performance and relationships that a physician uses to provide services for patients, the public, or the profession. The content of continuing medical education is that body of knowledge and skills generally recognized and accepted by the profession as within the basic medical sciences, the discipline of clinical medicine, and the provision of health care to the public.
3. Continuing medical education activities shall utilize any available media or education designed to meet membership needs. There shall be ongoing evaluation and improvement of continuing medical education activities.
4. CCMS Alliance has use of the Society building. The President of the Alliance is invited to Board of Trustees meetings as an interested party and does not vote.

**ARTICLE II
Membership**

A - Membership

1. Every physician licensed by the Nevada Board of Medical Examiners or by the Nevada Board of Osteopathic Medicine, medical student, resident physician or physician previously licensed in a jurisdiction of the United States and now retired from practicing medicine who resides or practices in Clark County or surrounding areas without another County Society, who is in good moral and professional standing, shall be eligible for membership as further defined in the Bylaws.
2. This Society shall be the sole judge of the qualifications requisite for admission to or continuation of any category of membership in this Society.
3. Each prospective member of CCMS shall choose a primary specialty from among the American Board of Medical Specialties approved specialties or designate General Practice. Each member must demonstrate sufficient education, training, and continuing medical

education to qualify for primary specialty designation. Exceptions may occur for: (1) Osteopathic physicians who document equivalent training and education under the American Osteopathic Association auspices; (2) joint MD/ dentists who document equivalent training and education under auspices of the American Dental Association; or (3) general practice physicians licensed in Nevada prior to current requirements of a progressive three year post graduate education.

4. He or she must meet all requirements established by CCMS for attainment of any class of membership.
5. All CCMS members of all classes except Honorary or Out of State members must also be Nevada State Medical Association members.
6. Any dues paid member in good standing from any County Medical Society in Nevada who moves to Clark County may transfer membership to the Society. A copy of the member's application file must be obtained. The dues paid member transferring membership to the CCMS will not be liable for dues until the next dues period.

B - Procedure for Admission

1. Any physician who desires to become a member of this Society shall fill out and sign the application provided.
2. Each Member applicant's name, upon receipt, shall be published in the Society newsletter for comments from the members. The credentials arm of the Society shall investigate the eligibility and qualification of the applicant. The Credentials Committee shall report to the Board of Trustees with a recommendation thereon no sooner than 30 days after the applicant's name appears in the newsletter. Declined applicants must be notified in writing of their rejection. A waiting period of 6 months is required for reapplication of rejected applicants and a waiting period of 1 year for expelled members.

C - Categories of Membership

1. Active
An ACTIVE MEMBER is a dues current medical physician who has been reviewed and approved by the Board of Trustees and the Credentials Committee.
2. Active/Limited Member
An ACTIVE/LIMITED MEMBER is a medical physician otherwise qualified for Active membership who pursues or is otherwise involved in medicine on any compensated basis for an annual average of not more than twenty hours per week, as supported by proper documentation. Active/Limited members shall not have the right to vote or hold office. Active/Limited members pay half dues.

3. Resident and Medical Student

RESIDENT and MEDICAL STUDENT memberships may be extended by the Board of Trustees, at no charge to Residents and Medical Students whose primary program of study is located in Clark County. Resident and Medical Student members, may, at the discretion of the Board of Trustees be charged nominal dues to cover costs of notices and CCMS informational mailings. They may attend meetings and accept committee appointments, but may not vote or hold elective office. This membership class terminates upon such members' completion of their full time formal training program. New members upon graduation of their residency are granted a one (1) year complimentary membership. The second year post graduate from residency shall be at 50% of the annual membership fee, thereafter full membership dues will be charged.

4. Honorary

An HONORARY MEMBER is a person distinguished for his or her services or attainments in the field of health or in meritorious contributions to medicine. He or she will be elected to honorary membership in this Society by vote of the Board of Trustees. Honorary members shall have all of the responsibilities and privileges of Active members except the right to vote or hold elective office. Honorary members pay no dues.

5. Associate

An ASSOCIATE MEMBER is a physician who, having been elected by the Board of Trustees, is primarily engaged in teaching or research or holds a position in federal governmental service; is current in his or her dues, and does not engage in clinical practice, as evidenced by not having hospital staff privileges or an ambulatory care position. An Associate member shall have all the responsibilities and privileges of Active members except the right to vote or hold elective office except by vote of the Board of Trustees. Military and other government physicians must meet eligibility requirements and includes only physicians who are practicing medicine solely as a federal government employee. Once a military physician is transferred outside of the area of the jurisdiction of the CCMS, he or she ceases to be a member of the CCMS. Once a military physician practices outside of government facilities, he or she must apply for Active membership. The dues for associate members shall be determined by the Board of Trustees. Associate membership may be awarded by the Board of Trustees to any physician who is no longer in practice but resides in Clark County. Such members may, at the discretion of the Board of Trustees be charged nominal dues to cover costs of meeting notices and CCMS informational mailings, and may attend meetings and accept committee appointments but may not vote or hold office except at the committee level.

6. Physician's Assistant

PHYSICIAN'S ASSISTANTS located in Clark County, who have a valid license issued by the Nevada State Board of Medical Examiners, and whose supervising physician is a member of the CCMS, may be extended Physician's Assistant's membership by the Board of Trustees. Physician's Assistant Members may, at the discretion of the Board of Trustees, be charged

nominal dues to cover costs of meeting notices and CCMS informational mailings. They may attend meetings and accept committee appointments but may not vote or hold elective office except at the committee level.

7. Inactive Members

INACTIVE MEMBERSHIP in this Society shall consist of retired members and members who are on a leave of absence approved by the Board of Trustees. Retired is defined as no longer practicing medicine. Other members, by reason of physical disability, illness or financial hardship, may be placed on Inactive status by the Board of Trustees to be evaluated on an annual basis. Inactive members shall not have the right to vote or hold elected office, nor shall they be required to pay annual dues and special assessments. Retired members shall pay dues in concert with the NSMA.

8. Out of State Physicians

Membership may be continued for a current member who retires and moves out of Nevada. OUT OF STATE members receive CCMS announcements and may attend meetings but may not vote or hold elective office.

9. A Life Member

This category is frozen. Currently designated Life Members shall remain Life Members.

D – Good Standing

1. Membership shall become effective and a member shall be in good standing unless otherwise specified in these bylaws upon payment of dues assessed.
2. Any member whose license to practice medicine in the State of Nevada is revoked, surrendered, and/or suspended shall automatically thereupon cease to be a member of this Society unless the member has retired from practice and surrendered his license while not under investigation by any licensing authority or governmental agency. Renewal of membership requires written application approved by the Board of Trustees.

E - Discipline of Membership

1. Each member by applying to and being accepted into the membership of the CCMS, that member understands, agrees to, and accepts as the final judgment the determination of the CCMS Board of Trustee as to whether that member will be terminated, suspended, held in suspension, or what procedures will be followed, or how the discipline shall be proscribed, and furthermore each member by applying to and being accepted into the membership of the CCMS agrees to hold harmless any CCMS Board of Trustee member's disciplinary action taken against said member without malice.
2. Membership in this Society shall be terminated automatically if any member's license to practice in the State of Nevada is revoked. Membership shall also cease if dues are unpaid by the prescribed date. Any member may offer written notice of his voluntary resignation from the Society at any time during the year.

3. Adverse actions by members of this Society such as conviction of felony crimes, professional incompetence, unethical or immoral conduct shall be filed with the Ethics Grievance Committee, which, after notice and hearing as provided in these Bylaws. The Ethics Grievance Committee shall have the authority to recommend to the Board of Trustees what discipline they deem to be appropriate for said member. The Board of Trustees will have the authority to discipline said member by expulsion from membership or a lesser penalty.
4. The said disciplined member shall have the right to be represented by an attorney, and shall have the right to appeal an adverse decision made by the Board of Trustees by filing a written request for a hearing before the Board of Trustees within thirty (30) days of receipt of the adverse decision and shall have the opportunity to produce evidence of the issues identified in the Board of Trustee's letter of censure or action. After said hearing, the Board of Trustee's decision shall be final.
5. Any member who fails to meet the requirements for membership in this Society or fails to meet the obligation of membership imposed on him or her, including the obligation to pay dues, shall be terminated as a member, subject to the member's right to request a hearing before the Board of Trustees, at which time the member shall have the right to present evidence to support his or her right to retain membership in this Society.

F - Resignation in Good Standing

"Resignation of membership in good standing" must be in writing and must be presented to the Secretary of the CCMS. A member in good standing who is free from all indebtedness to this Society against whom no charges are pending and wishing to resign, shall be permitted to do so; and the Secretary shall notify the Nevada State Medical Association. The members' records shall so note that the member resigned while in good standing. If a letter of transfer is requested, it shall be granted stating the date the member associated himself with this Society, the date of issuance of the letter, and a statement that he is in good standing and that dues are paid until a specified date. It shall be signed by the Executive Trustee. A letter of transfer shall not be granted any member who is in arrears for dues or against whom charges have been preferred and are still pending.

ARTICLE III Dues and Assessments

A - Raising of Funds

Funds shall be raised by annual per capita assessment of dues upon the various classes of membership. Within each class of membership, the annual dues shall be equal and uniform, but as between classes the amount of annual dues may vary. Funds may also be raised by voluntary contributions or by special assessment or in any other manner approved by the Board of Trustees.

B - Annual Dues

1. The annual dues for each class of membership shall be fixed by the Board of Trustees at its regular May meeting. Dues shall be payable October 1st for the ensuing membership year.
2. There shall be an annual per capita levy of dues upon the membership.
3. The amount of annual dues for all classes of membership shall be determined by the Board of Trustees upon recommendation by the Treasurer.
4. There shall be no reduction or return of dues for any reason other than:
 - A. Duplicate payment of dues
 - B. Overpayment of dues
 - C. First year dues – should an applicant be denied membership, a portion of the first years dues will be retained by CCMS as a non-refundable application fee; the balance will be refunded to the applicant.
5. A member delinquent in his/her dues may be reinstated by bringing current his/her dues for the current year. Such delinquent member shall provide updated practice history and location, licensure, board certification, any disciplinary and criminal convictions. Current contact address, telephone and fax numbers and email address shall also be provided.

C - Waiver of Dues

The Board of Trustees may, for good and sufficient reason, remit or reduce the dues, assessments and/or other fees charged against any member or applicant.

ARTICLE IV
BOARD OF TRUSTEES

A - General Power. All of the business and affairs of CCMS shall be managed and controlled by the Board of Trustees. The Board of Trustees is responsible for carrying out purposes and charter of CCMS as specified in the Bylaws.

B - Number, Election and Tenure. The Board of Trustees shall consist of at least Sixteen (16) trustees. Voting members include President; President-Elect; Immediate Past-President; Secretary; Treasurer; Delegation Chairman; Highest ranking officer of NSMA and Trustees at large. Officers and Trustees must come from among its voting members having two or more years of current membership. The term of office is as follows:

1. The President-Elect is elected for three years; the second year of the term s/he serves as President of the Society; the third year as Immediate Past-President; all three years s/he serves on the Board of Trustees.
2. The Secretary is elected for one year.
3. The Treasurer is elected for one year.
4. The Delegation Chairman is elected for one year. If no Delegate Chair is elected, the President shall appoint a member of the CCMS to serve as the Delegate Chair.
5. The Trustees at Large are elected for two years. Trustees at large consist of ten trustees with staggered terms. The President may appoint a Trustee to-fill the unexpired portion until the next electoral cycle. The second year of the term shall be filled by election from among candidates selected by the Nominating Committee. The Nominating Committee may stagger terms to balance turnover.
6. One additional non-elected voting Trustee will be the highest ranking officer of the Nevada State Medical Association who is a member of CCMS and will serve for one term.

C - Ex-officio Members of the Board. Ex-Officio members of the Board of Trustees shall be entitled to all of the rights and privileges of Trustees but shall not vote nor shall they be counted in determining the existence of a quorum. Ex-officio members include:

- The highest ranking CCMS physician on the Nevada Board of Medical Examiners and/ or on the Nevada Board of Osteopathic Medicine.
- The Dean or his designee of each Medical School with a presence in Clark County
- CCMS Alliance President(s)
- Clark County Health Officer
- AMA Delegates and Alternate Delegates from Southern Nevada

- Scholarship Fund Representative
- Other Nevada State Medical Association Officer(s) who are CCMS members
- NSMA Secretary
- NSMA Executive Trustee
- MedPAC Chairman
- Executive Vice Chancellor or his designee of the Nevada System of Higher Education

D - Regular Meeting. The Board of Trustees shall determine the meeting schedule with a minimum of six meetings held per year.

E - Special Meetings. Board of Trustees - The Board of Trustees meets on call of the President or upon written request of any four members of the Board. An official summary of the Board of Trustees actions will be recorded and kept on file at the Society's headquarters, where any member in good standing may examine it. The Board of Trustees will not meet except with a minimum of two day notice.

F - Notice. Notice of the time and place of any meeting of either the General Membership or the Board of Trustees shall be given at least two days previously by written notice delivered personally or sent by mail, email, or fax to each Trustee at the address, email or fax number on file.

G - Quorum. A simple majority of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board.

H - Conference Calls. Members of the Board may participate in a meeting through the use of a conference telephone or similar communications equipment, so long as all Trustees participating in such a meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

I - Conduct of Meetings: Parliamentary Authority. When not in conflict with these bylaws, Roberts Rules of Order may be used by the presiding officer to guide the proceedings of any CCMS meeting.

J - Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing including email, to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

K - Removal and Resignation. Any Officer or Trustee may be removed from the board, either with or without cause, including, but not limited to non-performance of duties or execution of organizational documents. Any matter of removal from the board will go before the Executive Council and the Trustee/Officer will have the opportunity to present his/her defense. The

Executive Council, after discussion, will then bring a recommendation to the BOT's next scheduled meeting for a vote. Passage will require three-fourths vote by the Board.

Any Officer or Trustee may resign at any time by giving written notice to the Society. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

L - Vacancies.

1. A seat on the Board of Trustees shall automatically be vacant if any Officer or Trustee misses more than (four) 4 of the Board of Trustee meetings of his or her term.
2. Should a vacancy arise on the Board of Trustees (excluding the President-Elect), the President shall appoint any CCMS member as a replacement to fill the unexpired term until the next general election. If the President-Elect position becomes open before the general election, the nominating committee shall select a nominee whose name shall be sent to the membership on a nomination ballot where additional nominees may be proposed by the membership. Any write-in nomination shall bear the endorsement of four members in good standing. An election for President-Elect will be held no sooner than two weeks after mailing the nominating committee's choice for President-Elect to the membership to permit receipt of any write-in candidate nominations.

M – Administrative. The Board of Trustees may employ an Executive Director to implement the policies of the CCMS. The Executive Director, with the Board's approval, shall maintain sufficient administrative staff and consultants for this purpose.

ARTICLE V
STANDING AND SPECIAL COMMITTEES

A - The Executive Council. The Executive Council of the Board of Trustees, composed of the Immediate Past-President, the President, the President-Elect, the Secretary, the Treasurer and the Delegation Chairman, collectively has the authority to conduct any interim or emergency business.

B - Standing Committees. A quorum at a regularly scheduled committee meeting shall be at least two members. The President shall appoint a Committee Chair who has one vote at every Committee meeting. Each Trustee shall chair a committee when asked to do so by the President.

1. **Building Committee.** The Building Committee shall consist of three (3) or more members of the Society, and the chairman shall be appointed by the President. It shall be responsible for the building and/or physical structure that houses CCMS.

2. **Bylaws, Policies and Procedures Committee.** The Bylaws, Policies and Procedures Committee shall consist of three or more members of the Society, and the chairman shall be appointed by the President. It shall consider Bylaw changes and make recommendations to the Board of Trustees concerning policies and procedures.
3. **Community Relations/Community Health Committee.** The Community Relations/Community Health Committee shall consist of three or more members of the Society, and the chairman shall be the Secretary of the Society. The Immediate Past-President shall also be a member of the committee. It shall organize, provide programs for the Society, to promote, market, develop and enhance the image, charter and purpose of CCMS and its members.
4. **Continuing Medical Education (CME) Committee.** The Continuing Medical Education (CME) Committee shall consist of three or more members of the Society, and the chairman shall be appointed by the President. It shall be responsible for determining the continuing medical education needs of CCMS's membership. It shall plan, develop, promote, implement, evaluate and improve all continuing medical education activities. It shall ensure that all continuing medical education activities function in compliance with the American Council for Continuing Medical Education (ACCME) and the Nevada State Medical Association's policies.
5. **Credentials Committee.** The Credentials Committee shall consist of three or more members of the Society, and the chairman shall be appointed by the President. It shall faithfully and carefully investigate the personal and professional standing of all applicants for membership and report the same with recommendations to the Board of Trustees. The committee shall make no effort to secure new members, but rather shall confine its effort to careful evaluation of those applying for membership to the end that the membership in this Society may be accepted as proof of a physician's high professional character, ethical conduct, scientific training and ability. The Chairman of the Credentials Committee shall submit the report of the committee to the Board of Trustees at each of its regular meetings, either in person or by his duly appointed designee. The committee shall follow procedures contained in the Bylaws.
6. **Government Affairs Committee.** The Government Affairs Committee shall consist of three or more members of the Society, and the chairman shall be appointed by the President. It shall monitor and respond to governmental, political activities or potential restrictions affecting the public health and provisions of medical care and the practice of medicine.
7. **Internal Affairs Committee.** The Internal Affairs Committee shall consist of three or more members of the Society, and the chairman shall be the President-elect of the Society. The President and Treasurer of the Society shall also be members of the committee. It shall develop the annual budget of the Society and other internal policies as directed by the Board of Trustees. The Internal Affairs

Committee shall have the responsibility for reviewing the organization's Form 990 (including all pertinent Schedules) before it is filed with the Internal Revenue Service.

8. **Membership Committee.** The Membership Committee shall consist of three or more members of the Society, and the chairman shall be appointed by the President. It shall be responsible to develop strategies to recruit and maintain membership in the Society and deal with membership matters.
9. **Nominating Committee.** A Nominating Committee shall be comprised of seven members. Four shall be elected from the general CCMS Membership who has served on the Board of Trustees as a voting or ex officio member within five years prior to their election. Two shall be the previous two Immediate Past Presidents of the Society. One shall be the most recent President of the Nevada State Medical Association who is also a current member of the Society. If any previous President is unable to serve, the Nominating Committee shall choose any Past President of either the NSMA or CCMS as may be indicated. Nominating Committee members shall serve for one year. The Nominating Committee chairman is appointed by the President from among those elected to it.
10. **Ethics Grievance Committee.** The Ethics / Grievance Committee shall consist of three or more members of the Society, and the chairman shall be appointed by the President. It shall be responsible for fulfilling the duties outlined in the bylaws. If a fair hearing is necessary the Ethics/Grievance Committee will follow standard procedure as outlines in the Society's Policies and Procedures.

C - Appointment of Committees. Except as noted below, the President shall annually appoint, with the advice and consent of the Board of Trustees, standing committees and such other committee's are necessary to carry out the business and purposes of this Society. The President shall clearly describe the duties and functions of each committee appointee. The President shall notify the membership, through publication in the earliest possible edition of the official CCMS publication, and by any other practical means of the membership of each committee. Each committee member shall serve until his successor is appointed.

D - Appointment of Special Committees. The Board of Trustees may appoint or authorize the appointment of special committees which may be reappointed from year to year if their work is of a nature to demand attention.

E - Appointed Positions. The President shall appoint, as needed, the Delegate Chair (if no Delegate Chair is elected during the normal election), commissions, councils, and committees to assist the Board of Trustees. Appointments shall last only for the term of the President making the appointments. Delegates and Alternate Delegates are assigned to reference committees of the Nevada State Medical Association House by the Nevada State Medical

Association President upon confirmation of their attendance. The Delegation Chairman may appoint to the House of Delegates additional delegates. The Board of Trustees shall be the final arbiter if selection of additional or alternate delegates is needed. The President may appoint a Parliamentarian.

ARTICLE VI Officers and Duties

Officers. The officers of the Society shall consist of the President, President-Elect, Secretary, Treasurer, Past President and Delegate Chairman. No person may hold more than one office.

President. The President assumes office immediately upon completing his or her term as President-Elect or upon the inability of the presiding President to continue serving. A President who assumes office before his or her term as President-elect has been completed shall also serve the full term as President. The President is the presiding officer of the Board of Trustees and of the general membership meetings and serves as a member of the Internal Affairs Committee and the Nevada State Medical Association Council and is a delegate to the NSMA House of Delegates. The President, at his discretion, may appoint any committee he or she deems necessary during the course of his/her office term. The President fills by appointment until the next general election any elected positions made vacant for any reason, except the office of President-Elect. If the Board of Trustees does not employ an Executive Trustee, then the President assumes and/or delegates the duties of the Executive Trustee. The President shall ensure that a yearly compilation of financial statements is performed. The President has one vote on-the Board of Trustee and Executive Council.

President-Elect. The President-Elect is a member of the Board of Trustees and a delegate to the Nevada State Medical Association House of Delegates. The President-Elect also serves as Chairman of the Internal Affairs Committee. If the President-Elect position becomes open before the general election, the nominating committee shall select a nominee whose name shall be sent to the membership on a nomination ballot where additional nominees may be proposed by the membership. Any write-in nomination shall bear the endorsement of four members in good standing.

Secretary. The Secretary is a member of the Board of Trustees and is charged with recording all the actions of the Society or reviewing such a report prepared by another s/he is a delegate to the Nevada State Medical Association House of Delegates. The Secretary also serves as the Chairman of the Community Relations/Community Health Committee

Treasurer. The Treasurer shall monitor all monies and financial transactions of the Society and makes financial reports to the Board of Trustees or the Executive Council as may be required. The Treasurer also serves both as a Delegate to the Nevada State Medical Association and as a member of the CCMS Internal Affairs Committee.

Delegation Chairman. The Delegation Chairman is a member of the Board of Trustees and of the Nevada State Medical Association Council. He or she shall chair caucuses of the Society's delegation to the Nevada State Medical Association House of Delegates.

Immediate Past-President. The Immediate Past- President of the Society is a member of the Board of Trustees, a delegate to the Nevada State Medical Association House of Delegates, and serves on the Nominating Committee.

ARTICLE VII **Nominations & Elections**

Nominations

1. The Nominating Committee shall meet at least once before March 15th each year to select a candidate for each elective position that will be open during the following twelve months, the committee being assured in each instance that the candidate has agreed to serve if elected.
2. No later than March 31st, each voting member of the Society shall be notified by mail of the nominating Committee's slate of candidates for the next election.
3. In the same mailing will be included a notice that any voting member may nominate an additional candidate for any of the positions, subject to the following: The additional nominees must be voting members with two or more year's consecutive membership in the Society. Each nomination must bear the signature endorsement of ten members in good standing. All nominations must be submitted in writing before April 15th.

Elections

1. No later than May 1st there shall be mailed to each voting member an official ballot listing all of the candidates for all of the offices. The names will be designated as either the Nominating Committee slate or write in candidates on the ballots. Also on the ballot shall be any referendum that has been authorized. There will be instructions on each ballot regarding its return to ensure secret balloting.
2. The closing of the polls will be at 5:00 PM the first business day after May 15th.
3. A Tellers Committee of at least three persons who are not candidates will officiate at the opening and counting of the ballots the day after the polls close. The Committee is appointed by the President, who indicates the chairman. The chairman verifies the vote total for each position or referendum and reports the results to the next meeting of the Board of Trustees.
4. A plurality of the votes cast on any ballot shall be necessary to elect.

5. In the event two or more opposing candidates receive an equal number of votes, election shall be determined by lot as conducted by the Board of Trustees.
6. No person shall hold more than one office, nor shall any one person have more than one vote. If elected to a second position, that person shall choose one position and relinquish the other position.
7. The ballots and tally sheets shall be kept on file for one year in the Society's headquarters and shall be open to inspection by any member in good standing.

ARTICLE VIII
General Membership Meetings

A - Regular Meetings. There shall be an annual installation meeting at which newly elected officers of the Society are announced. All members entitled to vote shall constitute a quorum.

B - Special Meetings. Special meetings of the general membership shall be called by the President upon written request of twenty-five voting members and limited to agenda items only. For special meetings called by the President, at least two day notice is to be given.

C - Quorum. Five percent of all members entitled to vote shall constitute a quorum at any regular or special meeting of the general membership. Decisions made at these meetings are advisory to the Board of Trustees.

D - Order. When not in conflict with these Bylaws, Roberts Rules of Order may be used by the presiding officer to guide the proceedings of any Society meeting.

ARTICLE IX
Death of Member

The President shall announce the death of any member which has occurred since the previous meeting of the Board of Trustees. The President shall appoint a member to read a resolution and cause it to be inscribed in the records of the CCMS and the NSMA. It shall be published in a following edition of the CCMS newsletter and a copy is to be sent to the next of kin.

ARTICLE X
Bylaws

A - Implementation. These Bylaws are effective, and all previous Bylaws are repealed, having been approved by a majority of those members in March 2014.

B - Changes, Replacement or Amendments. These Bylaws may be changed, replaced or amended only by referendum.

ARTICLE XI Referendum

A – Purpose. Referendum shall be the mechanism by which binding actions of the general membership, other than election of officers, can be affected.

B – Procedure.

1. The Board of Trustees may initiate for referendum any question, matter or proposition felt by a majority of the Board of Trustees to require such confirmation.
2. A written or emailed request for a referendum by the membership, on any subject pertinent to the Society signed by one-fourth of the members of the Society entitled to vote, mandates the referendum.
3. Matters for referendum shall be introduced to the general membership by mailed or secure emailed announcement at least twenty-one days in advance of the date upon which ballots are to be returned. Details of the referendum may be made available by electronic means. Any member may request a mailed copy.
4. The wording of the referendum shall be in the language of the author, but phrased so that it calls for a "yes" or "no" vote. Arguments "pro" and "con" may be submitted to accompany the ballot.
5. The counting of the referendum's ballots shall be the same as for the election of the officers.

ARTICLE XII Finances

Fiscal Year. The Fiscal year of CCMS shall be July 1 – June 30.

Compilation of Financial Statements. Each year a compilation of financial statements of CCMS finances shall be conducted. The C.P.A. will prepare a balance sheet and profit and loss statement for all operating and endowment funds, in accordance with generally accepted accounting procedures. It shall be the responsibility of the President to ensure that a yearly compilation of financial statements is conducted.

Signature Authority for Checks. The President, President-Elect; Secretary, Treasurer and Executive Director, shall be empowered to sign. The payee may not have his/her own signature on his/her own check.

Number of Signatures. There shall be at least one authorized signature on every check. Any transfer of funds between bank accounts must have the approval of the President or the Treasurer. After approval, the Executive Director may authorize the transfer.

ARTICLE XIII General Provisions

A - CCMS Property. No individual member shall have any proprietary interest in the property and funds of the Society.

B - Liquidation or Dissolution. In the event of a dissolution of the Society, a non-profit Nevada Corporation, such funds and property remaining after all obligations of the Society have been paid or satisfied, shall be donated to a non-profit charity or organization of the Board of Trustee's choice as recognized by the United States Internal Revenue Service or to the Nevada State Medical Association.

ARTICLE XIV Other Provisions

A – Contracts. The Board of Trustees may authorize any Officer or agent of the Society, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

B – Borrowing. No loan shall be contracted on behalf of the Society and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Trustees. Such authority may be general or confined to specific instances.

C – Deposits. All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Board of Trustees may select.

D – Gifts. The Board of Trustees may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any specific purpose of the Society. The Board of Trustees may vary the use to which a specific contribution, gift, bequest or devise is to be used becomes impossible, unnecessary, impractical or contrary to the best interests of the Society.

E - Annual Submissions. The Board of Trustees shall cause an annual compilation to be prepared and distributed to the Board of Trustees not later than 120 days after the close of the fiscal year of the Society. The annual compilation shall be distributed to the Board of CCMS not later than 120 days after the close of the fiscal year of the Society.

F - Waiver of Notice. Whenever any notice is required to be given under the provisions of the Nonprofit Society Act of the State of Nevada or under the provisions of the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

G - Self-Dealing. In the exercise of voting rights by members of the Board, no individual shall vote on any issue, motion, or resolution which directly or indirectly inures to his benefit financially except that such individual may be counted in order to qualify a quorum and, except as the Board may otherwise direct, may participate in the discussion of such an issue, motion, or resolution if he first discloses the nature of his interest. All Officers and Trustees will be required to sign a Conflict of Interest form annually.

H - Loans to Officers and Trustees Prohibited. No loans shall be made by the Society to its Officers or Trustees. The Trustees of the Society who vote for or assent to the making of a loan to an Officer or Trustee of the Society, and any Officer or Officers participating in the making of such a loan, shall be jointly and severally liable to the Society for the amount of such loan until the repayment thereof.

ARTICLE XV
INDEMNIFICATION OF OFFICERS AND TRUSTEES

A – Indemnification. Each Trustee and Officer of the Society now or hereafter serving as such shall be indemnified by the Society in accordance with NRS 78.751.

B – Insurance. The Society shall have power to purchase and maintain D & O insurance on behalf of any Officer, Trustee, and/or employees of the Society.

Bylaws of the Clark County Medical Society