



MONTANA MEDICAL ASSOCIATION BYLAWS RESTATED ON FEBRUARY 22, 2025

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CORPORATE STRUCTURE, BYLAWS AND PURPOSE

1.1 The formal, corporate structure of the Montana Medical Association is found in its Articles of Incorporation, as filed in the office of the Secretary of State of the State of Montana on January 9, 1951 (and as the same may be amended or supplemented, in accordance with applicable law, after January 9, 1951), and in these Bylaws, as adopted at the first meeting of the members of the Association on February 8, 1951 (and as the same may be amended or supplemented, in accordance with applicable law, after February 8, 1951).

1.2 The Articles of Incorporation, filed January 9, 1951 (and as the same may be amended or supplemented, in accordance with applicable law), supersede the Constitution and Bylaws of the Montana State Medical Association (the former unincorporated association) in their entirety and such Constitution and Bylaws expired upon the conversion of the Montana State Medical Association (an unincorporated association) into the Montana Medical Association on January 9, 1951.

1.3 The corporation may be referred to in these Bylaws and in the proceedings and records of the corporation as the "Association," the "Montana Medical Association," and/or the "MMA," and in any case, so used, shall mean the corporation, Montana Medical Association.

1.4 The Association's mission is to serve its members as an advocate for the medical profession, quality patient care, and the health of all Montana citizens. As such, each Association member is urged and welcomed to attend all annual meetings and any interim or special meetings of the Association.

1.5 The Association is a proactive organization whose purposes are to unite into one compact organization the membership of geographical medical societies and specialty medical societies in Montana so that these societies function as chapters of the Association, to promote friendly intercourse among physicians, to protect the patient-physician relationship, to preserve the physician's ability to make unencumbered clinical decisions for patients, to extend medical knowledge and advance medical science, to elevate the standards of medical education, to secure the enactment and enforcement of just medical laws for the protection of the citizens of Montana, to promote and improve public health, to advocate for the interests of patients, to be active in the prevention and cure of diseases and in prolonging and adding comfort to life, to promote the science and



art of medicine, to promote the Association’s code of ethics to physicians, patients, and the public, to strongly advocate for the continued improvement of the medical profession, to press for the provisions of quality medical care for all patients, to provide a source of information and expertise to the public regarding the medical system, and to promote similar interests of its medical societies.

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COMPOSITION OF THE ASSOCIATION

2.1 This Association shall consist of Doctors of Medicine and Doctors of Osteopathy regularly licensed or authorized to practice medicine under the laws of the State of Montana, or who are retired, and medical students, to be known as active members, as associate members, as retired members, as emeritus members, as physician resident members, as medical student members, or as honorary members. All members shall conform with all provisions of the Bylaws applicable to their respective classification of membership.

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ORGANIZATION OF THE ASSOCIATION

3.1 Powers of Association Membership: The whole active membership of the Association shall constitute the highest origin of power in the Association when acting through the Board of Trustees (the “Board”) of the Montana Medical Association and that membership shall exercise its legislative powers, perform its governing functions, and carry out its duties through the Board under these Bylaws. The right of the whole active membership, however to repeal, modify, or supplement these Bylaws, within the limitations of the Articles of Incorporation, is at all times reserved to such membership.

3.2 Organization of Association Membership. The membership shall be organized into medical societies. Each medical society shall be organized as a chapter or division of the Association and be under the general supervision of the Association. The medical societies are defined as:

3.2.1 A geographical medical society is an aggregation of members of this Association living in one county or in a geographically compact group of two or more counties, or parts thereof; The geographical medical societies are Flathead County, North Central Montana, Hill County, Northeastern Montana, Southeastern Montana, Yellowstone Valley, Fergus County, Cascade County, Lewis and Clark County, Park-Sweet Grass County, Gallatin County, Silver Bow County, Mount Powell, Western Montana, Ninepipe, and Eastern Montana, or any other geographic medical society as



may be determined by the Board.

3.2.2 A *specialty medical society* shall be one which has twelve (12) or more members of the Association, and whose national organization is seated in the American Medical Association House of Delegates.

3.3 Participation in geographical medical societies. The Association encourages all members of specialty medical societies to actively engage and participate in their local geographical medical society.

3.4 Board of Trustees: The Board shall be the governing body of the Association, serving as the supervisory and policymaking body of the Association and shall consist of the members elected by the geographical medical societies and authorized specialty medical societies (hereinafter jointly referred to as “medical societies”) to represent them as provided in these Bylaws; a Past-President who is a current member in good standing (duly elected by member Past-Presidents under a procedure adopted by the Executive Committee), and the President of the Association, its Immediate Past-President, its Vice-President, its Secretary, its Treasurer, its Delegate(s) and its Alternate Delegate(s) to the American Medical Association, the two (2) Delegates to the Young Physician’s Section of the American Medical Association, the four at-large members of the Association, the President of the MMA Foundation, two (2) physician residents from a Montana residency program and one (1) medical student. The Board may also include three (3) ad hoc members; one (1) member elected by the Coalition of Community Health Centers to represent the Coalition, and two (2) members appointed by the MMA President to represent the Billings Area Indian Health Service and the Montana VA Medical Center. All members of the Board shall be members of the Association.

3.4.1 The four at-large members shall include at least one employed physician and one physician in an independent practice.

3.4.2 The two physician residents will represent physician residents of all residency programs in Montana. Each representative shall be selected by the physician residents who are members of the Association.

3.4.3 The medical student on the Board will be selected by the MMA Medical Student Section and shall be a member of the Association.

3.5 Meetings:

3.5.1 The Association shall hold an annual meeting and may hold an interim meeting. The Association’s Executive Committee (as defined in paragraph 9.4.1) shall attempt to meet on a monthly basis, but at least quarterly, in person or via any



acceptable electronic or telecommunication medium. During any such electronic or telecommunication conference, a participant's electronically issued vote (voice, computer or otherwise) shall be considered a valid vote.

3.5.2 The time and place of convening each annual and each interim meeting shall be determined as provided in paragraph 6.5.5 of these Bylaws.

3.5.3 The President may call special meetings of the Board. The President must call a special meeting of the Board of Trustees within ten (10) days after presentation of a petition signed by at least ten (10) or more trustees representing at least five (5) medical societies. Such special meetings of the Board shall be convened within fifteen (15) days after the call to meeting by the President. A written notice of such special meetings specifying the time and place of the meeting and the agenda shall be mailed to all members of the Board. The business to be considered shall be limited to that set forth in the agenda.

3.5.4 The whole active membership of the Association may be called into meeting by the Executive Committee or by a majority vote of the Board at any regular or special meeting, on written notice, specifying the time, place, and agenda of the meeting, mailed at least ten (10) days in advance of the time set therefore; and such meetings of the whole active membership must be called upon petition of twenty percent (20%) of all the active members and held on like notice. Notwithstanding the announced items of business to be considered at such a meeting, the whole active membership, when it is properly convened, may exercise the full authority of such membership upon any corporate matter within its jurisdiction.

3.6 Actions Without Meeting.

3.6.1 Any action required or permitted to be taken at a meeting of the Board or Executive Committee may be taken without a meeting if one or more consents in writing, setting forth the action so taken, is/are signed by all of the Trustees or Executive Committee members entitled to vote with respect to the subject matter thereof. Such consent shall have the same effect as a unanimous vote.

3.6.2 Written consents to actions taken without a meeting can be taken by e-mail if an electronic copy of the resolution of action is provided in the body of the e-mail and the resolution is affirmed by return e-mail by all voting Board or Executive Committee Members. Such consent shall have the same effect as a unanimous vote, and shall be effective as of the date the last approval is received.

3.6.3 The Secretary shall print out copies of all consents and place them in the minute book of the Association to reflect the action so taken.



3.7 Association Officers:

3.7.1 Composition of the Association Officers. The officers of the Association shall be a President, a Vice-President, a Secretary, a Treasurer, a Delegate(s) and an Alternate Delegate(s) to the American Medical Association, and two (2) Delegates to the Young Physicians' Section of the American Medical Association.

3.7.2 The officers of the Association shall be elected in accordance with the provisions of paragraph 7.1 of these Bylaws.

3.7.3 The officers of the Association, except the Delegate(s) to the American Medical Association, shall be elected annually by the Board and shall serve for a term of one year or until their successors have been duly elected and installed. The Delegate(s) to the American Medical Association shall be elected biennially in accordance with the Code of Bylaws of the American Medical Association.

3.7.4 The member who is named Vice-President shall, at the conclusion of the next annual meeting, automatically become President of the Association and shall thereupon be officially installed as such.

3.7.5 In the event of a vacancy in any office, unless otherwise provided in the Bylaws of the Association, the Executive Committee shall appoint a successor to serve until the next meeting of the Board at which meeting a successor shall be elected for the unexpired term.

3.8 Funds and Expenses: The amount of the annual membership dues of the Association and of the medical societies shall be established by the Board. The Board may levy assessments in addition to the membership dues when in its opinion such action is necessary. Additional funds may be raised in any other manner approved by the Board.

3.9 Fiscal Year: The fiscal year of the Association shall be the calendar year.

3.10 The Seal: The Association shall have a common seal, with power to break, change, or renew such seal.

IV.

AMENDMENTS

4.1 Amendments to the Articles of Incorporation: The Articles of Incorporation of the Association may be amended by the Board in accordance with Montana law or by a two-thirds (2/3) vote of the whole active membership of the



Association. Any proposal to amend or alter the Articles of Incorporation in one or more respects by the whole active membership may be submitted by

4.1.1 The Board at any annual or interim meeting or at any special meeting called for the purpose of submitting such a proposal, or

4.1.2 A proposal signed by at least forty percent (40%) of the whole active membership.

In any event, all proposals must be in writing, specifically setting forth the exact text of the proposed Article, or, if no substitute text is proposed, that fact shall be stated. All such proposals so offered shall be submitted to the membership, at least three (3) months prior to the date set by the Executive Committee of the Association for the closing of the polls for voting thereon, and all votes shall be by sealed ballot mailed by active members to the Executive Committee at the principal office of the Association on or before the date fixed for the closing of the polls. All ballots shall be carefully preserved for a period of two (2) years following their receipt. The Executive Committee shall canvass the ballots within ten (10) days after the final date set for receipt of ballots and proclaim the result. If a proposal is adopted, it shall become effective at the time fixed in the proposal, or, if no time is fixed, at the date of the proclamation.

4.2 Amendments to Bylaws: The Board may amend any article, chapter, section or paragraph of these Bylaws, and is hereby granted authority by the whole active membership to do so, at any annual or interim meeting of the Board or at any special meeting called for the purpose of considering one or more amendments to these Bylaws, provided that any proposal for such amendment(s) shall have been presented in an open session of the Board and final action deferred for twenty-four (24) hours after the proposal was originally presented or that notice thereof in writing plainly stating the whole of the proposal shall have been mailed to the president and to the secretary of each medical society of the Association at least twenty (20) days before the meeting of the Board at which final action is to be taken. Nothing herein contained, however, shall deprive the whole active membership of the power to amend the Bylaws of the Association, at any meeting called for that purpose, on thirty (30) days' notice.

V.

MEMBERSHIP

5.1 Rights of Members: At any Board meeting, each and every Association member shall have the privilege of the floor to present any issues or concerns, or express opinions thereon, in the same manner as a Board member.



5.2 Qualifications and Obligations: All active members of this Association shall:

5.2.1 Be licensed or legally authorized to practice medicine in Montana;

5.2.2 Be a member in good standing of a medical society of this Association;

5.2.3 Agree to abide by the Articles of Incorporation and Bylaws of this Association and any amendments to the Articles of Incorporation and Bylaws that may hereafter be approved by the Board and particularly agree to abide by those sections regarding admission and expulsion;

5.2.4 Agree to abide by the “Principles of Medical Ethics” of the American Medical Association as it now exists or may be hereafter amended whether or not a member of the American Medical Association;

5.2.5 Have paid current dues and assessments of this Association, except as provided in paragraph 5.6; and

5.2.6 Have a degree of Bachelor of Medicine or Doctor of Medicine from a medical school recognized by the American Medical Association and/or by the State Board of Medical Examiners of Montana, at the time of conferring of the degree, or have a degree of Doctor of Osteopathy and be licensed by the State Board of Medical Examiners to practice medicine in Montana.

5.3 Reciprocity of Membership: Reciprocity of membership shall be granted to physicians licensed to practice in Montana who were in good standing in another state or territorial medical society at the time of their licensure in Montana, provided that such physicians shall be elected to membership in a medical society of this Association in accordance with paragraph 5.2.

5.4 Dues and Assessments:

5.4.1 Dues and assessments of this Association shall be due and payable on January 1 of each year. Active members who have not paid dues and assessments by March 31, except as provided in paragraph 5.6, shall be declared delinquent. Such delinquent members shall neither be eligible to hold office in the Association until such dues have been paid in full nor may they receive any of the rights and privileges of accredited members of this Association while delinquent.

5.4.2 Membership dues for new member physicians shall be an amount equal to one-half (1/2) the current dues level for their initial two (2) years of membership.



5.4.3 Medical student dues shall be due prior to the annual meeting of the Montana Medical Association and shall be an amount set by the Executive Committee of the Montana Medical Association.

5.4.4 Physician resident dues shall be due prior to the annual meeting of the Montana Medical Association and shall be an amount set by the Executive Committee of the Montana Medical Association.

5.5 Offenses Involving Unprofessional Conduct: Information about the finding, conclusion, or conviction of any member of this Association upon any charge involving unprofessional conduct as defined by the State Board of Medical Examiners of Montana, unless pending appeal, shall be immediately referred to the Committee on Medical Ethics of this Association and that committee shall consider the termination of the membership of the involved physician.

5.6 Classification: Members of this Association shall be classified as Active, Associate, Retired, Emeritus, Honorary, Physician Resident or Medical Student.

5.6.1 Active Members: Active members shall comprise all of the active members of the medical societies of this Association. No person shall be eligible for election to active membership in a medical society unless they hold a degree of Bachelor of Medicine or Doctor of Medicine issued by a medical school recognized by the American Medical Association or by the State Board of Medical Examiners of Montana, at the time of conferring of the degree, or hold the degree Doctor of Osteopathy, and unless they are licensed or authorized to practice medicine in the State by the State Board of Medical Examiners of Montana. The dues of active members shall be waived on January 1 and thereafter following the year in which such active members attained the age of seventy (70). Regularly commissioned medical officers of any of the armed services of the United States, the United States Public Health Service, and the Veterans Administration who are assigned by the federal government to duty in Montana may become active members of this Association for that period of time during which they are assigned to duty in Montana, whether or not such duty requires licensure by the State of Montana. All active members shall have the right to vote and hold office.

5.6.2 Associate Members: Associate members shall be those members of medical societies who:

5.6.2.1 Through disability or illness are unable to engage in the active practice of medicine;

5.6.2.2 Because of financial hardship are unable to remit the annual dues for active membership;



5.6.2.3 Are called to temporary active duty in the armed services of the United States, in the United States Public Health Service or in the Veterans Administration;

5.6.2.4 Are engaged in research activities or hold an administrative position not requiring a current license to practice medicine; or

5.6.2.4 Practice medicine less than 800 hours per year and are living or working in Montana.

Associate members shall neither be required to remit the customary dues for active membership nor shall they have the right to vote or hold office. Notwithstanding, however, any associate member who desires to vote and/or hold office may apply to the Executive Committee, and upon approval thereof, shall be required to pay the customary dues for active members. Associate members shall be entitled to attend all meetings of this Association and of its medical societies. Such associate membership shall automatically cease and membership shall revert to its previous status upon termination of the financial hardship, disability or illness, any tour of active duty, or upon the resumption of the active practice of medicine.

5.6.3 Retired Members: Retired Members shall be those members of medical societies who have retired from the active practice of medicine. Members must submit verification of their status change. Retired members shall pay dues at the amount set by the Executive Committee of the Montana Medical Association. Retired members shall have the rights accruing to associate members.

5.6.4 Emeritus Members: Emeritus Members shall be those members of medical societies who have retired from the active practice of medicine and have ten (10) years or more of uninterrupted membership prior to their retirement. Members must submit verification of their status change. Emeritus members shall have the rights accruing to associate members and pay no dues.

5.6.5 Honorary Members: The Board may elect as an honorary member, by a two-thirds (2/3) vote, any Doctor of Medicine, Doctor of Osteopathy, or any other person or persons who are distinguished for their services or attainments in the field of medicine. Honorary members shall neither be required to remit the customary dues for active membership nor shall they have the right to vote or to hold office.



5.6.6 Physician Resident Members: Physicians enrolled in a program of postgraduate or residency training and those holding fellowships shall be eligible for resident membership. Physician resident members shall have the rights accruing to active members with exception of not being eligible to hold office in MMA.

5.6.7 Medical Student Members: Medical students enrolled in an accredited medical school who are either domiciled in or attending school in Montana shall be eligible for medical student membership. Such medical student membership shall cease when the student has graduated from medical school with the degree of Doctor of Medicine, Doctor of Osteopathy, or ceases to be enrolled in such a program. A medical student member may request a transfer of membership to Physician Resident Member classification upon graduation with a Doctor of Medicine or Doctor of Osteopathy degree if enrolled in a program of postgraduate or residency training and upon payment of dues. Medical Student members shall have the rights accruing to associate members with the exception of being eligible to serve on the Board of Trustees.

VI.

BOARD OF TRUSTEES

6.1 Meetings: The Board shall meet during the annual and any interim meeting as provided in paragraph 3.5.1. Special meetings of the Board may be called as provided in paragraph 3.5.3.

6.2 Representation:

6.2.1 At any annual, interim, or special meeting of the Board, each medical society shall be entitled each year to representation by one trustee who is a member of this Association. Also, for those medical societies with more than 100 members of this Association, then, those societies may elect a second trustee. Each medical society shall elect its trustee(s) by May 1 of each year. Notwithstanding, however, a medical society may select an alternate trustee, at any time, in the event the duly elected trustee is unable to attend an annual, interim or special meeting of the Board.

6.2.2 At any annual, interim, or special meeting of the Board, the physician residents shall be entitled each year to representation by two trustees who are members of this Association and the medical students shall be entitled each year to representation by one trustee who is a member of this Association. The trustees shall be elected by September 1 of each year. Notwithstanding, however, an alternate trustee may be selected, at any time, in the event the duly elected trustee is unable to attend an annual,



interim or special meeting of the Board.

6.2.3 At any annual, interim, or special meeting of the Board, each of the Coalition of Community Health Centers, the Billings Area Indian Health Services, and the Montana VA Medical Center shall be entitled each year to representation by one trustee who is a member of this Association. The trustee shall be elected or appointed by May 1 of each year. Notwithstanding, however, an alternate trustee may be selected, at any time, in the event the duly elected trustee is unable to attend an annual, interim or special meeting of the Board.

6.3 Term of Office: The term of office on the Board for each medical society trustee and for the Coalition of Community Health Centers, Billings Area Indian Health Services and the Montana VA Medical Center trustees shall be two years or at the discretion of the medical society and the coalition. The term of office for such trustee shall commence at the next Association Board meeting following the trustee's election by their medical society or the coalition. The term of office on the Board for the President, Immediate Past-President, Vice-President, Secretary, Treasurer, the physician resident, and the medical student shall be one year. The term of office on the Board for the four at large members, the AMA Delegate and Alternate Delegate, and the two (2) Young Physician Delegates shall be two years. The President for the MMA Foundation shall serve on the Board for the duration of their term as the President of the Foundation. The term of office for any Executive Committee trustee shall commence at the conclusion of the Association's annual meeting where they were sworn in or appointed to their respective office. The term of office for a Past-President shall be for one year. The tenure of the Secretary and Treasurer shall be limited to two one-year terms of office, in succession.

6.4. Quorum and Manner of Acting: One-third (1/3) of the duly elected and appointed shall constitute a quorum for the transaction of any business. A trustee, if duly elected or appointed, may represent a geographical and specialty medical society, and shall be entitled to one vote for each respective medical society.

6.5 Removal and Vacancy:

6.5.1 A vacancy may be filled by the alternate delegate for that medical specialty or by the same body that elected the Board member. If no action is taken within 90 days, the Board President may fill the vacancy by appointment.

6.5.2 The removal of non-active members is by action of the Executive Committee, voted on by the Board of Trustees.

6.6 Board Duties:



6.6.1 The Board may, by two-thirds (2/3) affirmative vote, revoke or amend any chapter for any cause deemed to be sufficient by the Board, but only after a hearing has been held in accordance with Section 10 below.

6.6.2 All memorials and resolutions issued in the name of the Association shall be approved by the Board before they shall become effective.

6.6.3 The Board shall have authority to appoint committees for special purposes from among members of the Association. Such committees shall report to the Board and may be present and participate in any debate upon their reports.

6.6.4 The Board shall elect all officers and Executive Committee Members in accordance with paragraphs 7.1 through 7.3 of these Bylaws.

6.6.5 The Board shall upon recommendation of the Executive Committee confirm or establish the time and place of any business meeting of this Association.

6.6.6 The Board shall receive and review annually the report of the Executive Committee upon the financial status of the Association and the budget of anticipated income and expense.

6.6.7 Reports which are to be presented to the Board, which require an expenditure of Association monies or special assessments shall be accompanied by an explanatory fiscal note. The fiscal note shall be prepared by the Treasurer upon appropriate notification by the individual wishing to initiate the report and/or resolution and shall be included in the Trustees' folders mailed to them prior to the meeting.

6.7 Rules of Order: All Board meetings shall be governed by the parliamentary rules and usages outlined in the current edition of "Sturgis Standard Code of Parliamentary Procedure" when such rules of order are not in conflict with the Articles of Incorporation and the Bylaws of the Association.

6.8 Compensation: The members of the Board shall receive no compensation for services to the Association, but they and also the members of the committees, the officers, and Executive Committee members may be reimbursed for necessary expenses incurred in the performance of their duties.

VII.

ELECTION OF OFFICERS AND EXECUTIVE COMMITTEE MEMBERS



7.1 Elections: All officers and Executive Committee members shall be elected by the Board.

7.2 Nominations:

7.2.1 The Committee on Nominations and Succession Planning of the Association shall submit its report and nominations to the Board at the first session of the annual meeting of the Board in accordance with paragraph 9.4.5 of these Bylaws.

7.2.2 Additional nominations shall be called for from the floor immediately after the presentation of the report of the Committee on Nominations and Succession Planning and shall again be called for immediately preceding the election. Only duly elected trustees shall have the privilege of offering nominations from the floor and of voting.

7.3 Method of Election:

7.3.1 The election of officers and Executive Committee members shall be held at a session of the Board following the opening session of the annual meeting at which the report of the Committee on Nominations and Succession Planning is presented.

7.3.2 The election shall be by completing a written ballot. There shall be no proxy voting. A majority of all votes cast shall be required for the election of any officer. In the event a nominee fails to receive a majority of the votes cast on the first ballot, the nominee receiving the fewest number of votes shall be eliminated from consideration and another ballot taken. This procedure shall continue until one of the nominees receives a majority of the votes cast. When there is only one nominee for an office, a majority vote, without ballot, shall elect.

VIII.

DUTIES OF OFFICERS

8.1 Duties of Officers are as delineated in current Association Policy.

IX.

COMMITTEES



9.1 Standing Committees: The Association's standing committees shall be as follows:

- 9.1.1 Executive Committee;
- 9.1.2 Committee on Legislation, Legal and Legislative Affairs;
- 9.1.3 Finance and Audit Committee;
- 9.1.4 Committee on Membership and Public Relations; and
- 9.1.5 Committee on Nominations and Succession Planning.

9.2 Appointment of Committees:

9.2.1 All standing committees, except the Executive Committee, shall consist of five (5) or more active members in good standing, appointed by the President with the approval of the Executive Committee for a term of one year, unless otherwise provided in paragraph 9.4 of these Bylaws. The chairperson of each of the committees of the Association shall be designated each year by the President, unless otherwise provided in paragraph 9.4. It is recommended that the President give consideration to the continuity of committees so that if possible some members of the previous year's committee will serve on the new committee.

9.2.2 The President may appoint from time to time special or ad hoc committees as necessary for specific or special purposes whenever the need may arise and shall appoint such special or ad hoc committees upon the recommendation and direction of the Executive Committee or of the Board. These Committees shall be discharged upon the completion of their assigned duties. The Committee composition and the number of members appointed to serve on special or ad hoc committees may be determined by these Bylaws, or, absent any express conditions, by the President with the concurrence of the Executive Committee and/or the Board. Such ad hoc committees, may include, but are not limited to the following:

- 9.2.2.1 Committee on Continuing Medical Education, Credentials and Qualifications;
- 9.2.2.2 Committee on Medical Ethics;
- 9.2.2.3 Committee on Professional Liability and Insurance;
- 9.2.2.4 Committee on Interprofessional Relations and Information Technology;



and

9.2.2.4 Committee on Public Health and Well-Being, Utilization Review and Quality Assurance.

9.3 General Policies Governing the Duties and Responsibilities of all Committees:

9.3.1 The chairperson of each committee shall be responsible for recording the minutes of all of the meetings of his committee, which minutes shall be furnished to the Secretary of this Association as promptly as possible following the meeting of the committee.

9.3.2 No committee chairperson or committee member shall be reimbursed for travel and/or hotel expenses to national conferences unless the Board and/or the Executive Committee specifically appropriates the necessary funds.

9.3.3 No funds shall be solicited, directly or indirectly, for any purpose in the name of this Association by any of its standing or special committees, its officers or individual members without the prior consent of the Executive Committee and/or Board.

9.3.4 A copy of any and all letters, except those of an extremely confidential nature, written by officers, committee chairperson, or others on the letterhead of this Association or on a personal letterhead, in the name of this Association or of one of its committees, shall be filed in the Executive Office in Helena.

9.3.5 Each committee of the Association shall plan to hold its meetings well in advance of the interim and/or annual meetings so that a copy of those committee reports which require action by the Board may be submitted to the officers of the medical societies of the Association and to the members of the Board at least twenty (20) days in advance of any meeting of the Board.

9.3.6 All committees may seek the advice of the Executive Committee when they wish counsel.

9.3.7 Each committee chairperson may prepare and present at each meeting of the Board a written report of the activities of the committee and its recommendations, as necessary, for consideration and action by the Board.

9.3.8 All committees shall advise the membership of the Association about their plans and activities by submitting frequent informational notices for publication in the Association's "*BULLETIN*."



9.3.9 Each committee chairperson shall inform the Executive Office of the activities of the committee; a copy of all correspondence pertaining to the committee shall be filed in the Executive Office. The Executive Vice President/Chief Executive Officer shall act in a liaison capacity between all committees, the officers, and the Board and shall, therefore, be fully informed of all activities of each group.

9.3.10 Each committee chairperson shall utilize fully the facilities of the Executive Office and through it shall seek the advice and assistance, as necessary, of the appropriate council, division, bureau, or committee of the American Medical Association.

9.4 Organization and Duties of the Committees:

9.4.1 Executive Committee

9.4.1.1 This committee shall consist of the President, who shall serve as its chairperson, the Vice-President, the Secretary, the Treasurer, the Immediate Past President, the Delegate(s) to the American Medical Association, one at-large member of the Association, and ex-officio members. The committee may include a medical resident appointed to serve as a Resident and Fellow Section Delegate of the American Medical Association. Ex-officio members are chairs of the standing committees as listed in 9.1.

9.4.1.2 It shall have, possess, and exercise such governing duties as may be delegated to it by the Board in accordance with the Articles of Incorporation and these Bylaws. Between meetings of the Board, the Executive Committee shall conduct all business of the Association and shall authorize such actions as are necessary and consistent with the existing policies and precedents of the Board.

9.4.1.3 It shall be fully responsible for the fiscal affairs of the Association and shall submit to the Board at its first meeting each year a report of the financial status of the Association and a budget of the anticipated income and expenses during the current year.

9.4.1.4 In the event of a vacancy in any office because of death, resignation, removal, or inability of any officer of the Association to serve, the Executive Committee shall appoint a successor to serve until the next meeting of the Board at which time it shall elect a successor for the unexpired term.

9.4.1.5 The Executive Committee shall select and retain an



attorney to represent the Association in all legal affairs pertaining to the Association.

9.4.1.6 It shall consider any legal action filed against the Association or any action, which concerns the medical profession as a whole. It may transmit opinions and recommendations to the Board, but legal action may be initiated by the Executive Committee, if the exigencies of the situation require, and if so advised by the legal counsel of the Association.

9.4.1.7 The Committee shall provide information to the public about the Association, its activities and policies. It shall foster cordial relations with all news media and utilize their facilities to promote a better understanding and a greater knowledge of the purposes and objectives of scientific medicine and of organized medicine to all citizens of Montana. The Committee may announce policies approved by the Board and may inform the public of activities and accomplishments of this Association and of its several committees.

9.4.1.8 An Executive Vice President/Chief Executive Officer shall be employed by the Executive Committee, which shall determine the tenure of office and the amount of the salary.

9.4.1.9 The Committee shall have, possess and exercise on behalf of the Association, all the responsibilities and reserve powers granted to the Association as the sole Member of the Montana Medical Association Foundation ("Foundation"), as such responsibilities and reserve powers are described and granted from time to time in the Foundation's Bylaws.

9.4.2 Committee on Legislation, Legal, and Legislative Affairs

This Committee shall consider all measures introduced into the Legislative Assembly of Montana to determine whether they may affect the health care of the public or the practice of medicine. It shall oppose such measures as are detrimental to the public interest and shall foster those which are beneficial to public health and the highest standards of health care. It shall request the assistance of the officers of the Association and of any other members of the Association it may require to fulfill its duties. This Committee shall also concern itself with measures that may be introduced into the Congress of the United States which may affect the practice of medicine or the highest standards of health care.

9.4.3 Finance and Audit Committee



It shall be the duty of this Committee to provide oversight of the financial activities of the Association, recommend the selection of the Auditor, and provide guidance on financial matters.

9.4.4 Committee on Membership and Public Relations

This Committee shall be chaired by the Vice President of the Association and shall be concerned with membership recruitment and retention. The Committee shall be comprised of member physicians from throughout the state who are interested and willing to promote membership in the Association and the mission of the Association and the American Medical Association. The Committee shall report its activities at each annual session of the Board.

9.4.5 Committee on Nominations and Succession Planning

This Committee shall consist of five (5) members of the Association. The President shall appoint one member to this Committee annually to serve for a term of five (5) years. The chairperson of the Committee shall be the member who has served the longest term as a member of this Committee. This Committee shall submit its report for publication in the Association's "*BULLETIN*" at least forty-five (45) days prior to the annual meeting and shall also read the report of its nominations at the opening session of the annual meeting of the Board for the following elective offices: Vice-President, Secretary, Treasurer, two (2) Members-At-Large of the Board, and, in every even numbered year, nominations for a Delegate(s) and an Alternate Delegate(s) to the American Medical Association and nominations for two (2) Delegates to the Young Physicians' Section of the American Medical Association. The Committee shall nominate one (1) Member-At-Large to serve on the Executive Committee. The Committee shall also nominate potential recipients of the Association's annual awards and submit such nominations to the Executive Committee for its decision.

9.4.6 Committee on Continuing Medical Education, Credentials, and Qualifications

9.4.6.1 It shall be the duty of this ad hoc Committee when appointed by the President to direct plans and to sponsor all programs of continuing medical education for physicians and for persons who may be responsible for the provision of allied or ancillary health care services. It shall study the needs for additional medical school and related educational facilities in Montana and/or in this region and shall provide continuing cooperation with the Western Interstate Commission for Higher Education.

9.4.6.2 When appointed, the Committee shall advise the



membership on substantial and promising developments in the scientific aspects of medicine and biomedical research. In addition, the Committee shall advise on professional and public information activities that might be undertaken by the Association in the field of scientific medicine, and to assist in the preparation of policy positions on scientific issues raised by the public media. The Committee shall evaluate activities and propose to the Board, such that might be undertaken by the Association as scientific projects.

9.4.6.3 When appointed, the Committee shall select the speakers for the scientific programs as may be planned for any annual, interim, and/or special meetings of the Association. Full information about the scientific program of all meetings of the Association shall be submitted to the Secretary in ample time to prepare a printed program for distribution to the members of the Association and to interested physicians.

9.4.6.4 When appointed, the Committee shall endeavor to promote, develop, and encourage development of principles, policies, and standards for continuing medical education and develop standards by which the Committee will accredit institutions and organizations in Montana and be responsible for assuring compliance with these standards.

9.4.8 Committee on Medical Ethics

9.4.8.1 The members of this ad hoc Committee shall be appointed by the President and shall be composed of five (5) members from separate medical societies of this Association.

9.4.8.2 When appointed, this Committee shall be the judicial authority of the Association. It shall consider written complaints or charges of a violation of the “Principles of Medical Ethics” of the American Medical Association, of unprofessional or immoral conduct filed against any member of this Association, or it may initiate investigation of the ethical or moral conduct of a member when deemed advisable by a majority of the members of this Committee. It shall consider all appeals from the judgment of the similar committee of a medical society of the Association and from the decision of the Mediation Committee upon the written request of any of the parties concerned. The decision of the Committee on Medical Ethics may be appealed to the Board by any of the parties concerned and may be appealed finally to the Judicial Council of the American Medical Association.

9.4.8.3 All complaints of unethical, unprofessional, or immoral conduct shall be filed in writing and shall be signed by the individual, or



when applicable by the secretary of the medical society, which institutes the action before this Committee. The complaint shall identify the member(s) against whom charges are preferred and shall describe in detail the conduct that is objectionable. The complainant shall also identify specifically the principles of medical ethics or the provisions of the Bylaws that they claim have been violated. Only complaints, which allege a deviation from the principles of medical ethics or the provisions of the Bylaws will be considered for review by this Committee. Such complaint shall be delivered by mail or in person to the chairperson of this Committee or to the Secretary of this Association. When it is received by the Secretary, the complaint shall immediately be delivered to the chairperson of the Committee on Medical Ethics. Whenever written charges of unethical, immoral, or unprofessional conduct are filed or referred to this Committee, the chairperson shall immediately direct the Secretary of the Association to deliver a copy of the charges by certified mail to the accused member, with a citation directing the member to respond to the complaint within a period of not more than fifteen (15) days. The chairperson of this Committee or the Secretary of the Association shall acknowledge the transmission of the written charges to the complainant.

9.4.8.4 When the Committee receives a response from the accused member, it shall review within ten (10) days the charges and the response of the accused and shall conduct a preliminary investigation in an effort to resolve the dispute. If the Committee is convinced that formal action is unnecessary and that both the complainant and the accused are willing to accept the advice of the Committee for conciliation or resolution, the advice of the committee shall be reduced to writing and provided to both parties over the signature of the chairperson. In the event that the dispute may not be resolved informally, a formal hearing shall be scheduled. The time and place of such hearing shall be fixed by the Committee within thirty (30) days after receipt of the original complaint and both the complainant and the accused shall be notified of the hearing. At such hearing, the concerned shall be given ample opportunity to appear in person and to present any and all testimony or evidence which they deem necessary to present the facts fully. Both parties and/or the Committee may be represented by legal counsel but such representation shall not be deemed essential since the Committee members shall be strictly impartial and fair during all proceedings. The chairperson of the Committee shall appoint one of its members to serve as secretary during any formal hearing and it shall be the duty of this appointed secretary to record the testimony and evidence as presented and to record the proceedings of the hearing. These records shall be preserved in the Executive Office of the Association for at least five (5) years.



9.4.8.5 A majority of the members of this Committee shall constitute a quorum at any properly scheduled hearing and any decision of the Committee shall represent the opinion of seventy-five percent (75%) of the members of the Committee present at the hearing and voting. Any member of the Committee who may be related to the complainant or to the accused personally or otherwise or who is for any other valid reason unable to be strictly impartial shall disqualify themselves from participation in the hearing. Following a full and complete hearing and the consideration of the testimony and evidence offered by the complainant and the accused, the Committee shall render its decision within ten (10) days after the hearing. The written decision of the Committee shall be forwarded by the chairperson to the Secretary of the Association who in turn shall notify the complainant, the accused, and the Executive Vice President of the American Medical Association.

9.4.8.6 Following a full and complete hearing and after a verdict is rendered by the Committee, it may dismiss the charges because of insufficient grounds, endeavor to resolve the dispute, suggest to the accused that their conduct be amended so as not to convey unfavorable criticism upon the medical profession, request the resignation of the accused, issue a censure, suspend the accused from membership in the Association for a specific period of time, or recommend to the Board that the member be expelled from the Association.

9.4.8.7 The Committee on Medical Ethics will examine ethical issues that relate to medical practice as directed by the Executive Committee or Board. The validity of all allegations will, where possible, be based on the Committee's interpretation of the Bylaws and the American Medical Association's interpretation of its principles of medical ethics.

9.4.9 Committee on Interprofessional Relations and Information Technology

This ad hoc Committee when appointed by the President shall foster relations between the medical profession and the members of the allied health care professions and shall counsel and advise them as deemed desirable and necessary, so that the highest standards of health care may be available at all times to Montana citizens. It shall offer the guidance of the committee to these groups and shall seek such advice and assistance from them as may be desirable to fulfill the responsibilities of the committee.

9.4.10 Committee on Professional Liability and Insurance



9.4.10.1 This ad hoc Committee when appointed by the President shall investigate and report annually upon the extent and seriousness of professional liability and other medico-legal actions instituted against members of the Association and shall compile information about such actions as fully and as currently as possible. The Committee shall be responsible for the review of such claims and for the study of the evidence and the testimony presented in legal actions that allege professional liability. It shall analyze the trends of such actions and shall submit written recommendations annually to the Executive Committee. Such recommendations shall include not only preventive measures but also remedial measures that may be instituted by the Association or its medical societies.

9.4.10.2 When appointed, this Committee may confer upon request with an individual member of the Association, as well as the member's attorney and insurance underwriter, about the physician's medico-legal problems and may offer advice and counsel to assist in the defense of any member against whom a professional liability action is threatened or instituted.

9.4.10.3 When appointed, this Committee shall continue to promote actively, by sponsorship of seminars and by other means, close collaboration, and cooperation with the State Bar of Montana to improve the professional relations between physicians and attorneys. In cooperation with the State Bar of Montana, it may institute appropriate measures and means to hear and adjudicate, when possible, claims of professional liability against members of this Association.

9.4.10.4 When appointed, this Committee may consult with the Association's legal counsel and may utilize the attorney's services as necessary.

9.4.10.5 The responsibilities of this Committee shall be limited to the professional medico-legal affairs, which affect members of the Association but not those, which affect the Association itself.

9.4.11 Committee on Public Health and Well-Being, Utilization Review and Quality Assurance

9.4.11.1 This ad hoc Committee shall cooperate with the Department of Public Health and Human Services and the Department of Environmental Quality and shall act in an advisory and liaison capacity to them. It shall foster programs of education and instruction for the benefit of



the medical profession and of the public, the objectives of which shall be to:

9.4.11.1.1 Improve all programs of public health and especially those which relate to the health and medical care rendered to Native Americans;

9.4.11.1.2 Improve the health and well-being of school children and to cooperate with school officials to develop improved programs of physical and mental health;

9.4.11.1.3 Develop continuing programs for the improvement of the health care and examination of all participants in school athletic programs, as well as to cooperate with appropriate school officials, coaches, and athletic directors to encourage the use of proper safety devices;

9.4.11.1.4 Study the increasing problems of mental illness and substance use disorders and to cooperate with private and governmental agencies interested in these problems;

9.4.11.1.5 Promote higher standards of occupational and environmental health and to cooperate with those public and private businesses and enterprises which may request assistance and counsel for the improvement of their occupational and/or environmental health programs; and

9.4.11.2 The chairperson of this Committee shall appoint subcommittees, as deemed necessary or appropriate, to fulfill the duties and responsibilities of this Committee.

X.

MEDICAL SOCIETIES

10.1 All medical societies, with the exception of the independent medical societies, now affiliated with this Association and those hereafter organized in this State that have adopted principles of organization not in conflict with the Articles of Incorporation and Bylaws of the Association shall become a part of this Association.

10.1.1 Each medical society may be considered to be a chapter or division of the Association so that the Board of the Association has jurisdiction over such medical society. However, to the extent not otherwise limited by these Bylaws, each medical



society shall have control of its own affairs and of the admission to membership therein.

10.1.2 Each medical society may adopt its own constitution or regulations for the conduct of its own affairs so long as those documents are not in conflict with those of the Association. A copy of the current constitution or regulations of each medical society shall be deposited with the Secretary of the Association. Any amendment or revisions to the constitution or regulation of the medical societies must first be submitted to the Association before adoption. Each medical society shall hold an annual meeting at least one week prior to the annual meeting of the Association. A report of the annual meeting shall be provided to the Secretary of the Association no later than thirty (30) days after the meeting.

10.2 In the event that an existing medical society wishes to remain independent of the Association, the medical society must demonstrate to the Association that they are a legally created business entity that is currently in good standing with the Montana Secretary of State and in the event the medical society is operated as a tax-exempt entity, that all proper filings have been filed with the Internal Revenue Service to ensure that the medical society is indeed a 501(c)(3) tax exempt entity. If the medical society is unable to provide such documentation, and otherwise meets the requirements to become a medical society, a charter shall automatically be issued to that medical society.

10.3 Whenever a geographical medical society may wish to unite with a neighboring medical society, it may do so upon a majority vote of the active members of each society concerned and the approval of the Board.

10.3.1 If the majority of the active members of a geographic medical society desire to subdivide and form two geographic medical societies, such society may petition the Board for such action. The geographic medical societies formed as a result of the subdivision shall have not less than twelve (12) members of this Association and are not in the same geographic area.

10.3.2 If the majority of the members of a community in an area adjacent or contiguous to two or more geographical medical societies wish to transfer their affiliation from one of these geographical medical societies to another, they may do so upon a majority vote of the active members of the geographical medical societies concerned and upon approval of the Board.

10.4 The Board shall have the authority, by a two-thirds (2/3) vote of those present, to suspend or revoke recognition as a chapter of the Association any medical society whose actions are in conflict with the letter or spirit of the Articles of Incorporation and the Bylaws of the Association. However, before such revocation occurs, a hearing shall be held at which the affected medical society has a full and complete opportunity to be heard in its own defense. At least 2 weeks prior to the hearing notice must be given to



the affected medical society as to the time and place of the hearing and as to the alleged actions of the medical society which will be the subject of the hearing. After such hearing, the Board shall vote whether or not to suspend or revoke such chapter.

10.4.1 After a medical society chapter has been suspended, it will be considered to be inactive. Should a medical society at any time become inactive for any reason, all records of that medical society shall become the property of the Association and shall be transmitted to the Association's principal office for safekeeping. If a medical society becomes inactive, the Association shall no longer collect dues on its behalf. If a medical society becomes inactive, that medical society should arrange for its own record retention.

10.4.2 A medical society may reverse a suspension within one (1) year by resolving the issues that led to the initial suspension. If the suspension is not remedied and no extension has been received from the Board, the suspension shall be converted to a revocation. Written notice of such action shall be mailed to the medical society's current President of record. If a medical society does not reverse their suspension after a year, the chapter will be officially revoked. A medical society may only regain active status within the Association by resolving all issues that led to the revocation to the satisfaction of the Board. The medical society shall submit a written request to the Board requesting the revocation be terminated and the county society regain active status. The request to the Board must outline the steps taken by the medical society to resolve the issues that led to the revocation. The Board shall review the request at the next annual meeting and shall notify the medical society in writing of its decision.

10.5 Only one geographic medical society shall exist in any one county, except as provided in paragraph 10.2 above.

10.6 Each medical society shall be the judge of the qualifications of its members. Any physician, however, who may feel aggrieved by the action of the medical society in refusing a membership application or in suspending or expelling the physician shall have the right of appeal, first to the Committee on Medical Ethics and then to the Board. The Board shall submit its opinions and recommendations to the medical society. In hearing appeals, the Committee on Medical Ethics may receive such oral or written evidence as in its judgment will fairly present the facts. Efforts at conciliation and compromise by the Committee on Medical Ethics and by individual members shall precede the hearing of such appeals.

10.6.1 A geographical medical society may establish qualifications for local associate members. A local associate member of a geographical medical society are eligible for Association membership if qualifications of membership, as set forth above in Section 5.2, are met.



10.7 When a member in good standing of a geographical medical society moves to another county in this State, the member's name, upon request of the society into which jurisdiction the physician moves, shall be transferred, without cost, to the roster of that geographical medical society, providing all the member's dues and assessments for membership in this Association are paid.

10.8 A physician may transfer membership to an adjacent geographical medical society with the approval of its executive committee and with the approval of the executive committee of the geographical medical society within which jurisdiction the physician resides and/or practices. In the event the permission to transfer membership is denied by the executive committee of one or both geographical medical societies, the physician may appeal the decision to the Executive Committee which decision shall be final and accepted by the physician and the geographical medical societies concerned.

10.9 Each medical society shall have the general direction of the affairs of the profession within the territory or specialty represented by it and its influence shall be constantly exerted for the advancement of the scientific, moral, and ethical standards of every physician under its jurisdiction. Systematic efforts shall be made by each member and by the society as a whole to increase the membership until the society embraces every qualified physician in the area under its jurisdiction.

10.10 Each medical society shall be entitled to representation at all meetings of the Board. Each such society shall elect one trustee to serve as a member of the Board of this Association, who is in good standing and a member of this Association on May 1 of each year. In the event a medical society has more than 100 Association members, then, in that event, it shall be entitled to elect a second trustee. The secretary of each medical society shall submit a record of the name(s) of such duly elected trustee(s) to the Secretary of this Association at least forty-five (45) days prior to the Board's annual and/or its interim meeting and within ten (10) days prior to any special session of the Board.

10.11 The secretary of each medical society should maintain a full and complete roster of its members that shall indicate all changes in the personnel of the medical profession within the boundaries of the county or territory under the jurisdiction of the medical society. The secretary of each medical society shall serve as the liaison officer between this Association and the medical society, and shall transmit to the membership of the medical society all information, which they receive from this Association as rapidly as is possible. Each medical society shall notify the Association of any change in a member's status and address.

10.12 Members of the medical societies shall be responsible for paying dues for their individual medical societies and members of the geographical medical societies shall also pay Association dues as set forth above under Section 5.4. Other medical societies should strongly encourage Association membership. The Association shall be



responsible for collecting dues and assessments from the members of each geographical medical society. The Association shall invoice each member for annual dues and assessments. All dues and assessments are due January 1st of each year. The Association shall account for all dues and assessments received from each geographical medical society and shall hold such dues for the benefit of each geographical medical society. Each geographical medical society shall be entitled to use such funds as they see fit, so long as use is in accordance with the overall mission and purpose of the Association. Funds shall be released to the geographical medical societies upon written request to the Association that outlines how such funds will be utilized

10.13 In the event that an existing medical society is not able to fulfill all of its obligations within the Bylaws, the medical society may make a written request to the executive committee for an allowance based on good cause. The executive committee shall consider all requests and may make an allowance for good cause. If the executive committee does not find good cause exists, the executive committee shall notify the Board of the appeal and the determination.

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EFFECTIVE DATE

These Restated Bylaws of the Montana Medical Association shall be effective as of February 22, 2025. The date of the adoption thereof.

CERTIFICATE

The undersigned being the Secretary of the Association does hereby certify that the Restated Bylaws to which this Certificate is attached, were duly adopted as the Restated Bylaws of the Association at a meeting of the Board held on February 22, 2025, in accordance with the provisions of Section 4.2 of the Bylaws, and that the same now constitute the Restated Bylaws of the Association.

By: _____

Jason A. Cohen, M.D.
MMA Secretary