

**Brief Description of Proposed Amendments to Maine Medical Association
Bylaws, draft date 8/3/22 for consideration at the General Membership Meeting on
Saturday, September 10, 2022**

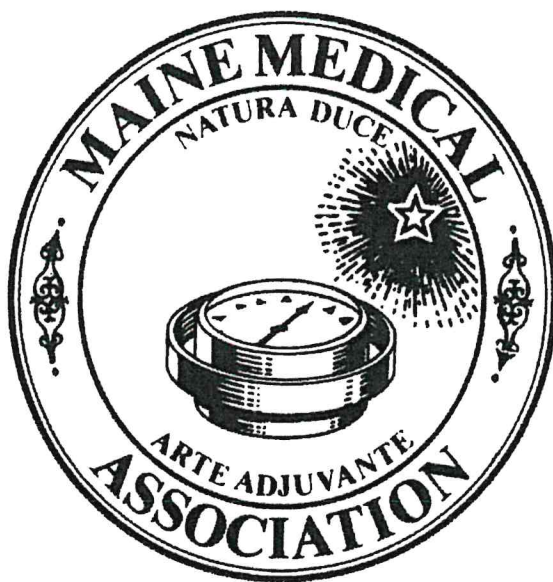
These proposed amendments regarding the MMA's process of considering resolutions were considered but tabled at the 2021 General Membership meeting, pending the formation of a working group to review the resolutions process. The "Resolutions Work Group," an advisory group to the Bylaws Committee has been formed under the leadership of Lani Graham, M.D., M.P.H., Chair, and it will continue to work on development of a new resolutions process in keeping with these amendments to the Bylaws. The MMA will publish a guidance document on the new resolutions process for use by members at an appropriate time. References are to Article provisions of the Bylaws.

- 5.5: Deletes language regarding the potential appointment of reference committees at the Annual Session. This amendment relates to the change in the process of considering resolutions.
- 7.4.2: This provision describes the substantial change in the association's process for considering resolutions from the membership from the full membership once annually at the General Membership meeting (the annual business meeting/corporate annual meeting of the organization) to the Board of Directors at any meeting of the board. A resolution sponsor may appear before the board and make a presentation in support of the resolution. This draft includes a change in one sentence in Article 7.4.2 from the version considered in 2021. The sentence in the current draft beginning with "The Board of Directors shall develop a process . . ." replaces the following sentence from the 2021 draft: *A resolution should have an appropriate title, introductory clauses beginning with "whereas," one or more clauses beginning with "be it resolved that" or "be it further resolved that," and stating clearly any legal and ethical action to be taken.* The Resolutions Work Group did not believe the Bylaws should be this prescriptive about the resolutions process.

Please contact Andrew MacLean, J.D., C.E.O. with any questions about these proposed amendments: amaclean@mainemed.com or 207-215-7462 (Cell).

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

**BYLAWS
of the
MAINE MEDICAL ASSOCIATION**



Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

SEPTEMBER 2021

Article 1: Name of the Association:

- 1.1 The name of this organization shall be the Maine Medical Association.

Article 2: Purpose of the Association:

- 2.1 The purpose of this Association is to support Maine physicians, advance the quality of medicine in Maine, and promote the health of all Maine people.

Article 3: Membership:

- 3.1 Membership in this Association is open to:
 - 3.1.1 Any graduate of an approved allopathic or osteopathic medical school that has an interest in medicine in Maine.
 - 3.1.2 Matriculated students in approved allopathic or osteopathic schools or graduates of such schools currently enrolled in formal post-graduate training.
- 3.2 Physicians may join the Association by:
 - 3.2.1 Indicating the desire to be a member and
 - 3.2.2 Payment of the appropriate amount of dues and
 - 3.2.3 Agreeing to live and practice consistent with the principles of medical ethics of the Maine Medical Association and/or the American Medical Association.
- 3.3 Categories of membership:
 - 3.3.1 Active: Physicians who are licensed in the practice of medicine in Maine.
 - 3.3.2 Resident: Physicians who are enrolled in a residency or fellowship training program in a Maine healthcare facility and/or who are domiciled in Maine enrolled in a residency in another state.
 - 3.3.2.1 Residents may vote at meetings of the general membership.
 - 3.3.2.2 Residents may not serve as officers of the Association.
 - 3.3.3 Student: Students who:
 - 3.3.3.1 Are matriculated in allopathic or osteopathic medical schools and
 - 3.3.3.2 Are domiciled in Maine and/or are attending medical school in Maine.

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

- 3.3.3.3 Students may participate in all Association activities and committees.
 - 3.3.3.4 Students do not have a vote at meetings of the general membership.
 - 3.3.3.5 Students may not serve as officers of the Association.
 - 3.3.4 Senior: Physicians who have met at least one of the following qualifications:
 - 3.3.4.1 Have reached the age of 75.
 - 3.3.4.2 Have retired fully from practice.
 - 3.3.4.3 Have stopped practice because of disability.
 - 3.3.4.4 Senior members have the same rights of membership as active members.
- 3.4 Revocation of Membership:
- 3.4.1 The membership of any member who pleads guilty to or is convicted of a class A, B, or C crime under the State of Maine criminal statutes, or of any felony or analogous crime in another jurisdiction, shall automatically be revoked, unless otherwise determined by the Board of Directors.
 - 3.4.2 Such a member shall not be entitled to any return of dues or assessments.
 - 3.4.3 The Board of Directors shall determine any other criteria by which a physician may be expelled from membership status (c.f. 3.2.3).

Article 4: General Meetings:

- 4.1 The meetings of this Association and its committees shall be open to all members and their invited guests.
- 4.2 Nonmembers of the Association may be excluded from a session by a majority vote of the members present.
- 4.3 The membership and/or a committee have the right to meet in Executive Session.

Article 5: Annual Meeting.

- 5.1 The Annual Meeting of the Maine Medical Association shall be called by the Board of Directors and shall be held during the week of the Annual Session of the Association.
- 5.2 Special meetings of the members may be called:
 - 5.2.1 By the President.
 - 5.2.2 By the Board of Directors.

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

- 5.2.3 By the President on petition of 50 voting members of the Association.
- 5.3 20 voting members of the Association constitute a quorum at the Annual or a Special Meeting.
- 5.4 The Board of Directors shall propose Rules of Order to govern proceedings of the membership meetings. These rules shall take effect upon being adopted by majority vote of the members present at any annual or special meeting.
- 5.5 The Board of Directors will appoint a moderator and vice moderator (if needed) for each annual and/or special meeting of the Association. The moderator/vice moderator does not need to be a member of the Board of Directors.
- 5.6 Only voting members in good standing may vote at the annual or a special meeting.
 - 5.6.1 Members who are in arrears on their dues will need to settle any balance due before being able to vote at an annual or special meeting.
- 5.7 Duties of the members at an annual or special meeting:
 - 5.7.1 The members shall elect the President-elect, members of the Board and delegates and alternate delegates from the Association to the House of Delegates of the American Medical Association in accordance with the Constitution and Bylaws of that body.
 - 5.7.2 The members shall vote on the reports of all committees presented to the Annual Meeting.
 - 5.7.3 The voting membership shall consider the annual budget submitted to it by the Board of Directors and shall make the final determination.
 - ~~5.7.4 The moderator may appoint reference committees from the membership.~~
 - ~~5.7.4.1 Reports and resolutions may be referred to these committees for consideration and discussion.~~
 - ~~5.7.4.2 The reference committee will report to the general membership.~~
 - ~~5.7.4.3 The reference committees shall disband upon completion of their appointed tasks.~~
- ~~5.8 Resolutions presented at the Annual Meeting shall be considered advisory to the Board of Directors who will act on them in an appropriate fashion consistent with section 7.4.1~~

Article 6: Officers:

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

- 6.1 All officers of this Association shall be members in good standing at the time of their election and throughout their term of office. The officers shall consist of the following:
 - 6.1.1 President
 - 6.1.2 President-elect
 - 6.1.3 Treasurer
 - 6.1.4 Chair of the Board of Directors
 - 6.1.5 Immediate Past President
- 6.2 Term of Office: All of the officers shall serve one-year terms, commencing at the end of the Annual Session.
- 6.3 The President shall serve until the appointment of his/her successor.
- 6.4 A President-elect shall be elected by ballot at the Annual Meeting of the Association at a time to be designated by the Board of Directors and published in the agenda.
 - 6.4.1 The President-elect shall serve in that capacity until appointment to President at the next Annual Meeting of the Association but may serve both the anticipated year of service as President in addition to the time served due to early accession to the office of president position.
- 6.5 The Chair of the Board of Directors will be elected by the Board of Directors at the organizational meeting held during or following the Annual Session and shall take office at the end of meeting at which he/she was elected.
- 6.6 The Treasurer shall be elected by the Board of Directors at the organizational meeting.
- 6.7 Duties of the Officers:
 - 6.7.1 The President shall:
 - 6.7.1.1 Preside at all meetings of the Association except the Executive Committee and the Board of Directors unless otherwise described in the bylaws.
 - 6.7.1.2 Appoint members to all committees of the Association and the chairs of those committees unless otherwise described in the bylaws.
 - 6.7.1.3 Perform such other duties as custom and parliamentary usage may require.
 - 6.7.1.4 The President shall be the spokesperson for the Association.
 - 6.7.1.5 As far as practicable shall visit, by appointment, members of the Association around the state.
 - 6.7.1.6 Serve as an ex-officio member of all committees (with vote)

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

- 6.7.2 The President-elect shall:
 - 6.7.2.1 Act as the President pro-tem in the case of absence or disability of the President.
 - 6.7.2.2 Perform such duties as may be delegated by the President.
 - 6.7.2.3 Serve, with voting privileges, as an ex-officio, voting, member of the Finance Committee and the Nominating Committee.

- 6.7.3 The Treasurer shall:
 - 6.7.3.1 Demand and receive all funds due to the Association, together with bequests and donations.
 - 6.7.3.2 Pay money out of the treasury for expenses approved by the Executive Committee or Board of Directors.
 - 6.7.3.3 Render annually a financial statement to the membership.
 - 6.7.3.4 Submit all pertinent books for independent audit or review by a certified public accountant and the Audit Committee.

- 6.7.4 The Immediate Past President shall:
 - 6.7.4.1 Remain an active member of the Executive Committee and the Board.
 - 6.7.4.2 Serve as a resource person for the other officers.

- 6.8 Vacancies.
 - 6.8.1 If the office of President should become vacant, the President-elect shall succeed to the presidency.
 - 6.8.2 If the office of the President-elect should become vacant the Chair of the Board of Directors shall perform the duties until the next Annual Session or until a President-elect is appointed by the Executive Committee to serve the remainder of the term
 - 6.8.2.1 If the vacancy for President-elect is a result of the President-elect filling a vacancy for the office of the President, a new President-elect will be elected at the next Annual Session.
 - 6.8.2.2 If the vacancy for President-elect is a result of the President-elect no longer being able to serve, a new President-elect shall be elected at the next Annual Session.
 - 6.8.2.3 If 6.8.2.2 applies, a President may be elected at the next Annual Session.
 - 6.8.3 If the office of the Treasurer should become vacant, the Executive Committee will appoint another Treasurer for the remainder of the term.

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

6.8.4 If the Office of the Chair of the Board of Directors becomes vacant:

6.8.4.1 The Board of Directors will elect a new Chair at its next meeting as the first order of business.

6.8.4.2 The President will act as Chair of the Board of Directors until the election of the new Chair.

Article 7: Board of Directors:

7.1 The Board of Directors shall be the planning and the decision-making body for this Association.

7.2 Composition: The Board of Directors will consist of members of this Association who have been nominated by the Nominating Committee for their abilities, diversity of representation, and willingness to serve the Association.

7.2.1 There will be no less than 25 members on the Board of Directors and no more than 30 members at any one time.

7.2.2 Vacancies on the Board of Directors will be filled by members elected by the Board of Directors from candidate[s] submitted to them by the Nominating Committee.

7.2.3 The Board of Directors shall strive for a composition reflective of the diversity of age, specialty interests, geography, gender, allopathic/osteopathic credentials, and other factors.

7.2.4 The Board of Directors shall include:

7.2.4.1 The President.

7.2.4.2 The President-elect.

7.2.4.3 The Immediate Past President.

7.2.4.4 The Treasurer.

7.2.4.5 One member of the Maine AMA Delegation, who may be substituted for by another member of the delegation.

7.2.5 Members of the Board of Directors may serve concomitantly in other positions or offices within the organization, but those positions do not automatically confer board membership.

7.2.6 Term and term limits:

7.2.6.1 The term of office for members of the Board of Directors shall be three years.

7.2.6.2 A member of the Board of Directors may, upon the completion of his/her term of office, be nominated to additional terms by the Nominating Committee.

7.2.6.3 No member shall serve for more than 3 consecutive terms.

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

- 7.2.6.4 After at least a one-year absence, a member is eligible for re-election to the Board of Directors for a complete cycle of terms.
- 7.2.6.5 Time spent by members of the Board of Directors during their service as President-elect, President or Immediate Past President do not count toward the term limits for the Board of Directors.
- 7.2.6.6 If a board member is appointed to fill a term vacated by a previously elected board member:
 - 7.2.6.6.1 His/her term shall be the same as the term of the member that he/she replaced.
 - 7.2.6.6.2 If there are 18 months or less in this term, then this will not count toward the limit on the number of terms.
 - 7.2.6.6.3 If there are more than 18 months in this term, then it will be considered as a full-term.

7.3 The Chairman of the Board of Directors shall:

- 7.3.1 Preside at all meetings of the Executive Committee.
- 7.3.2 Preside at all meetings of the Board of Directors.
- 7.3.3 Work closely with the Chief Executive Officer and the Executive Committee in:
 - 7.3.3.1 Determining the agenda.
 - 7.3.3.2 Determining the priorities for discussion.

7.4 Powers of the Board of Directors:

- 7.4.1 The Board of Directors shall have sole power to determine and establish priorities of the Association consistent with its mission.
- 7.4.2 Any individual member, group of members, or committee or section of the Association may submit a resolution for consideration and action by the Board of Directors at any time by submitting it through the Chief Executive Officer or designee. The Board of Directors shall develop a process for submission of proposed resolutions and publish guidelines about the process for members. Upon receipt of a resolution, the Board of Directors shall place it on the agenda for the next regularly scheduled meeting of the Board. The Board shall notify the resolution sponsor of the date and time of the meeting and shall permit the sponsor to attend and make a presentation in support of the resolution. The Board of Directors shall place it on the agenda for the next regularly scheduled meeting of the Board. The Board shall notify the resolution sponsor of the date and time of the meeting and shall permit the sponsor to attend and make a presentation in support of the resolution. The Board of Directors may take any of the following action on a resolution:
 - 7.4.2.1 Approve the resolution as submitted;
 - 7.4.2.2 Approve the resolution as amended;

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

- 7.4.2.3 Reject the resolution; or
 - 7.4.2.4 Refer the resolution to a reference committee or standing committee for further consideration and recommendations to the Board of Directors.
 - 7.4.2.5 The Board of Directors shall report its final action on any resolution to its proponent or proponents and to the membership within a reasonable time through its regular communications channels.
 - 7.4.3 The Board of Directors will select, appoint, and evaluate the Chief Executive Officer.
 - 7.4.3.1 All other employees of the Association may be hired or terminated by the Chief Executive Officer, in consultation with the Executive Committee.
 - 7.4.4 The Board of Directors will prepare and adopt an annual budget for the Association to be presented to the membership at the Annual Meeting for their action. This budget should:
 - 7.4.4.1 Provide for the necessary expenses of the Association.
 - 7.4.4.2 Be prepared at least 30 days before the opening of the Annual Meeting.
 - 7.4.4.3 Shall be made available to any member of the Association upon request.
 - 7.4.5 Unique opportunities and unforeseen demands may require the Board of Directors to make financial decisions for the Association, consistent with the budget.
 - 7.4.6 The Board of Directors shall appoint members of the Association and, where appropriate, nonmembers of the Association whose interests are aligned with the Association, to committees of the Board. They will advise the President on appointments to the committees of the Association.
 - 7.4.7 The Board of Directors will elect annually 3 members from the Board to be "at large" members of the Executive Committee.
 - 7.4.8 The Board of Directors may remove a member from the Board, without prejudice, in the event that the member is not meeting the performance expectations.
- 7.5 Meetings of the Board of Directors shall occur:
- 7.5.1 No less than four times a year.
 - 7.5.2 Meetings shall be held at a time, location, and manner (including electronic) chosen by the members of the Board of Directors.
- 7.6 Quorum: A quorum for the Board of Directors shall be defined as at least 13 members of the Board. Members participating by teleconference, webinar or

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

other electronic means of concurrent engagement with the meeting shall count toward the quorum.

- 7.7 The Board of Directors shall appoint a Secretary on an annual basis.
 - 7.7.1 The Secretary is required to attest to the authenticity of minutes and documents from the board.
 - 7.7.2 The Board may appoint its Chief Executive Officer or legal counsel for this role.
 - 7.7.3 The Secretary does not need to be a physician.
 - 7.7.4 If the Secretary is not a member of the senior management team of the Association, then s/he should be a member of the Board of Directors.
 - 7.7.5 If the Secretary is not a member of the Board of Directors, s/he does not have a vote on matters before the Board.

- 7.8 Indemnification: Each person serving as an officer, member of the Board of Directors, member of the Executive Committee, or as a member of any Board or Association Committee shall be indemnified to the fullest extent now or hereafter permitted by law in connection with any legal action or proceeding (including civil, criminal, administrative, or investigative proceeding) arising out of his or her service to the association or to another entity at the association's request. This includes negligent acts or omissions arising out of the scope of the individual's service, but excludes acts of gross negligence or willful, wanton, or malicious conduct.

- 7.9 Responsibilities of individual members of the Board of Directors:
 - 7.9.1 Attend and actively participate in at least 60% of the meetings of the Board of Directors.
 - 7.9.2 Be an active participant in meetings.
 - 7.9.3 Be a spokesperson for the Association
 - 7.9.3.1 In his/her community,
 - 7.9.3.2 With his/her patients.
 - 7.9.3.3 With his/her colleagues whom s/he represents on the Board.

Article 8: Committees of the Board of Directors:

- 8.1 The Board of Directors shall have three standing committees:
 - 8.1.1 The Executive Committee.
 - 8.1.2 The Finance Committee.
 - 8.1.3 The Nominating Committee.

- 8.2 The Executive Committee:
 - 8.2.1 The Executive Committee shall be composed of the officers of the Association and 3 "at large" members of the Board of Directors.

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

- 8.2.2 The Executive Committee will meet with a frequency sufficient to accomplish its tasks.
 - 8.2.3 The Executive Committee will:
 - 8.2.3.1 Be responsible for the oversight of day-to-day operations of the Association.
 - 8.2.3.2 Serve as an advisory board to the Chief Executive Officer with respect to personnel of the Association.
 - 8.2.3.3 The Executive Committee may authorize staff to take specific actions to accomplish the strategic goals established by the Board of Directors consistent with budgetary restrictions.
 - 8.2.4 The Executive Committee will perform an annual review on the performance of the Chief Executive Officer and make recommendations to the Board of Directors for any actions necessary by them.
 - 8.2.5 The Executive Committee will work closely with its Chair and Association staff:
 - 8.2.5.1 To identify developing issues within and outside of Maine whose discussion by the Board of Directors will help with the ability of the Association to respond to those issues on behalf of its members and their patients.
 - 8.2.5.2 These issues should be on the agenda for the Board of Directors meetings.
 - 8.2.6 The Executive Committee will be responsible for all ceremonial duties of the Association.
 - 8.2.7 The Executive Committee will be responsible for liaisons with other organizations.
 - 8.2.8 The Chair of the Board of Directors or his/her designee shall make a report about the work of the Committee at every regularly scheduled meeting of the Board of Directors.
- 8.3 The Finance Committee:
- 8.3.1 The Finance Committee shall consist of:
 - 8.3.1.1 At least 4 members of the Board of Directors, one of whom shall be designated as chair by the president, with approval of the Board.
 - 8.3.1.2 As many members of the Association as the Board of Directors finds appropriate.
 - 8.3.1.3 The President-elect and Treasurer [ex-officio] with vote.
 - 8.3.2 Responsibilities of the committee include:
 - 8.3.2.1 To invest, reinvest, and change investments, of such monies, securities, and funds of the Association as are available to it or held in trust.
 - 8.3.2.2 To review the lists of such assets.
 - 8.3.2.3 To prepare proposed budgets and reports of the financial condition of the Association for the Board of Directors and/or as requested by the Board.

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

8.3.2.4 Management of the Maine Medical Association real property holdings. They shall report on the status of these properties to the Association at its Annual session.

8.3.3 The terms of the members of the Finance Committee shall be for three years.

8.3.4 At least one new member shall be appointed annually.

8.3.5 Members of the committee may serve for more than one term.

8.4 The Nominating Committee:

8.4.1 This committee meets as needed:

8.4.1.1 To consider the needs of the Association and its members.

8.4.1.2 To ensure that the Board of Directors has the necessary balance of skills, talent, and representation to fulfill its mission.

8.4.1.3 To nominate members for:

8.4.1.3.1 The Board of Directors.

8.4.1.3.2 Officers.

8.4.1.3.3 AMA representatives.

8.4.1.3.4 Other committee leadership positions.

8.4.2 The Nominating Committee should consist of 6 to 8 physicians.

8.4.2.1 Who must be members of the Association.

8.4.2.2 Are appointed by the Board of Directors.

8.4.2.3 Membership should include both members of the Board of Directors and members of the Association who are not members of the Board of Directors.

8.4.2.4 A public member cannot serve on the Nominating Committee.

8.4.2.5 The President-elect serves ex-officio. The Chief Executive Officer serves ex-officio without vote.

8.4.2.6 The Nominating Committee should consist of members who are active and of diverse backgrounds.

8.4.2.7 Members of the Nominating Committee may be appointed based on referral by:

8.4.2.7.1 Self-referral.

8.4.2.7.2 Association officers.

8.4.2.7.3 Administrative staff.

8.4.2.7.4 Senior management.

8.4.2.7.5 Other Association committees or their members.

8.4.2.7.6 County societies, medical staffs, specialty societies.

8.4.2.7.7 Practice or group leadership.

8.4.2.7.8 Other leadership experience (i.e. Hanley Center leadership courses).

8.4.2.7.9 Past Presidents of the Association.

8.4.2.7.10 New members of the Association.

8.4.3 The Nominating Committee elects a Chair from its members annually.

8.4.4 Members may be added as needed throughout the year.

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

- 8.4.5 Members are appointed for:
 - 8.4.5.1 A three-year term.
 - 8.4.5.2 They may have a single term renewal.
 - 8.4.5.3 May be reappointed after at least an absence of one year.
- 8.4.6 Committee members not actively participating in the work of the committee or meeting their obligations shall be removed by the Board of Directors.

Quorum: For all committees of the Board a quorum shall be defined as a majority of members. Members participating by teleconference or webinar or other electronic means of concurrent engagement with the meeting shall count towards the quorum.

Article 9: Committees of the Association:

- 9.1 The Standing Committees of this Association shall be:
 - 9.1.1 Audit Committee.
 - 9.1.2 Committee on Medical Education and Accreditation.
 - 9.1.3 Loan and Trust Committee.
 - 9.1.4 Committee on Physician Quality.
 - 9.1.5 Public Health Committee.
 - 9.1.6 Legislative Committee.
- 9.2 The Association may have additional committees to accomplish goals in pursuit of its mission. If not needed for active Association concerns these committees may meet on an as needed basis. These might include but not be limited to the following:
 - 9.2.1 Bylaws Committee.
 - 9.2.2 Membership and Member Benefits Committee.
 - 9.2.3 Technology and Communications Committee.
 - 9.2.4 Annual Session Committee.
 - 9.2.5 The Advisory Committee to the Medical Professionals Health Program.
 - 9.2.6 Senior Section Committee.
 - 9.2.7 Medical Student Section Committee.
 - 9.2.8 Medical Resident Section Committee.
- 9.3 The Chair of a committee of the Association does not automatically have a seat on the Board of Directors.
- 9.4 Quorum:
 - 9.4.1 A quorum shall be defined as "those present" unless otherwise described in these bylaws.

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

9.4.2 The quorum for the Audit Committee shall be defined as a majority of the members. Members participating by teleconference or webinar or other electronic means of concurrent engagement with the meeting shall count toward the quorum.

9.5 Standing Committees:

9.5.1 Audit Committee is:

- 9.5.1.1 Composed of 3 to 5 members of the Association who are not officers.
- 9.5.1.2 Responsible for review of the financial statements for the Association on an as-needed basis.
- 9.5.1.3 To work with an outside auditor to review and ensure appropriate utilization of Association fiscal resources.
- 9.5.1.4 A meeting of the committee can be called by any officer, the
- 9.5.1.5 Chief Executive Officer, Finance Director, or legal counsel.

9.5.2 Committee on Continuing Medical Education and Accreditation

- 9.5.2.1 This committee shall consist of at least 6 members.
- 9.5.2.2 The primary objective of Continuing Medical Education is to provide for constant improvement in medical care. To meet this objective, the committee shall:
 - Assist in developing mechanisms which providers could use to determine the education needs of Maine physicians.
 - Study and coordinate the means available to meet those needs.
 - Develop mechanisms to evaluate continuing medical education in the state.
 - Develop mechanisms to accredit continuing education programs throughout the state.
- 9.5.2.3 Members shall be appointed for 3-year terms.
- 9.5.2.4 The committee shall have the power to propose rules and regulations for CME activities, which require approval by the Executive Committee.

9.5.3 Loan and Trust Committee:

- 9.5.3.1 This committee shall consist of at least 6 members.
- 9.5.3.2 It shall be the duty of this committee:
 - To grant loans from the funds of the Maine Medical Education Foundation, pursuant to the provisions of the governing documents of that foundation.
 - To distribute other funds collected and held in trust for the purpose of medical education

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

- To be advised on the problems of medical education, with particular attention to opportunities for students in Maine so desiring to obtain a medical education.

9.5.3.3 Members shall be appointed for 3-year terms.

9.5.3.4 The terms of at least two members shall finish each year.

9.5.4 Committee on Physician Quality:

9.5.4.1 This committee shall consist of at least 6 members.

9.5.4.2 Responsibilities of this committee will include:

- Providing oversight for the Association's peer review programs, including establishing the protocols under which these programs are conducted.
- Developing standards or protocols for peer review or quality improvement activities to ensure their protection under the law.
- Developing and promoting the Association's office-based quality improvement program.
- Reviewing various state and federal initiatives concerning quality to:
 - 9.5.4.2..1 Educate Maine physicians about these initiatives.
 - 9.5.4.2..2 Provide input to other quality initiatives about physician issues and perspectives.
 - 9.5.4.2..3 Provide guidance to the Board of Directors when decisions are needed by it on quality initiatives.
- Representing the Association and its members in statewide discussions about quality.
- Addressing issues of Ethics and Professionalism that are brought before the Association.

9.5.4.3 Members shall be appointed for three-year terms.

9.5.4.4 This committee may have non-physician members who have strong ties to physician practice and a keen interest in the quality work of the Maine Medical Association.

9.5.4.5 This committee is considered to be a joint committee of the Maine Medical Association and the Maine Osteopathic Association.

9.5.5 Public Health Committee:

9.5.5.1 This committee shall consist of at least 5 members.

9.5.5.2 The purpose of this committee shall be:

- To educate both the public and physicians in the use of and access to the health care system.
- To disseminate health information to physicians and to the public.

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

- To examine other public health issues.
 - To make recommendations to the Board of Directors.
 - 9.5.5.3 Members shall be appointed for three-year terms.
 - 9.5.5.4 This committee may have representation from non-physician members who have close ties to physician practice and a strong interest in public health initiatives.
 - 9.5.5.5 The committee is considered to be a joint committee of the Maine Medical Association and the Maine Osteopathic Association.
- 9.5.6 Legislative Committee:
- 9.5.6.1 This committee shall consist of at least 5 members.
 - 9.5.6.2 The committee shall be charged with:
 - The direction and coordination of all the Association activities related to state and federal health legislative matters.
 - The study of all matters of professional interest to this Association which are considered by the state legislature.
 - Advising the Chief Executive Officer.
 - 9.5.6.3 Members shall be appointed for three-year terms.
- 9.5.7 Bylaws Committee:
- 9.5.7.1 This committee shall consist of at least 3 members.
 - 9.5.7.2 The committee shall annually review the bylaws and propose any recommended changes to the membership.
- 9.5.8 Membership and Member Benefits Committee:
- 9.5.8.1 This committee shall consist of at least 5 members and may include practice managers and corporate affiliate representatives.
 - 9.5.8.2 The purpose of the committee shall be:
 - To discuss and promote membership in the Association.
 - To evaluate existing and potential member benefits.
 - To oversee the corporate affiliates program.
 - 9.5.8.3 Members shall be appointed for three-year terms such that the terms of at least one member shall finish each year.
- 9.5.9 Information Technology and Communications Committee:
- 9.5.9.1 This committee shall consist of at least 5 members.
 - May include non-physicians with specialty ties to physician work that have expertise in this area.
 - 9.5.9.2 The committee will work with the Board of Directors and the Association's management team to provide input and direction on strategic initiatives in technology and communication that support the mission of the Association and serve its members.

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

9.5.10 Annual Session Committee:

9.5.10.1 This committee shall consist of at least 5 members

9.5.10.2 Responsibilities of this committee include:

- Reviewing and planning continuing medical education to be done in Association with the Annual Meeting.
- Collaborating with other organizations involved in the Annual Session.
- Arranging for recognition of and interaction with elected officials at the annual session.
- Recognizing members and others with outstanding achievements at the annual session, including those celebrating 50 or more years in the practice of medicine.
- Discussing and preparing for general membership meetings and governance issues.
- Preparing for the transition of leadership that occurs at the Annual Session.
- Reviewing the timing, location, fiscal impact, opportunities for fundraising, and other recommendations associated with the Annual Session.

9.5.11 The Advisory Committee to the Medical Professionals Health Program:

9.5.11.1 This committee shall be composed of at least 5 members.

Members may come from other professional disciplines whose licensing boards authorize and encourage their licensees to utilize the Medical Professionals Health Program.

9.5.11.2 The committee has the primary oversight for planning and policy with the Medical Professionals Health Program, in concert with the professional staff of the program.

9.5.11.3 The committee will take a leadership role in fundraising to help support the Medical Professionals Health Program. It will also encourage advocacy on behalf of the program.

9.5.11.4 The committee shall elect a Chair whose appointment shall be approved by the Executive Committee.

9.5.12 The Senior Section Committee:

9.5.12.1 This committee shall consist of senior members of this Association. The Chair of this section shall be appointed annually by the President.

9.5.12.2 The section shall serve as a vehicle to direct voluntary efforts of senior members in any of the following areas:

- Voluntary medical service.
- Mentoring.
- Advocacy.

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

- Participation in any special interest section.
- The committee shall, through its Chair, bring the concerns and perspectives of our most experienced physicians to the Board of Directors when appropriate during their deliberations.

9.5.13 The Medical Student Section Committee:

9.5.13.1 This committee shall consist of medical student members of this Association. The Chair or Co-chairs of this section shall be elected annually by the members of the committee.

9.5.13.2 This committee shall be known as the Maine Medical Association Medical Student Section.

9.5.13.3 The purpose of this committee shall be to:

9.5.13.3.1 Unite medical students in Maine along with the physician members where common interests are served.

9.5.13.3.2 Encourage and support medical student members' involvement in the association's public policy advocacy work.

9.5.13.3.3 Nominate one or more members of the committee for consideration by the Board of Directors for membership on the Board.

9.5.13.4 The committee shall, through the medical student members of the Board of Directors, bring the concerns and perspectives of the medical student members of this Association to the Board of Directors when appropriate during their deliberations.

9.5.14 The Medical Resident Section Committee:

9.5.14.1 This committee shall consist of medical resident members of this Association. The Chair or Co-chairs of this section shall be elected annually by the members of the committee.

9.5.14.2 This committee shall be known as the Maine Medical Association Medical Resident Section.

9.5.14.3 The purpose of this committee shall be to:

9.5.14.3.1 Provide a policy forum for the medical resident members of the Association.

9.5.14.3.2 Encourage and support medical resident members' involvement in legislative matters affecting all aspects of the medical field, including but not limited to authoring resolutions and participating in advocacy.

9.5.14.3.3 Unite in purpose the medical residents throughout the State of Maine, along with the members of the American Medical Association, the American Osteopathic Association, and the Maine Medical Association where common interests are served.

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

9.5.14.3.4 Nominate one or more members of the committee for consideration by the Board of Directors for membership on the Board.

9.5.14.4 The committee shall, through the medical resident members of the Board of Directors, bring the concerns and perspectives of the medical resident members of this Association to the Board of Directors when appropriate during their deliberations.

9.5.15 The Independent Practice Section Committee

9.5.15.1 This committee shall consist of members and practice management staff who are engaged in the independent, private practice of medicine in a business model whereby the practice is owned and governed solely by one or more physicians licensed in the state. The Chair or Co-Chairs of the committee shall be elected annually by its members.

9.5.15.2 This committee shall be known as the Independent Practice Section.

9.5.15.3. The purpose of this committee shall be to:

9.5.15.3.1 Provide a forum for members in independent, private practice to discuss issues unique to their practice and to ensure that the Board of Directors knows the professional, operational, and advocacy priorities of physicians in independent, private practice in our state.

9.5.15.3.2 Inform the Legislative Committee of the state advocacy priorities of its members.

9.5.15.3.3 Unite its members in support for the private practice model and to focus on maintaining physician autonomy in their practices as much as possible in the current health care delivery system in our country.

9.5.15.3.4 Educate the general public about the value of community-based independent physicians.

9.5.15.3.5 Promote communications with Maine's hospitals to effectively collaborate and be mutually supportive.

Article 10: Dues and assessments.

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

- 10.1 Membership dues will be determined by the Board of Directors and assessed on an annual basis.
- 10.2 Members may be removed from the association if they are delinquent in the payment of their dues.

Article 11: Ethics.

- 11.1 The ethics principles governing the members of the American Medical Association shall govern the members of this Association.

Article 12: Rules of Order.

- 12.1 The deliberations of this Association shall be conducted in accordance with the most recent edition of *The Standard Code of Parliamentary Procedure*.

Article 13: Amendments.

- 13.1 These bylaws may be amended at the Annual Meeting, or any special meeting by a two thirds vote of the members present at that meeting, if at least 30 days notice has been given.
- 13.2 Any proposed changes to these bylaws:
 - 13.2.1 Must be posted on the Association's web site at least 30 days prior to adoption.
 - 13.2.2 Must be distributed to members through routine but not extraordinary Association communications
 - 13.2.3 A written copy of proposed changes will be mailed to any member specifically requesting this.

Article 14: Maine Medical Education Foundation:

- 14.1 The Association, as Trustee, may receive, hold, and disburse, strictly in trust for the purpose hereinafter provided, contributions to an enduring fund heretofore established by the Association and known as the Maine Medical Education Foundation, such fund with all additions and accretions thereto being devoted to the granting of loans for the purpose of medical education.
 - 14.1.1 This fund, being held in trust, cannot and shall not be used for the general purposes of the Trustee Association, or for any purpose other than that expressed in the provision above, except that administration, collection, and fund promotion expenses may be charged to the foundation for activities involved in its operation.
 - 14.1.2 This fund and all accretions thereto are and shall be forever held and administered by the Association as Trustee entirely separate from its general and any other funds and shall not be available to satisfy the debts of the Trustee Association.

Proposed amendments to the MMA Bylaws drafted by Andrew MacLean, J.D. on behalf of the MMA Bylaws Committee chaired by David McDermott, M.D., M.P.H. and approved by the Bylaws Committee's work group on resolutions chaired by Lani Graham, M.D., M.P.H., 8/3/22

- 14.2 The Trustee shall have the authority to buy, sell, lease, and otherwise act with respect to personal and real property, the income therefrom to be used solely for the purposes noted in Article 14.1.
 - 14.2.1 Transactions involving real property shall be undertaken only with the approval of the Executive Committee. Once such transactions are approved, the President, the Chief Executive Officer, or the Treasurer may execute any necessary documents authorized by the Committee.
- 14.3 The Trustee Association shall have the authority to ratify all actions by the Association in relation to the fund between September X, 2011 and September 10, 2017.
- 14.4 In event of the dissolution of the Trustee Association, any remaining assets held by the Maine Medical Education Foundation, subject to the jurisdiction of the Court, will be distributed to organizations which have been granted exemption under Section 501 (c) (3) of the Internal Revenue Code.

Upon adoption of these bylaws, all previous constitutions and bylaws are hereby repealed.

June 1984	September 2004	September 2017
1992	September 2005	September 2018
1994	September 2006	September 2021
August 1995	September 2007	
September 1998	September 2008	
September 1999	September 2009	
September 2000	September 2011	
September 2001	September 2012	
September 2002	September 2014	
September 2003	September 2016	