

BYLAWS

CHAPTER I. MEMBERSHIP

Section 1. Members. Members shall consist of Regular members, Emeritus members, Retired members, Service members, Distinguished members, In-training members and Student members. Members enjoy full rights and privileges, including the right to vote and hold office and are counted in determining the strength of the Society's Delegation to the American Medical Association.

- A. Regular Members. Regular members shall be those physicians licensed to practice medicine in all its branches in the State of Illinois, who are either residents of the State of Illinois or who practice principally in Illinois, are persons of good moral character and professional standing and members of their ISMS component society.

Members in good standing moving out of Illinois may retain membership (not to exceed one year) in the Illinois State Medical Society until they are accepted into membership in the medical society of the state to which they have moved.

Physicians serving as full-time employees of the American Medical Association who reside in Illinois can become regular members. Physicians licensed in one of the states or territories of the United States and residing in Illinois, but not licensed in Illinois, may become regular members.

- B. Emeritus Members. Emeritus members are those who have been regular members in good standing for thirty-five years and have reached or will have reached the age of seventy before the next fiscal year of the Society, have made written application which is received by their component society prior to December 31 and have been recommended by their component society for emeritus status. Such membership shall be effective January first of the year following election. Credit for membership in other American Medical Association constituent societies shall be accorded transferees, provided they have been members of the Society for at least five years.
- C. Retired Members. Retired members shall consist of those who have been regular members and who by reason of age or incapacity have retired from active practice and who upon application and recommendation from their component society have been made retired members. Retired status is not available to physicians who assume compensated positions in the health care field after retiring from medical practice.

- D. Service Members. Physicians serving as medical officers in the United States Governmental Services, who are members of a component society, so long as they are engaged actively full-time in their respective service, and thereafter if they have been retired on account of age or physical disability, shall be elected to service membership.
- E. Distinguished Members. Physicians of Illinois or other states or foreign countries who have risen to prominence in the profession, teachers of medicine or of the sciences allied to medicine, not eligible for regular membership, or members of associated arts and sciences, who have made significant contributions to medicine may be nominated by any member of the House of Delegates and may be elected by the House at any annual convention by a two-thirds affirmative vote of those present (credentialed). They shall not be considered as members in determining the number of delegates to the American Medical Association, but they may participate in all other society activities.
- F. In-Training Members. In-training members are persons who are medical school graduates, of good moral character and professional standing and serving an internship or residency approved by the American Medical Association in the State of Illinois and are members of a component medical society. Membership shall end at the end of the year in which training is terminated. Following this, in-training members may apply for regular membership through their component society.
- G. Student Members. Student members are those who are currently enrolled in an Illinois medical school or are Illinois residents enrolled in an approved medical school within the boundaries of the United States, are of good moral character, professional and academic standing and student members of a component society.
- H. Group Members. Physicians practicing within a group eligible for and receiving a reduction in dues, as determined by the Board of Trustees.
- I. Part-time Members. Physicians meeting the criteria for regular membership under these Bylaws who work 20 hours or less per week, whether the hours worked are clinically related or another type of health care related employment appropriately verified.

Section 2. Discrimination of Membership. Membership in the Illinois State Medical Society shall not be denied or abridged because of color, creed, race, religion, disability, national origin, sexual orientation,

age, sex, ethnic origin, or for any other reason unrelated to character or competence.

Section 3. Tenure and Termination.

- A. Tenure of Membership. The name of a physician on a properly certified roster of members of a component society that has paid its annual assessments, shall be prima facie evidence of membership so long as he complies with the provisions of this Constitution and Bylaws. A member shall hold only one type of membership at any one time.
- B. Termination of Membership. Any person who is under sentence of suspension or expulsion from a component society shall not be entitled to any of the rights or benefits of the society nor be permitted to take part in any of the proceedings until reinstated as a member in good standing. Suspension will in no way affect insurance benefits.

A member whose dues are unpaid by February 1 of the current year ceases to be in good standing and shall be notified of dues delinquency by the secretary-treasurer. A member whose dues or assessments remain unpaid on March 1 of the current membership year shall automatically be dropped from membership. An individual who has forfeited membership for non-payment of dues or assessments may be reinstated as a member before two years have elapsed, providing, in the interim, there has been no conduct prejudicial to membership, by payment of current year membership dues. If two or more years have elapsed since the member was in good standing, application as a new member will be required.

Any member in good standing who resigns voluntarily by December 31 of any year may be reinstated within one year of resignation by paying all dues and assessments for the following year. Any past member who renews membership shall be eligible for membership benefits only to the extent and in the same manner as a new member initially joining the society.

CHAPTER II. DUES AND ASSESSMENTS

Section 1. Dues. Annual dues may be levied by the House of Delegates on each class of membership. The amount of dues shall be recommended by the Board of Trustees and shall be fixed by the House of Delegates at the annual meeting. Only Regular, In-training and Student members shall be assessed annual dues. Dues for its members shall be forwarded by the component society prior to February 1 of each year.

Section 2. Reduction and Remission of Dues. Regular members may be given a dues discount as determined

by the Board of Trustees during the first four years of practice. Groups as defined by the Board of Trustees may be given a reduction in dues. Physicians approved for membership after June 30 shall pay one-half the annual dues for that year. Part-time practice member physicians who meet the eligibility requirements for part-time member status shall be eligible for a dues reduction as established by the Board of Trustees. The Board of Trustees may authorize remission of dues of any member based upon annual review and recommendation of the component society for good reason. In such cases, the secretary shall recommend remission of dues by the American Medical Association. Emeritus members, Retired members, Service members, and Distinguished members are not required to pay dues.

Section 3. Assessments. In addition to dues, assessments may be made on dues-paying members as may be recommended by the Board of Trustees and approved by the House of Delegates. Unless specifically indicated as voluntary, any assessment passed by the ISMS House of Delegates shall be considered a part of a member's dues for the purposes of membership in this organization.

CHAPTER III. EDUCATIONAL AND SCIENTIFIC PROGRAMS

Educational and scientific programs shall be provided by the Society at such times and places as recommended by the Board of Trustees and approved by the House of Delegates.

CHAPTER IV. HOUSE OF DELEGATES

Section 1. Composition. The voting membership of the House of Delegates shall consist of 1) delegates elected by component societies, 2) the president, 3) the president-elect, 4) the vice-president, 5) the secretary-treasurer, 6) the speaker and vice-speaker, 7) trustees, 8) one delegate elected by the Resident and Fellow Section, 9) one delegate elected by the Medical Student Section, 10) one delegate elected by the Organized Medical Staff Section, and 11) one delegate elected by the International Medical Graduate Section.

Those having the privilege of the floor without vote are past trustees, past presidents, past speakers, general officers of the American Medical Association, members of the Illinois delegation to the AMA who are not otherwise voting members of the ISMS House of Delegates, and one representative from each recognized medical specialty society, as approved by the ISMS Board of Trustees.

Section 2. Delegates. Each component society shall be entitled to send one of its members to the House of Delegates each year for each seventy-five members, not to include student members, and one for a major

fraction thereof, but each component society shall be entitled to at least one delegate. The number of delegates to which any component society is entitled shall be determined by the number of members of the component society on membership rolls of the Illinois State Medical Society as of December 31 of the preceding year. The term of office of a delegate shall begin January first following his election and shall be for two years, or until his successor has been elected. Component societies with only one delegate may elect for one year.

Section 3. Affiliate Group Delegates. There shall be a Resident and Fellow Section and a Medical Student Section, which shall be open, respectively, to all in-training and medical student members of ISMS. There shall be an Organized Medical Staff Section, which shall be comprised of ISMS members elected to represent individual hospital medical staffs. There shall be an International Medical Graduate Section, which shall be open to all members of ISMS who are graduates of international medical schools. The business of each organization shall be conducted by a governing council in accordance with bylaws approved by the ISMS House of Delegates. The governing council of each organization shall include one delegate with vote in the ISMS House of Delegates and one alternate delegate.

Section 4. Time and Place of Meetings.

- A. Annual Meeting. The House of Delegates shall meet in an annual session and may meet in an interim session upon call of the Board of Trustees. The time and place of the annual meeting shall be as the House determines.
- B. Interim Meeting. The Board of Trustees may schedule an interim session of the House of Delegates between annual meetings of the House if it determines that there is sufficient, relevant business. An interim meeting of the House should not exceed three days and its business shall be restricted in accordance with the provisions of Section 11 of this chapter. An interim meeting should be held in a district other than that of the preceding annual meeting.

Section 5. Quorum. Fifty delegates representing no less than twenty component societies shall constitute a quorum for the transaction of business.

Section 6. Special Meetings. Special meetings of the House of Delegates may be called by a majority of the Board of Trustees or upon petition of twenty component societies. When a special meeting is called, the secretary shall mail a notice to the last known address of each member of the House of Delegates at least ten days before the special meeting is to be held. The notice shall specify the time and place of the meeting and the purpose for which the meeting is called. The meeting

shall not consider any business except that for which it was called.

Section 7. Registration. Before being seated at any annual or special session, each delegate or his alternate shall deposit with the Reference Committee on Credentials a certificate signed by the President or the Secretary of his component society, stating that the delegate or alternate has been regularly elected to the House of Delegates. A delegate or his alternate may be seated without credentials, provided he is properly identified and is certified to the secretary of the Illinois State Medical Society. Whenever a delegate or his alternate are unable to attend a particular meeting, the component society may select and certify a substitute delegate who shall have the same powers and duties as did the delegate. A delegate whose credentials have been accepted by the Reference Committee on Credentials and whose name has been placed on the roll of the House, shall remain a delegate until the final adjournment of that session. If a delegate, once seated, is unable to be present for reasons acceptable to the Committee on Credentials, an alternate may be certified by the committee. After the alternate has been seated, he cannot be replaced for that session.

Section 8. District Division. The House of Delegates shall divide the state into districts, specifying which counties each district shall include. The policy of the Illinois State Medical Society is that it will represent its members and county medical societies in a fair and reasonably equal fashion.

Section 9. Order of Procedure. The order of business of the House of Delegates shall be determined by the Speaker, subject to approval by the Reference Committee on Rules and Order of Business. Sturgis Standard Code of Parliamentary Procedure, Current Edition, shall be the guide for all procedure when not in conflict with the Constitution and Bylaws.

Section 10. Privilege of the Floor. The House of Delegates by two-thirds vote of those present (credentialed), may extend an invitation to address the House to any person who in its judgment might assist in its deliberations.

Section 11. Introduction of Resolutions and Other Business. All resolutions must be introduced by a voting member of the House. A full copy of all resolutions will be mailed to the delegates. Resolutions to be mailed to the delegates prior to the annual or interim meeting must be received at ISMS headquarters 45 days prior to the annual or interim meeting. Resolutions received after the above date must be approved by the Committee on Rules and Order of Business or by a two-thirds vote of the House of Delegates present (credentialed) before they will be considered as business of the House.

The only business to be considered by the House of Delegates during an interim meeting will be:

1. Resolutions and information reports introduced by the Board of Trustees as urgent business.
2. Resolutions on matters of national importance and considered urgent, introduced by a voting member of the House of Delegates on behalf of the AMA delegation under the same conditions as below.
3. Resolutions introduced by individual delegates, by the Resident and Fellow Section, or by the Medical Student Section, which are considered urgent and accepted by the Committee on Rules and Order of Business.

Decisions of the Committee on Rules and Order of Business regarding the introduction of resolutions at the interim meeting may be overruled by a majority of the House of Delegates. Resolutions which are not considered urgent will be carried over to the next annual meeting.

Reports of committees, councils and officers should be informational and should not contain requests for House action. Recommendations of committees, councils, and officers should be submitted to the House in resolution form. Reports, resolutions, and requests for action after the opening of the first session of the House of Delegates shall require for consideration a two-thirds affirmative vote of those present (credentialed).

Section 12. Judicial Panel. The House of Delegates shall create a Judicial Panel and shall elect five (5) members of the Illinois State Medical Society to serve on the Panel, in a manner set forth in Chapter XI of these Bylaws. The Judicial Panel shall review all questions of ethics and shall interpret the laws and rules of the Society. It shall consider all questions of an ethical nature and it shall conduct hearings on appeals taken from decisions of component societies on ethical relations matters and other disputes involving the rights and privileges of physicians.

CHAPTER V. ELECTION OF OFFICERS

Section 1. Officers. The officers of this Society shall consist of the president, president-elect, vice-president, secretary-treasurer, speaker and vice-speaker, trustees and one trustee-at-large, and delegates and alternate delegates to the American Medical Association.

Section 2. Elections. All elections shall be by ballot except when there is only one candidate for a given office; then election may be by voice vote.

The majority of votes cast shall be necessary to elect. The election of officers, delegates and alternate delegates to the AMA, shall follow the completion of action on current and unfinished business at the final session of the House of Delegates.

Section 3. Terms of Office. The president-elect and vice-president shall be elected by the House of Delegates annually, to serve for a term of one year, with a lifetime eligibility of one full term for each office; the secretary-treasurer, the speaker and vice-speaker shall be elected annually by the House of Delegates to serve for a term of one year, with a lifetime eligibility of two full terms for each office. The speaker and vice-speaker shall be elected from the membership of the House of Delegates.

District trustees shall be elected by the House of Delegates to serve for a term of three years. The number of consecutive terms that may be served by a district trustee is limited to three; there shall be a life-time maximum of twelve years service as a district trustee. District trustees already seated at the effective date of this resolution will be allowed to complete their full term. (Effective July 1, 1992)

Delegates and alternate delegates to the AMA shall be elected by the House of Delegates for two-year terms, except in the event of their election to fill a portion of another's unexpired term.

The president-elect shall be inducted into the office of president by the retiring president during the final session of the House of Delegates. After assuming office at the adjournment of the annual business meeting, he shall continue in office until his successor has been elected and installed. Following his retirement as president, he shall automatically become trustee-at-large for a term of one year.

All officers elected shall assume office at the adjournment of the annual business meeting. AMA delegates or alternate delegates already seated at the effective date of this resolution will be allowed to complete their full term. (Effective April 24, 2004.)

Section 4. Removal from Office. The Board of Trustees may, by the vote of two-thirds of the members elected, remove from office, any officer or trustee who has been shown to have violated the ISMS Code of Ethics, to have disclosed materials deemed confidential by the Board, to have brought litigation against ISMS or one of its officers without having first attempted to resolve any dispute within the existing disciplinary or dispute resolution mechanism of ISMS or to have acted in a manner deemed by the Board to be contrary to its bylaws and policies. Upon taking the action of removal from office, the Board shall advise the House of Delegates at its next meeting of the actions taken and the reasons therefore.

CHAPTER VI. DUTIES OF OFFICERS

Section 1. The President. The president of the Illinois State Medical Society shall lead the Society in all its functions. He shall deliver an annual address at such

time as may be arranged, and perform other duties as custom and parliamentary usage may require. He shall also appoint such task forces as may be needed by the Society.

Section 2. The President-Elect. The president-elect shall attend all meetings of the Board of Trustees and the Executive Committee, shall study the relationship between the chairman of the Board and the president and shall study the responsibilities and duties of the executive vice president, chairman of the Board and president so that when his term as president commences, he will have an understanding of his duties and responsibilities.

Section 3. The Vice-President. The vice-president shall act for and perform such duties for the president as he shall direct. The vice-president shall, when so acting, implement and advance the programs and policies of the president.

In the event of the president's death, resignation or removal from office, the vice-president shall succeed to the presidency.

In the event of a vacancy in the office of the vice-president, the Board of Trustees shall fill the vacancy by appointment to complete the unexpired term.

Section 4. Successor to President-Elect. In the case of death, resignation, or removal from office of the president-elect, the office shall be filled by the House of Delegates at the next annual convention by election at a time recommended by the Reference Committee on Rules and Order of Business.

Section 5. The Speaker. The speaker, who shall be versed in parliamentary procedure, shall preside at the meetings of the House of Delegates and shall perform such duties as custom and parliamentary usage require. The speaker shall appoint all committees of the House of Delegates, and seek the advice of officers and trustees.

Section 6. The Vice-Speaker. The vice-speaker shall preside for the speaker in the latter's absence or at his request. In case of death or resignation of the speaker, the vice-speaker shall serve during the unexpired term.

Section 7. The Secretary-Treasurer. In addition to the rights and duties ordinarily devolving on the secretary of a corporation by law, custom, or parliamentary usage, and those granted or imposed in other provisions of the Constitution and these Bylaws, the secretary-treasurer shall be the official custodian of all securities and the income therefrom owned by the Society, subject to the direction and disposition of the Board of Trustees. He shall be a member of the Finance Committee of the Board of Trustees.

The Board of Trustees may select a bank or trust company to act as custodian in the place of the secretary-treasurer, of all or any part of such securities and to act as agent of the Society in collecting the income therefrom.

He shall perform such other duties as may be directed by the House of Delegates or by the Board of Trustees.

In the event of a vacancy in the office of the secretary-treasurer, the Board of Trustees shall fill the vacancy until the next annual election.

Section 8. Delegates and Alternate Delegates to the American Medical Association. Members of the Illinois State Medical Society's delegation to the American Medical Association are officers of this society and, as such, share jointly with the Board of Trustees the responsibility for carrying out policies established by the ISMS House of Delegates as they pertain to the AMA activities.

They shall have the privilege of the floor in the ISMS House of Delegates.

Members of the delegation are responsible for participating actively in the House of Delegates of ISMS and the AMA to the extent allowed under the bylaws of each organization. They are responsible for submitting to the AMA appropriate resolutions, and they are obliged to seek passage of these resolutions in the AMA House of Delegates until such time as circumstances and/or additional facts make continued effort impractical or impossible.

CHAPTER VII. THE BOARD OF TRUSTEES

Section 1. Composition. The number of members of the Board of Trustees shall be governed by the Illinois law (805 ILCS 105/108.10b). The ISMS Board of Trustees shall consist of a variable number of trustees elected by the House of Delegates. One trustee shall be elected per district. Any additional trustee shall be elected for each 450 members or a majority fraction thereof. Also serving on the Board is one trustee-at-large (the retiring president, who shall serve a term of one year and who shall serve as liaison to the ISMS Alliance), the president, the president-elect, the speaker and vice-speaker of the House of Delegates, the vice-president, and the secretary-treasurer. The chairman of the Illinois Delegation to the American Medical Association, or the vice-chairman of the AMA Delegation in the absence of the chairman, shall serve as an ex officio member of the Board of Trustees without vote. A representative elected annually by and from the membership of the Resident and Fellow Section shall serve on the Board of Trustees. A representative, elected annually by and from the membership of the Medical Student Section, shall serve on the Board of Trustees. On or before March 1 of each year, the Board of

Trustees shall officially advise the House of Delegates of the number of members of ISMS for the purpose of determining whether membership changes necessitate a change in the number of trustees to be elected at the next annual meeting. Apportionment of the trustee district is to be reviewed every five years. The policy of the Illinois State Medical Society is that it will represent its members and county medical societies in a fair and reasonably equal fashion. The trustee districts of the Illinois State Medical Society shall be:

First District – Lake County.

Second District – Counties of DeKalb, Grundy, Kankakee, Kendall, Will.

Third District – Cook County.

Fourth District – Peoria County.

Fifth District – Sangamon County.

Sixth District – Counties of Adams, Bond, Brown, Calhoun, Cass, Fulton, Greene, Hancock, Jersey, Macoupin, Madison, McDonough, Morgan, Pike, Schuyler, Scott.

Seventh District – Counties of Christian, Clay, Clinton, Coles, Crawford, Cumberland, Effingham, Fayette, Jasper, Lawrence, Macon, Marion, Montgomery, Moultrie, Richland, Shelby.

Eighth District – Counties of Champaign, Clark, Douglas, Edgar, Vermilion.

Ninth District – Counties of Alexander, Edwards, Franklin, Gallatin, Hamilton, Hardin, Jackson, Jefferson, Johnson, Massac, Monroe, Perry, Pope, Pulaski, Randolph, Saline, St. Clair, Union, Wabash, Washington, Wayne, White, Williamson.

Tenth District – Counties of DeWitt, Ford, Iroquois, LaSalle, Livingston, Logan, Marshall, Mason, McLean, Menard, Piatt, Putnam, Tazwell, Woodford.

Eleventh District – DuPage County.

Twelfth District – Counties of Boone, Winnebago.

Thirteenth District – Counties of Kane, McHenry.

Fourteenth District – Counties of Bureau, Carroll, Henderson, Henry, Jo Daviess, Knox, Lee, Mercer, Ogle, Rock Island, Stark, Stephenson, Warren, Whiteside.

Section 2. Duties. The duties of the Board of Trustees are executive and custodial.

A. **Executive Duties.** The Board of Trustees shall implement all mandates from the House of Delegates except in matters of property or finance when it shall have sole authority.

The Board of Trustees may request a report from any committee in the interim between meetings of the House of Delegates.

B. **Custodial Duties.** The Board of Trustees shall have charge and control of all property of whatsoever nature belonging to the Society, and of all funds from whatsoever source belonging to the Society.

No person shall expend or use for any purpose money belonging to the Society without the approval of the Board of Trustees.

All money received by the Board of Trustees and its agents, resulting from the duties assigned them, shall be paid into the treasury of the Society, and all orders on the treasury for disbursement of money shall be approved by the Board. The Board of Trustees shall formulate rules governing the expenditure of money to meet the necessary running expenses and fixed charges of the Society.

All acts of the House of Delegates involving the expenditure, appropriation or use in any manner of money, or the acquisition or disposal in any manner of property of any kind belonging to the Society, must be approved by the Board of Trustees before same shall become effective. Funds may be appropriated to encourage scientific investigation, medical education or any other purpose deemed proper and approved by the Board of Trustees.

Section 3. Executive Vice President. The Board of Trustees shall employ an executive vice president whose duties shall be determined by the Board. He shall be responsible to the chairman of the Board. The Board shall review at each of its meetings the interim activities of the executive vice president. The Board also shall employ such other people as are needed for the conduct of the affairs of the Society.

Section 4. Meetings. The Board of Trustees shall meet daily during the annual convention of the Society, and at such other times as necessity may require, subject to the call of the chairman, or on the petition of the majority of the Trustees.

Section 5. Organization.

A. **Chairman.** The Board of Trustees shall meet on the last day of the annual convention and elect from among its members a chairman. He shall hold office for one year and may succeed himself for one additional year. The immediate past president shall

temporarily assume the responsibilities of the chairman of the Board in the latter's absence.

- B. **Duties of the Chairman.** The chairman of the Board of Trustees shall prepare an agenda and shall preside at all meetings of the Board. He shall make an annual report to the House of Delegates. He shall be chairman of the Executive Committee. He shall present the report of the actions of the Executive Committee to the Board. He supervises the work of the executive vice president, appoints members of councils and committees with approval of the Board, and monitors execution of Board decisions and resolutions. He may delegate any of his duties.

Section 6. Quorum. Eleven members of the Board of Trustees from at least seven districts shall constitute a quorum for the transaction of business.

Section 7. County Societies. The Board of Trustees shall have authority to organize the physicians of two or more counties into societies to be suitably designated, and these societies, when organized and chartered, shall be entitled to all rights and privileges provided for component societies until such counties shall be organized separately.

Section 8. Publication. The Board of Trustees shall provide and superintend the publication and distribution of all proceedings, transactions and memoirs of the Society, and shall have authority to appoint an editor and such assistants as it deems necessary.

Section 9. Bonding. The Board of Trustees shall provide at the expense of the Society, adequate bond for those officers and employees of the Society it considers require bonding.

Section 10. Duties of Trustees. Each trustee shall be the organizer, consultant, advisor, administrator and speaker for the members of his district, and represent the Society as well as the members of his district at the Board meetings.

Each trustee should visit the societies in his district at least once a year. He shall make an annual report of his work and the condition of the profession in each society in his district to the Board of Trustees and to the House of Delegates.

Where his district is composed of more than one county, the trustee shall be an ex officio member of all district committees. He shall report to the Board of Trustees the actions of the component societies in reports of these committees.

The necessary traveling expenses incurred by such trustee in the line of the duties herein imposed, may be allowed by the Board of Trustees upon presentation of a properly itemized statement.

Section 11. Vacancies. If during the interval between two annual conventions, sickness, death, or removal from the state or district, or any other reason prevents a trustee from attending the duties of his district, or if he shall be absent from two consecutive meetings of the Board, his office may be declared vacant at the discretion of the Board. The Board shall have the authority to fill the vacancy for the period between the date at which the office was declared vacant and the next annual meeting of the House of Delegates.

Section 12. The Benevolence Fund. Each year the Board shall appropriate from the funds of this Society such sum or sums as it may deem appropriate to be held in a fund of a separate incorporated entity known as "The Raymond E. Hoffmann, M.D. Benevolence Fund, Inc." This fund is established and shall be used only for the assistance or relief of needy members of this Society, their widows, widowers, or minor children. Contributions and bequests to the Raymond E. Hoffmann, M.D. Benevolence Fund, Inc. shall be deposited forthwith in said fund.

Section 13. Audit and Financial Statement. The Board of Trustees shall employ annually a certified public accountant to audit all accounts of the Society, and present a statement of same in its annual report to the House of Delegates.

This report also shall specify the character and cost of all publications of the Society during the year, and the amount of all other property belonging to the Society under its control, with such suggestions as it may deem necessary.

CHAPTER VIII. DISTRICT COMMITTEES

Each trustee district which is composed of more than one county, shall have an Ethical Relations Committee, a Peer Review Committee, and such other committees as required to provide to each component society those services the component society may not be able to provide for itself. District committees shall function only at the request of a component society within the district; except that district committees may be assigned to act when the Ethical Relations or Peer Review Committees of the component society fail to act as set forth in Chapters XI and XII of these bylaws.

Complaints initially received by district committees shall be referred immediately to component society for action.

District committees shall be governed by the procedural rules and regulations governing the counterpart state society committee or by these Bylaws.

Reports of findings and recommendations of these district committees shall be made to the component society that requested action.

The district trustee shall include a summary of the activities of each of these committees and the findings in general, in his annual report to the House of Delegates.

The committee members shall be elected at a meeting of the delegates of the district called by the trustee of the district, before or during the annual convention of the Illinois State Medical Society. Physicians elected to district committees shall serve a three year term of office. Chairmen of the committees shall be designated by the trustee of the district, and the trustee shall be an ex officio member of each committee.

CHAPTER IX. COMMITTEES

Section 1. Committee Structure. The committee structure of the Illinois State Medical Society shall be as follows:

- A. Councils (standing committees)
- B. Committees Reporting Directly to the Board of Trustees
- C. House of Delegates Committees
- D. Board of Trustees Committees

Section 2. Councils.

- A. The Medical-Legal Council shall be concerned in the areas of:
 1. Liaison with the Illinois Bar Association
 2. Liaison with courts, particularly where impartial medical testimony is involved
 3. Implementation of the Impartial Medical Testimony Rule
 4. Legal aspects of medical practice other than in the area of mental health
 5. Licensing and standards of practice
 6. Quackery
 7. Anatomical gifts and organ transplants
- B. The Council on Governmental Affairs shall be concerned in the areas of:
 1. Federal and state legislation analysis and communication
 2. Legislative liaison both state and federal
 3. Political education
- C. The Council on Education and Health Workforce shall be concerned in the areas of:
 1. Liaison with medical schools, curricula, etc.
 2. Health workforce and training
 3. Internships, residencies, etc.
 4. Scientific assembly
 5. Student loans
 6. Continuing medical education
 7. Such other duties as assigned by the Board
- D. The Council on Economics shall be concerned in the areas of:
 1. Ongoing relationships with third parties

2. Health care cost and utilization
3. This committee will report to the Board on matters of socioeconomic import, which are assigned by the chairman.

- E. The Council on Medical Service shall be concerned with:
 1. The provision of medical care and health services in the public and private sectors
 2. Emergency medical services
 3. Health care of the poor, aged and those in rural areas
 4. Maternal and child health
 5. Nutrition
 6. Worker's compensation
 7. Environmental and community health
 8. Rehabilitation
 9. Health care facilities and delivery systems
 10. Liaison with Department of Human Services', offices of mental health and alcoholism and substance abuse
 11. Legal aspects of commitment, etc.
 12. Narcotics and dangerous drugs
 13. Alcoholism
 - F. The Council on Membership & Advocacy shall be concerned in the areas of:
 1. New member orientation and membership benefit explanation
 2. Monitoring and overseeing programs and policies to maintain and enhance the value of membership in ISMS
 2. Advocacy of physician interests in matters of professionalism, patient care, and physician rights
 - G. The Council on Communication shall be concerned in the areas of:

Maintaining and enhancing the exchange of information of benefit and importance to physicians, patients, and the community at large by utilizing the means and methodology deemed most advantageous to foster this exchange of information and communication to the public, physicians, the media and other key constituencies of ISMS.
- Section 3. Organization of Councils.**
- A. Councils and the chairmen thereof shall be appointed by the Board of Trustees.
 - B. Each Council shall have authority to request the Board of Trustees to appoint subcommittees under the councils for any purpose within the functions of the Council. A member of the Council shall be designated as chairman of each subcommittee and shall be selected by the Board of Trustees. Each subcommittee shall be used only for the specific purpose or purposes assigned to it and shall terminate as soon as its final report has been made

or at the direction of the Board. The chairman of a Council may not serve as chairman of any subcommittee of the Council.

- C. Members of the Illinois State Medical Society may be appointed to serve as chairmen or members of any council or committee. Students nominated by the Governing Council of the ISMS Medical Student Section and resident physician members nominated by the Governing Council of the ISMS Resident and Fellow Section may be appointed by the Board of Trustees as members of any appropriate council or committee. Such members shall be permitted full privileges of committee membership, including the right to vote. Members of the Board of Trustees may serve as a full member, or as an advisory member to any council or committee, but may not serve as chairman.

Recommendations for membership on any committee may be submitted to the Board of Trustees by the House of Delegates, or in writing by any member of the Society.

A state committee which reviews the decisions of a similar committee of a component society may not have as a member one who currently serves on the same committee of a component society or district.

- D. Each Council shall submit for adoption a budget for the ensuing year, which shall include any subcommittees, and the Board of Trustees shall determine the appropriation for each Council. Requests for additional funds must be approved by the Board before they are committed.
- E. The president of the Society, the speaker of the House and the chairman of the Board shall be ex officio members without vote of the various councils and task forces, and may attend all committee meetings.
- F. Terms of office of members of the councils shall be one year, but may be terminated at any time at the discretion of the Board. No member of a council shall serve more than five consecutive one-year terms unless that member is appointed chairman during the course of such service, at which time the five-year term limitation would apply to service in the position of chairman, and provided a nine-year consecutive term limitation in any membership capacity will apply.
- G. Vacancies on any council or subcommittee thereof may be filled or membership therein may be enlarged or decreased by the Board of Trustees. The areas of concern of councils may also be enlarged or decreased by the Board of Trustees.

- H. The chairman of a council or subcommittee thereof, when he considers it expedient and with the consent of two-thirds of the members of the council, may conduct business or hold meetings by mail or by conference call, provided all members of the council are given opportunity to participate, that minutes of the transactions are recorded, approved by members participating, and circulated among all members.

- I. Reports of subcommittees shall be made by the chairman to the council under which they are operating.

Reports of council activities shall include recommendations on reports and requests from subcommittees, and shall be made to the Board of Trustees by the chairman of the council. The chairman of any subcommittee may request the Board of Trustees to allow him, or any member of his subcommittee, to appear before the Board and to be heard.

All councils shall submit to the House of Delegates written reports summarizing all actions. Requests for House action or recommendations affecting medical society policy must be submitted to the House in resolution form.

Section 4. Task Forces. A task force, an ad hoc body to address a specific complex issue and report by a date certain to the Board of Trustees, shall be appointed by the President upon direction of the House of Delegates or request of the Board of Trustees. It shall consist of persons from any two or more of the following categories: council members, committee members, other members of the Society, non-members of the Society. It shall be dismissed upon making its final report.

Section 5. Committees Reporting Directly to the Board of Trustees.

- A. Committee on Drugs and Therapeutics. The Committee shall meet periodically to refine the drug list contained in the Drug Manual. It shall work with the Illinois Department of Public Aid in an effort to keep the Drug Manual current and effective. When suggestions and comments from members are submitted to the committee, it shall review them and present them to the Department of Public Aid when necessary. The committee shall also consider other drug matters affecting the policy of the medical society.
- B. Peer Review Appeals Committee. This committee shall serve as an appellate body for state peer review by considering cases appealed from local or district peer review committees. Peer review involves the medical review of cases concerning the utilization and quality of medical services, as well

as patient relation issues. The committee will serve as liaison to local peer review committees and monitor activities around the state.

- C. Committee on CME Accreditation. It shall be the responsibility of this committee to adopt necessary procedural rules and to prescribe forms to be used in the conduct of CME accreditation. The committee shall review sponsor applications and survey team reports for intrastate CME sponsors, and make decisions on grant of initial accreditation and continuation of accredited status.

Section 6. House of Delegates Committees. House of Delegates Committees of the Illinois State Medical Society shall be as follows:

- A. Committee on Credentials shall consider all questions regarding the registration and credentials of the delegates. It shall distribute and receive the attendance slips for each session of the House of Delegates and perform any other duties assigned to it.
- B. Committee on Rules and Order of Business shall consist of five members nominated by the speaker and confirmed by the House immediately prior to the conclusion of business at its annual meeting. The committee will serve until the next annual meeting.

It shall consider all matters regarding rules governing action, method of procedure and order of business for the House of Delegates. It shall also consider late resolutions for introduction at the annual meeting and resolutions introduced by individual delegates at the interim meeting.

- C. Committee on Tellers & Sergeants-at-Arms shall:
 - 1. Serve the speaker of the House of Delegates.
 - 2. Distribute, collect, and tally votes when a ballot is taken or a numerical tally is required.
 - 3. Certify those in attendance in closed or executive sessions of the House of Delegates.
- D. Committee on Constitution and Bylaws shall consider all proposed amendments to the Constitution and Bylaws.
- E. Ad hoc committees may be appointed by the speaker of the House of Delegates as the needs arise and any member of the Illinois State Medical Society may serve upon such committee. The number appointed to such committees shall be at the discretion of the speaker and the term of the committee shall be for such duration as is necessary to complete the task assigned but shall not exceed a duration of one year. Between meetings of the House of Delegates, ad hoc committees shall report

to the Board of Trustees, keeping it informed of all current activities.

- F. Such other reference committees, as the speaker shall deem necessary, may be appointed to conduct the business of the House, or consider the reports of officers, trustees, executive vice president, the reports of committees pertaining to administrative activities, economic activities, scientific activities, public relations activities and legislative activities, as well as such resolutions, reports, and proposals as shall be brought before the House of Delegates.
- G. Judicial Panel. The Panel, whose members are nominated by the President and elected by the House of Delegates, adjudicates disputes arising from charges of unethical or illegal practices. The panel accepts appeals after a case has been heard at the county or district level.

Section 7. Organization of House of Delegates Committees.

- A. Immediately after the organization of the House of Delegates at each meeting, the speaker shall announce the appointment, from among the members of the House, of such committees as may be deemed expedient by the House of Delegates.

Each committee shall consist of five or more members unless otherwise provided, the chairman to be announced by the speaker. One member of each committee may be an alternate delegate (non-credentialed). These committees shall serve during the meeting at which they are appointed.

- B. References, resolutions, measures and propositions presented to the House of Delegates shall be referred to the appropriate committee, which shall report to the House of Delegates before final action shall be taken. A two-thirds affirmative vote of the House of Delegates present (credentialed) shall be required to suspend this rule.
- C. Each reference committee shall, as soon as possible after the adjournment of each session, or during the session if necessary, take up and consider such business as may have been referred to it, and shall report on same at the next session, or when called upon to do so.

Section 8. Board of Trustees Committees. The Board of Trustees shall form the following committees within itself:

- A. The Executive Committee shall consist of the president, the president-elect, the vice-president, the chairman of the Board, the chairman of the Finance and Medical Benevolence Committee, the secretary-treasurer, the trustee-at-large, and the

immediate past chairman of the Board, provided he is still a trustee. The chairman of the Illinois Delegation to the American Medical Association, or the vice-chairman of the AMA Delegation in his absence, and the speaker of the House of Delegates, or the vice-speaker in his absence, shall serve as ex officio members of the Executive Committee without vote.

It shall continually review past and current proceedings of the House of Delegates to determine the established policies of the Illinois State Medical Society. It shall make recommendations for future policy by Board resolution to the House of Delegates.

It shall review and consider all suggestions and proposals for modification of the Constitution and Bylaws, prepare for consideration of the House of Delegates all changes in the Constitution and Bylaws, and maintain both documents to keep them current, effective, and consistent with the policies of the House of Delegates. The chairman may designate an ad hoc committee on Constitution and Bylaws as may be necessary from time to time.

The Board of Trustees may delegate to the Executive Committee any authority which it possesses and may authorize it to act in any given situation. In all matters of routine administration, special plans, policy, endorsement, or expenditure, it shall report to and request approval of the Board. It shall receive the reports of the Finance and Medical Benevolence Committee and make recommendations concerning them to the Board. It shall furnish a report of its actions to the Board at each meeting.

- B. The Finance and Medical Benevolence Committee shall consist of the secretary-treasurer of the Society and three members of the Board appointed by the chairman. It shall develop for approval of the Board, through the Executive Committee, a budget for the fiscal year. It shall supervise the financial transactions of the Society. It shall make recommendations to the Board for the control and investment of the funds of the Illinois State Medical Society. This committee shall also:
 - 1. Examine applications to the Society for assistance under the Medical Benevolence program to determine eligibility for assistance;
 - 2. Keep the names of the beneficiaries confidential and known only to the committee;
 - 3. Recommend the allotment for each recipient;
 - 4. If funds available become inadequate to meet disbursements, request the Board of Trustees to appropriate sufficient funds to support the program until the next budget appropriation; and

- 5. Examine applications for financial assistance from medical students within programs as established by the Board of Trustees from time to time.

- C. CME Accreditation Appeals Panel. The panel will consist of seven trustees. It will function as a hearing committee when a CME sponsor appeals a decision of the CME Accreditation Committee. The hearing shall be conducted in conformance with written procedures adopted by the Board of Trustees.
- D. The Board of Trustees may from time to time appoint such ad hoc committees as it may deem necessary, but the duration of such committees shall be temporary, and they shall function only for the specific purpose assigned and shall be terminated as soon as final reports have been made or at the direction of the Board.

Section 9. Powers of the Board of Trustees. The Board of Trustees shall have power to increase or decrease the number of its committees, to change the area of concern of such committees, to enlarge or decrease membership and to fill vacancies thereon.

Section 10. Term of Membership. The term of the members of the Board of Trustees committees shall be for a duration of one year, and they shall be selected by the Board annually immediately after the election of officers.

CHAPTER X. COUNTY SOCIETIES

Section 1. All county societies now in affiliation with this Society, or those which may hereafter be organized in this state, which have adopted principles of organization in harmony with this Constitution and Bylaws, shall upon application to and approval by the Board of Trustees, receive a charter from and thereby become a component part of this Society, and members thereof shall become members of this Society.

Section 2. Charters shall be issued only on approval of the Board, and shall be signed by the president and the secretary of this Society.

The Board shall have authority to revoke the charter of any component society whose actions are in conflict with the letter and spirit of this Constitution and Bylaws.

Section 3. Only one component medical society shall be chartered in any county.

Section 4. Every registered physician holding the title of Doctor of Medicine or its equivalent, who either (1) resides in the jurisdiction of a component society, or (2) maintains their professional practice in the jurisdiction

of a component society, or (3) resides in a state other than Illinois but practices principally in the jurisdiction of a component society and who is of good moral character and professional standing, shall be eligible for membership in that component society, or if the physician practices in a county which does not have a component society, that physician may apply for membership in a component medical society which is adjacent to and shares a border with the county in which the physician practices.

The component county society shall be the sole judge of the qualifications of its members, subject only to the stipulations contained in the Constitution and Bylaws of ISMS and the constituent society.

Section 5. Any physician who has been disciplined by any action of a component society and believes he has not had a fair trial, shall have the right of appeal to the Judicial Panel.

Section 6. When a member in good standing in a component society changes the basis for their membership, whether their residence or principal place of practice, to another county in this state, such change of residence or principal place of practice shall terminate their membership in such component society. (This ruling shall not apply to members in military service or in the service of the State or the United States government.)

Such member shall be entitled, upon their request, to a statement from their former secretary as to their standing. This statement of standing shall be issued without cost to the applicant.

They shall present this statement to the component society of the county to which they move, and it shall accompany their application for membership. The board of censors of the society receiving their application shall give this statement of prior standing due consideration before accepting or rejecting their application for membership.

Section 7. A physician living on or near a county line, or practicing partly or totally in an adjacent county, may hold his membership in the county most convenient for him, provided he submits written authorization to that society from the component society in whose jurisdiction he resides.

Section 8. The secretary of each component society shall keep a roster of its members, in which shall be shown the full name, address, college and date of graduation, date of license to practice in this state, and such other information as may be deemed necessary. In keeping such a roster, the secretary shall note any changes in the personnel of the profession by death or by removal to or from the county. When requested, he shall furnish on blanks supplied him for the purpose, an

official report containing such information for the secretary of this Society and likewise for the trustee of the district in which his county is situated.

Section 9. The secretary of each component society shall forward a list of current officers, delegates and alternate delegates to the secretary of this society no later than 90 days prior to the annual meeting.

Section 10. Any component society which fails to transmit the dues collected from its members prior to March 31 shall be held as suspended and none of its members shall be permitted to participate in any of the business or proceedings of the Society or of the House of Delegates until such requirements have been met.

Section 11. Members of the Illinois State Medical Society shall be bound by the Constitution and Bylaws of ISMS.

CHAPTER XI. ETHICAL RELATIONS

Part 1. Component Medical Society. Each component society may have, either by appointment or election, an Ethical Relations Committee whose duty it shall be to conduct disciplinary hearings under this chapter. Although the component society may develop its own procedures for conducting such hearings, each society will, to the extent possible, comply with the general guidelines set forth by the Judicial Panel, which panel is created under this chapter; such guidelines referred to as the "Handbook for the Conduct of Disciplinary Proceedings."

Part 2. District Ethical Relations Committee. The delegates in each multi-county Illinois State Medical Society district, and in a single county district the component society, shall establish a District Ethical Relations Committee. The component society may elect to request that the District Ethical Relations Committee serving its area function in its behalf and shall conduct such disciplinary proceedings as are required. In the event that a component society's Ethical Relations Committee does not make a reasonable effort to hold a hearing on a properly filed complaint, within a reasonable time period, or has a conflict of interest, either the complaining party or the physician against whom formal written charges have been brought, may petition the Illinois State Medical Society Judicial Panel to request the District Ethical Relations Committee to intervene and take jurisdiction of the matter. In the event of a dispute resulting from such actions, the Judicial Panel shall determine, as provided in Part 7 of this chapter, the appropriate forum for the hearing.

Part 3. Offenses.

Disciplinary action may be taken against any member of a component society when:

1. The physician has been convicted, adjudged or otherwise recorded as guilty by any court of competent jurisdiction of a felony or a crime involving moral turpitude; or
2. He has been adjudged or otherwise recorded as guilty by his component society of: (a) acts of serious misconduct as a physician; or (b) a violation of the Constitution or Bylaws of his component society, or of the code of Medical Ethics promulgated by the Illinois State Medical Society; or
3. He has been judged guilty of a violation of a law or regulation by an administrative agency of government resulting in the termination of his privileges, license, or other rights held by the physician; or
4. The physician has brought litigation either in court or before an administrative agency against ISMS, any of its officers, or its indemnified agents during the discharging of their duties without first having utilized all existing officially delineated and published internal mechanisms for the resolution of disputes, and conflicts.

Part 4. Standards and Procedures.

- A. The committee, in its deliberations, shall evaluate acts by the standards established in the Constitution and Bylaws of the Illinois State Medical Society and/or the component medical society of which the accused is a member.
- B. Disciplinary action may be initiated by the component society or the ISMS upon receipt of formal written charges filed by any person, alleging violations of any of the offenses enumerated in Part 3 of this chapter. The person filing the complaint may submit it to either the county where the accused physician holds membership or the county where the alleged incident occurred.

Written charges received by the Illinois State Medical Society shall be referred to the secretary of the component society in which the accused physician maintains membership or practices medicine. The component society may then exercise the choice of proceeding through its own Ethical Relations Committee or referring the complaint to the District Ethical Relations Committee. Disciplinary action may also be initiated upon the filing of a complaint of an alleged violation of any of the listed offenses by a component medical society against a physician, such complaint having been filed by the secretary of the component society, on its behalf.

Part 5. Penalties. The component society's or district's Ethical Relations Committee shall submit its recommendations for disciplinary action in writing to the component society. The recommendation shall be to:

(a) acquit; (b) censure; (c) suspend; or (d) expel from membership.

The recommendation to censure shall mean an entry will be made in the accused physician's membership file to the effect that the physician has been found guilty of the act complained of and that he has been properly advised of the finding. No deprivation of membership privileges will be imposed.

The recommendation to suspend shall mean that for a fixed period of time, to be determined by the component society, the accused physician shall forfeit his rights to vote and otherwise to participate in the affairs of the local, state and national societies. In all other respects, his membership shall remain intact.

The recommendation to expel shall mean that the membership status and privileges and rights attendant thereto of the accused physician shall be terminated for a period of one year. At the conclusion of the twelve (12) month period, the physician may re-apply for membership in the society; however, he shall then have the burden of demonstrating that the conditions and factors which contributed to this expulsion have since been removed and need not be considered in the process of reviewing his application for renewed membership.

Part 6. Decision by Component Medical Society.

- A. The recommendations of the Ethical Relations Committee must be presented to the component society for approval, rejection, modification or reconsideration. The complainant and accused shall be given reasonable advance notice of the date set for the meeting when the committee's recommendations will be considered. The complainant and the accused each may submit a written statement of their respective positions to the component society. If either the complainant or the accused feels that errors were made during the proceeding before the Ethical Relations Committee or that new and additional relevant information has become available since the committee conducted its hearing, said party shall submit a description of these errors or new evidence to the component society prior to the component society's review. At the discretion of the component society, the complainant, the accused, and their legal counsel may appear before the society to testify.
- B. If the component society believes that the new evidence not previously disclosed to the committee is relevant and material or that procedural error was committed, that component society may refer the matter back to the Ethical Relations Committee for reconsideration. The notice shall state the reasons for the referral and shall set a time limit within which a subsequent hearing must be conducted and

recommendations must be presented to the component society.

Part 7. Judicial Panel. A Judicial Panel shall be created and empowered to conduct all appellate hearings arising out of Chapter XI of these bylaws and such other appellate proceedings as may derive from disputes or grievances among physicians practicing or residing in the State of Illinois. The panel shall render its decisions based on these hearings and related deliberations. The panel may, on request, adjudicate disputes among individual physicians or physician groups, between component medical societies and district Ethical Relations Committees, and between local medical societies and the Illinois State Medical Society when such disputes involve or impact the individual rights of physicians practicing or residing in this state; except that the Judicial Panel shall have the power on its own initiative to intervene when an Ethical Relations Committee of a component medical society fails to act in a timely manner, as provided in Part 2 of this chapter. The component medical societies and District Ethical Relations Committees shall cooperate with the Judicial Panel in the collection of statistical information for the purpose of identifying the manner in which due process of law is guaranteed to physicians accused of violations of provisions of these bylaws.

A notice of appeal shall be filed with the ISMS Judicial Panel by one of the parties within 30 days after receiving notice of a decision from the component society. Within 15 days after the required filing date for appeal, the party requesting the appeal shall file a written statement with the Judicial Panel, which shall include a description of the errors believed to have occurred during the prior proceedings or assertions of the substantive grounds for requesting the Appellate Hearing.

A party may be granted an appeal hearing if: 1) There is reason to believe that procedural error(s) occurred which significantly affected the outcome of the case; 2) There is a showing that those who conducted the initial hearing acted with bias; 3) The evidence upon which the decision was based was not sufficient to support the decision; 4) The evidence was not properly received or considered; or 5) In the sole discretion of the Judicial Panel, there were other reasons which adversely governed the proceedings and denied due process rights to the party requesting the appeal.

The decisions of the Judicial Panel shall be final, except that an appeal may be requested by the accused member under the Constitution and Bylaws of the American Medical Association. The Judicial Panel of the Society shall confine all decisions to its proper appellate function, which is to sustain, remand, or overturn a decision rendered, or reduce a penalty imposed by a county society or district ethical relations committee.

Members of the Judicial Panel shall be elected by a majority of the members of the House of Delegates upon nomination by the president of the Illinois State Medical Society. The panel shall consist of five (5) members of the Illinois State Medical Society, elected for five-year terms on a staggered basis. Members of the panel may serve only one elected five-year term.

In the event a vacancy on the Judicial Panel occurs, the president of the Illinois State Medical Society shall nominate a successor who shall serve, if approved by the Board of Trustees, until the next meeting of the House of Delegates. At its meeting following such interim appointment, the House of Delegates shall elect a member of ISMS to fill the unexpired term on the Judicial Panel by the procedure described in these bylaws. In the event members of the Judicial Panel are unable to participate in an Appellate hearing for any reason, including the perception of conflict of interest, resulting in fewer than three members of the Panel ready and able to participate in a given appeal, the president shall recommend to the Executive Committee of the Board of Trustees and that committee shall appoint additional interim members to fill out the five-member Panel. These interim members shall serve only for the purpose of conducting and participating in the pending Appeal and their term as members of the Panel shall begin and end with the conduct of the Hearing assigned to them by the Executive Committee of the Board of Trustees. The members of any panel shall elect from among themselves a chairman.

The Judicial Panel is authorized and directed to make any report required by state or federal law with respect to actions it takes and to do so by transmittal to the appropriate officer of the Society as determined from time to time by the Board of Trustees.

The panel shall meet as often as necessary in order to assure a reasonably prompt disposition of matters properly placed before it and shall convene on the call of the chairman. Three members of the panel shall constitute a quorum for the transaction of its business.

The panel shall adopt such rules as it deems appropriate for the orderly conduct of its duties. A written copy of such rules shall be made available to each component society and to the chairman of the Board of Trustees. The panel shall publish a "Handbook for the Conduct of Disciplinary Proceedings," to be approved by the House of Delegates and which shall serve as a general guideline to all component medical societies in the conduct of hearings.

The chairman of the panel shall report to the House of Delegates at each of its annual meetings, thereby informing the members of the House of Delegates of the proceedings and deliberations of the panel during the preceding twelve months.

Part 8. Due Process Safeguards. In all proceedings conducted in accordance with the provisions of this chapter, the accused physician's rights to due process of law shall be honored and observed. The "Handbook for the Conduct of Disciplinary Proceedings" will set forth general guidelines for affording such due process protections.

The Ethical Relations Committee is authorized and directed to make any report required by state or federal law with respect to actions it takes and to do so by transmittal to the appropriate officer of the Society as determined from time to time by the Board of Trustees.

CHAPTER XII. PEER REVIEW

Applicability – As of April 21, 2012, compliance with Chapter XII Peer Review by a component society is voluntary. A component society may adopt a policy to conduct peer review. If a component society does conduct peer review, then it is required to follow the provisions of Chapter XII. A component society shall inform the ISMS in writing if the component society decides to conduct peer review.

Part 1. Definitions. Peer review is the inclusive term for medical review by practicing physicians of the utilization of medical services, quality of care, professional competency and patient relations issues. Medical Society peer review shall be conducted by the county society where the physician holds membership or where the incident which served as the basis for the peer review complaint occurred. Ethical relations issues identified during deliberations of the county peer review committee or, where appropriate, the District Peer Review Committee may be referred to either the county or district Ethical Relations Committee, as deemed appropriate by the county (district) committee.

Should an adverse decision be made against a physician by a county society where the reviewed practitioner does not hold membership, that decision will have the weight and effect of a decision made by his own county society. Peer Review Committees should apply standards developed by appropriate physician organizations; such standards to be tempered by customs and practice followed in the local community in which the evaluation is undertaken. Decisions and recommendations of Peer Review Committees shall be advisory only.

Part 2. Component Society Procedures.

A. Responsibilities – Each component society may have, either by appointment or election, a review committee whose duties it shall be to review all proper complaints and inquiries brought before it by physicians, patients and, at local option, other parties. In the event a component society shall choose not to appoint or elect its own review

committee, the component society may, by action of a majority of its members eligible to vote, delegate the peer review functions to an appropriate physician organization competent to perform these functions within the geographic area served by the component society or to a District Peer Review Committee as provided for hereinafter. The District Peer Review Committee shall function and operate on behalf of any component society that does not establish such a committee.

- B. Procedures – The review committee of the component society shall establish reasonable rules of procedure but shall not be bound by technical rules applied in courts of law or in administrative hearings conducted by governmental agencies. All complaints and inquiries shall be reduced to writing and shall be signed by the individual making the complaint or inquiry. Complaints received by the Illinois State Medical Society shall be referred to the proper component society or district committee.
- C. Timely Reviews – The review committee of the component society shall consider all complaints and inquiries properly filed with the society in a timely manner and shall render its advice within a reasonable period of time following the receipt of a properly submitted complaint or inquiry. In the event the component society shall fail to act in a timely fashion, as required in its rules of procedure, the party submitting the complaint or inquiry may petition the Peer Review Appeals Committee of the Illinois State Medical Society, as provided for hereinafter, to take jurisdiction of the complaint or inquiry.
- D. Appeals – Such parties to the proceedings as delineated below, conducted by the component society may petition the Peer Review Appeals Committee of the Illinois State Medical Society to review certain local proceedings of the component society or district committee. A petition for an appeal must set forth one of the following grounds as a basis for the appeal:
1. Procedural Error – The peer review proceeding was not conducted in accordance with written rules established by the component society, district committee, or the Illinois State Medical Society.
 2. Bias – The proceeding was conducted in a biased or arbitrary manner.
 3. Incomplete Information – If information not available to the component society or district committee is submitted to the State Peer Review Appeals Committee, the committee will first determine the relevancy of the new information. The case will be referred to the

component society or district committee for reconsideration if the information is deemed to be pertinent and significant by the state committee.

A member of the Illinois State Medical Society, who is a party to a peer review proceeding and who has received a final determination from the component society, may file an appeal with the State Peer Review Appeals Committee, in accordance with Section D, as stated above, as a matter of right. A patient who brings a complaint shall enjoy the privilege of petitioning the state committee to review the decision of a component society and the state committee shall, in its sole discretion, determine whether or not to accept the case on appeal. No other parties shall enjoy the privilege to appeal a decision of the component society.

In the event of an appeal to the Illinois State Medical Society, the component society shall send to the Illinois State Medical Society a copy of the complaint, the exhibits and the findings and recommendations of the component society or district committee. The right to appeal to the Illinois State Medical Society Peer Review Appeals Committee shall be limited to 30 days after the decision of the component society or district committee, unless the appellant can provide an acceptable reason for additional time.

Part 3. District Committee. The delegates in each multi-county Illinois State Medical Society district, and in a single county district, the component society shall establish a District Peer Review Committee to function in those instances when the component society chooses to delegate to its District Peer Review Committee the responsibility to perform the review functions set forth in this chapter. Upon completion of hearings of each complaint or inquiry referred to it by the component society, the district committee shall render its findings and recommendations to the component society for affirmation. The District Peer Review Committee shall also consider complaints or inquiries assigned to it by the Illinois State Medical Society Peer Review Appeals Committee in those instances when it is determined by the state committee that a component society has failed to act in a timely fashion or has a conflict of interest on a peer review complaint or inquiry submitted to it. In a single county district the component society Peer Review Committee shall be the District Peer Review Committee. In instances in which a component society Peer Review Committee in a single county district has failed to act in a timely fashion or has a conflict of interest on a peer review complaint or inquiry, the State Peer Review Appeals Committee shall have the power, on its own initiative, to intervene and act on the complaint or inquiry.

Part 4. Illinois State Medical Society Procedures.

A. There shall be created a Peer Review Appeals Committee, appointed by and reporting directly to the Board of Trustees. The committee shall consist of seven members who shall serve one-year terms but, in no event, more than five consecutive one-year terms. Vacancies shall be filled by appointment by the Board.

The Peer Review Appeals Committee shall review appeals of decisions of component or district Peer Review Committees in accordance with the provisions of Part 2 (D) of this chapter. The state committee shall determine the validity of the alleged grounds and, if found valid, remand the case to the local or district committee for a rehearing. If the alleged grounds are found invalid, the decision of the district or county committee shall be deemed to be reaffirmed. The decision of the Peer Review Appeals Committee shall be forwarded first to the county or district committee and then to the appellant. The state committee shall have authority to assign cases to district peer review committees in accordance with Part 3 of this chapter. Decisions of the state committee shall be final.

B. The state Peer Review Appeals Committee shall adopt appropriate rules for the conduct of its business and shall act on all appropriately filed appeals in a timely manner. The state committee shall notify the appropriate component society of its decision in a given case prior to its notification of the parties to the appeal.

C. If, in the judgment of the state committee, a matter submitted to it on appeal is deemed to be more appropriately treated as an ethical relations issue, the committee shall refer that case for disposition to the Judicial Panel, created under Chapter XI of these Bylaws.

Part 5. Automatic Reciprocal Membership Revocation. ISMS shall revoke the membership of any member physician whose membership has been revoked by a medical specialty society with membership in the AMA House of Delegates for reasons of unethical behavior, unprofessional conduct or practice, including, but not limited to, falsifying membership or licensure applications, providing false or misleading expert witness testimony, or being convicted of providing false or misleading expert witness testimony. This revocation shall be automatic upon notification of a final decision of the specialty society. No appeal is permitted.

Part 6. Due Process Safeguards. The Peer Review Appeals Committee is authorized and directed to make any report required by state or federal law with respect to actions it takes and to do so by transmittal to the

appropriate officer of the Society as determined from time to time by the Board of Trustees.

CHAPTER XIII. MISCELLANEOUS

The fiscal year of this Society shall be from January 1 to December 31 inclusive.

CHAPTER XIV. AMENDMENTS

The House of Delegates may amend any article of these Bylaws by a two-thirds vote of the delegates present (credentialed) at any meeting, provided that such amendment shall not be acted upon before the day following that on which it was introduced. Proposed bylaw changes should be the first order of business of the second session of the Illinois State Medical Society House of Delegates.

The Board of Trustees can adopt such changes to these Bylaws as are, in its judgment, clarifications, reorganization, renumbering, or other changes made necessary because of punctuation, spelling or other errors of grammar or expression, inaccurate cross-references, or to reflect changes in committee names. Such changes shall be reported to the next House of Delegates for approval.

CHAPTER XV. PARLIAMENTARY PROCEDURES

For those matters not covered by the Constitution and Bylaws of the Illinois State Medical Society, Sturgis Standard Code of Parliamentary Procedure, Current Edition, shall be the guide for conduct of meetings of the House of Delegates, Board of Trustees and all councils and committees.

CHAPTER XVI. INDEMNIFICATION

Part 1. Third Party Actions. The Illinois State Medical Society ("Society") shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including all appeals (other than an action, suit or proceeding by or in the right of the Society) by reason of the fact that he is or was a director, trustee, officer, or employee of the Society, or is or was serving at the request of the Society as a director, trustee, officer, or employee of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, decrees, fines, penalties, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Society and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Society and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Part 2. Derivative Actions. The Society shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit, including all appeals, by or in the right of the Society to procure a judgment in its favor by reason of the fact that he is or was a director, trustee, officer, or employee of the Society, or is or was serving at the request of the Society as a director, trustee, officer, or employee of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Society, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been finally adjudged to be liable for negligence or misconduct in the performance of his duty to the Society unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as such court shall deem proper.

Part 3. Rights After Successful Defense. To the extent that a director, trustee, officer or employee has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 or 2, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

Part 4. Other Determination of Rights. Except in a situation governed by Section 3, any indemnification under Section 1 or 2 (unless ordered by a court) shall be made by the Society only as authorized in the specific case upon a determination that indemnification of the director, trustee, officer, or employee is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 1 or 2. Such determination shall be made (a) by a majority vote of trustees acting at a meeting at which a quorum consisting of trustees who were not parties to such action, suit or proceeding is present, or (b) if such a quorum is not obtainable (or even if obtainable), and a majority of disinterested trustees so directs, by

independent legal counsel (compensated by the Society) in a written opinion, or (c) by the affirmative vote in person or by proxy of the membership entitled to vote in the election of trustees, without regard to voting power which may thereafter exist upon a default, failure, or other contingency.

Part 5. Advances of Expenses. Expenses of each person indemnified hereunder incurred in defending a civil, criminal, administrative, or investigative action, suit, or proceeding (including all appeals), or threat thereof, may be paid by the Society in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Trustees, whether a disinterested quorum exists or not, upon receipt of an undertaking by or on behalf of the director, trustee, officer, or employee, to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Society.

Part 6. Nonexclusiveness; Heirs. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled as a matter of law or under the Articles, the Regulations, any agreement, vote of the membership, any insurance purchased by the Society, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, trustee, officer, or employee and shall inure to the benefit of the heirs

Part 7. Purchase of Insurance. The Society may purchase and maintain insurance on behalf of any person who is or was a director, officer, or employee of the Society, or is or was serving at the request of the Society as a director, trustee, officer, or employee of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Society would have the power to indemnify him against such liability under the provisions of this Chapter or of the General Not-For-Profit Corporation Act.

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