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4 **Constitution and Bylaws of the West Virginia State Medical Association**

5 Enacted April 2, 2022
6

7 **Article I: Name**

- 8 1. The name of this association shall be the West Virginia State Medical Association
9 (hereinafter “WVSMA”).
10

11 **Article II: Purpose**

- 12 1. The purpose of the WVSMA shall be to federate and bring together the allopathic and
13 osteopathic physicians and surgeons as defined and governed by the West Virginia Code
14 (Chapter 30 articles 3 and 14, respectively, or their replacements) in the state of West
15 Virginia. In so doing, the WVSMA will advocate for the professional interests of the
16 membership by:

- 17 a. Promoting the art, science, and practice of medicine for the betterment of public
18 health and the health and welfare of the profession.
19 b. Supporting medical education, research, and the dissemination of knowledge;
20 c. Emphasizing policies that foster individual and public health;
21 d. Upholding the importance of a well-educated, healthy, and productive healthcare
22 workforce in West Virginia;
23 e. Providing services and benefits to WVSMA membership;
24 f. Supporting rigorous standards for medical education and practice in West
25 Virginia;
26 g. Providing advice and assistance to public officials and policy makers in the design
27 and implementation of programs that affect the health of the citizens of West
28 Virginia; and,
29 h. Advocating to legislators, public officials, and policy makers, and others for the
30 passage and promulgation of statutes and rules that benefit public health and the
31 practice of medicine in West Virginia.
32

- 33 2. The WVSMA will work with like-minded organizations in West Virginia and nationally
34 including sending the allotted number of delegates to the American Medical
35 Association’s House of Delegates in accordance with the manner provided herein.
36

37 **Article III: Membership**

- 38 1. The WVSMA shall consist of members in good standing, who have met and maintain
39 compliance with criteria for membership as set forth in these Constitution and Bylaws,
40 and those persons who are designated as honorary members of the WVSMA by the Board
41 of Trustees (hereinafter “Board”).
42
43 2. Standards of conduct. Membership in the WVSMA is a privilege subject to a Board-
44 approved application process. Members of the WVSMA agree to and are bound by:
45 a. The WVSMA Constitution and Bylaws;
46 b. WVSMA written policies and procedures;

- 47 c. The mandates of West Virginia physician licensure by the West Virginia Board of
48 Medicine or the West Virginia Board of Osteopathic Medicine or their successors;
49 and,
50 d. Accepted standards of medical ethics as outlined in the Code of Medical Ethics of
51 the American Medical Association and/or the American Osteopathic Association.
52 e. Failure to follow established WVSMA or professional standards may lead to
53 disciplinary action up to and including revocation of membership.
54
- 55 3. Criteria and classification of membership. Members of the WVSMA must meet the
56 following criteria and shall be classified according to the following classes of
57 membership:
- 58 a. Active Members. Active members in the WVSMA shall be limited to physicians
59 in West Virginia who are licensed and in good standing by the West Virginia
60 Board of Medicine or the West Virginia Board of Osteopathic Medicine. Active
61 members shall have the ability to serve as officers, have the right to vote on
62 leadership and policy positions, and serve on committees. Active members will
63 pay the annual dues as determined by the Board.
- 64 b. Semi-Retired Members. Semi-retired members shall be those members who work
65 less than 30 hours per week on average. Semi-retired members shall have the
66 ability to serve as officers, have the right to vote on leadership and policy
67 positions, and serve on committees. Semi-retired members shall be assessed one
68 half the annual dues cost of an active member.
- 69 c. Retired Members. Retired members shall be those physicians who have retired
70 from the active practice of medicine. Retired members have the right to vote on
71 leadership and policy positions and serve on standing committees but shall not
72 serve as officers of the WVSMA. Retired members shall be assessed one fourth
73 the annual dues cost of an active member.
- 74 d. Associate Members. Associate Members shall be i) those physicians not licensed
75 in West Virginia who share and support the purpose of WVSMA or ii) non-
76 physicians who share and support the purpose of the WVSMA. Associate
77 members do not have the right to vote on leadership or policy positions, but may
78 vote in committees. Associate members shall be assessed one half the annual dues
79 cost of an active member.
- 80 e. Corporate Members. Corporate members shall be those organizations that share
81 and support the purpose of WVSMA. Corporate members shall not have any of
82 the rights of membership of the WVSMA. Corporate member annual dues shall
83 be set by the Board.
- 84 f. Postgraduate Members. Interns, residents or fellows, who are serving or have
85 completed an internship, residency, or fellowship, or other training program
86 approved by the Accreditation Council for Graduate Medical Education, and have
87 not started unsupervised practice, shall have the rights and privileges of active
88 members at one fourth the annual dues costs of an active member. The Board
89 may extend this membership class to international medical graduates.
- 90 g. Student Members. Student members shall be those persons enrolled in an
91 accredited school of medicine granting a Doctor of Medicine or Doctor of
92 Osteopathic Medicine Degree. Student members do not have the right to vote in

93 elections or on policy positions, but may vote in committees. Student member
94 annual dues shall be set by the Board.

95 h. Honorary Members. Upon the signed recommendation of one member, seconded
96 by another member, and by a three-fourths vote by ballot (by those who have
97 voting rights) of the votes cast at an annual meeting, honorary life membership
98 may be conferred upon such person(s) deemed to have served the interests of
99 public health, organized medicine, or have rendered notable services to the
100 WVSMA. An honorary member shall have none of the obligations of membership
101 in the WVSMA, but shall be entitled to all privileges except voting and holding
102 office. Honorary members shall be assessed no dues.

103
104 4. Dues. The annual dues shall be set by the Board by a majority vote. The WVSMA staff
105 shall notify members three months in advance. With oversight of the treasurer, staff shall
106 notify members who are three months in arrears.

107
108 5. Termination of Membership.

109 a. Any member desiring to resign from the WVSMA shall submit a resignation in
110 writing to the executive director, who shall present the same at the next scheduled
111 meeting of the Board for action.

112 b. Those whose dues are not paid within three months after receipt of staff
113 notification of overdue membership dues shall be automatically suspended from
114 membership in the WVSMA. Any member suspended for failure to pay annual
115 dues may be automatically reinstated upon payment of past dues owing.

116 c. Any member who violates standards of professionalism or is known to have
117 engaged in criminal activity may be subject to disciplinary action by the Board,
118 which action may include termination/restriction of membership and/or removal
119 from any office.

120 **Article IV: Policy Making Process**

121 1. All members of the WVSMA shall be entitled to help determine the policy positions to be
122 adopted by the WVSMA in accordance with this Article.

123
124 2. Policy positions of the WVSMA may be introduced by any voting member, on an
125 electronic system accessible to all members. The electronic system shall be the platform
126 for members to debate the issue presented during a defined period as set by the Board.
127 Members with voting privileges will thereafter vote and establish the policy positions of
128 the WVSMA.

129
130 3. Process: Policies of the WVSMA shall be adopted pursuant to the following procedures:

131 a. The Board may initiate an emergency policy upon a determination of the need for
132 the same. Such determination must be supported by a minimum of 10 members.
133 Emergency policy shall go into effect immediately.

134 b. Any member can initiate a policy discussion. A minimum of 10 members is
135 required for any action on a policy. Such member-initiated policy shall be
136 adopted in the following manner via electronic voting:

- 137 i. A quorum of 25% of the members with voting rights, with a 51% of
138 favorable votes to pass. This quorum of 25% must include a minimum of
139 25% of active members.
- 140 ii. If this quorum of 25% is not achieved, then a second vote on the same
141 policy will be scheduled in one month with a minimum 10% quorum
142 requirement, with two-thirds majority of favorable votes required for
143 passage.
- 144 iii. If there is no quorum as set forth above, then the policy is deemed to have
145 failed. If the policy fails to pass, it may not be brought up again for
146 consideration for a minimum of one year.
- 147 c. The Board shall approve all policies and develop plans to implement them if
148 indicated.
- 149 d. Policy reconsideration. The Board may return any member-initiated policy back
150 for reconsideration upon a vote of two-thirds of the Board. A policy referred for
151 reconsideration requires 50% quorum, and two-thirds majority of favorable votes
152 for passage. Provided, that if such policy fails to pass, it may not be brought up
153 again for consideration for a minimum of one year.

154 Article V: Governance

155 The WVSMA is governed by the Board, which shall have all executive, disciplinary, and
156 supervisory power over the Association. It may fix the hour, place, and medium (in-person,
157 virtual, or hybrid) of any annual, regular, or special meetings, and may perform such other duties
158 as are specified by these Constitution and Bylaws.

- 159 1. Board Composition. The Board is composed of 13 elected and four appointed members
160 who are determined as follows:
- 161 a. Elected Members: Elected trustees hold the voting power of the Board and consist
162 of four categories: six regional trustees, one postgraduate trustee, one medical
163 student trustee, and six at-large trustees.
- 164 i. Election Process: The Executive Director shall accept Trustee nominations
165 from voting members who are in good standing no later than May of the
166 election year.
- 167 (1) A minimum of 10 sponsor-members who belong to the nominated
168 categories, or a nomination by the Nominating Committee, are
169 required for each trustee nomination.
- 170 (2) Elections are conducted electronically or by mail in June of the
171 election year and are won by a majority ranked-choice voting.
- 172 (3) The results of the elections are announced at the conclusion of the
173 voting period and the terms of the Board commence at the next
174 Annual Meeting or no later than the August 31st, whichever is
175 earlier.
- 176 ii. Elected Trustees Categories
- 177 (1) Regional trustees are elected by active, semi-retired, and retired
178 members who practice or live in their designated region. If a voting
179 member resides in one region and practices in another, the vote is
180 counted in the practice region. A retired member votes in the
181 corresponding residence region. Regions are determined by the

182 Board in such a way as to reflect the current distribution of
183 practicing physicians and may be updated via a majority vote of
184 the Board once every three terms.

185
186 (2) Postgraduate trustee must be a resident member at the time of
187 nomination and throughout the trustee's term. The postgraduate
188 trustee is elected by the resident members.

189
190 (3) Medical student trustee must be a student at the time of nomination
191 and throughout the trustee's term. The medical student trustee is
192 elected by the medical student members.

193
194 (4) At-Large trustees may be any member in good standing and can be
195 sponsored by any combination of sponsors.

196
197 b. Appointed members consist of the following:

198 i. There shall be one physician trustee appointed by each medical school in
199 West Virginia who has an active group membership agreement who are
200 current voting WVSMA members.

201 ii. There shall be two non-physician trustees. The voting members of the
202 Board appoint two non-physician trustees. Such trustees are expected to
203 have knowledge and skill outside the field of medicine.

204
205 2. Oath of Office. Each trustee, upon assuming the duties set forth herein, shall swear or
206 affirm an oath, in the form prescribed by the Board.

207
208 3. Term of Office for Board Members. Each trustee serves for three years and may be
209 permitted to stand for reelection one time. Trustees may be reelected after leaving the
210 board for a full cycle. The Board upon receipt of recommended candidates from the
211 Nominating Committee, shall fill any vacancies that may arise midterm. The unexpired
212 terms filled by midterm appointment are not considered when calculating the reelection
213 limitations in this paragraph.

214
215 4. Other Powers of the Board. The Board shall have the power to revoke the membership of
216 those members who have been determined to violate the provisions of Article III,
217 paragraph 5, of these bylaws. The Board shall approve the process and procedure for any
218 such revocation of membership. The Board shall also determine the content of any oath
219 to be administered in accordance with these Constitution and Bylaws. The Board may
220 employ an Executive Director pursuant to the provisions of Article VII herein.

221
222 5. Removal from the Board and Administrative Leave. Trustees may be placed on
223 administrative leave or removed from the Board upon a vote of two-thirds of the Board
224 and only for cause.

225

226 Article VI: Officers

- 227 1. Officer Elections. The members of the incoming Board elect three current trustees prior
228 to the commencement of the term of the incoming Board as described in Article V. The
229 officers serve for terms of two years.
230
- 231 2. Officer Duties. The officers shall perform the following duties and any other duties as
232 may be adopted by the Board.
233 a. President. Presides over Board meetings; designates and appoints ad hoc
234 committees; represents WVSMA to the public.
235 b. Vice President. Chairs Education Committee and Co-Chairs the Public Policy
236 Committee.
237 c. Treasurer. Chairs Finance Committee and cochairs Membership Committee.
238 d. Immediate Past President. Fulfills the duties of the President in case of absence,
239 incapacitation, or removal from office of such person until such time as the
240 President returns to service or a successor is duly appointed.
241
- 242 3. Office-holding limitations. No member shall hold more than one office at a time, and no
243 members shall serve more than one term in the same office, except the Treasurer.
244 Officers can serve on and chair committees.
245
- 246 4. Term of office. The term of officers shall commence at the annual meeting or no later
247 than the August 31st, whichever is earlier, at which they are elected and each officer,
248 upon assuming the duties set forth herein, shall swear or affirm an oath in the form as
249 prescribed by the Board.
250
- 251 5. Removal from Office and Administrative Leave. Officers may be placed on
252 administrative leave or removed from office upon a vote of two-thirds of the Board and
253 only for cause.
254

255 Article VII: Executive Director.

- 256 1. The Executive Director is employed by the Board and, under its direction, shall be
257 responsible for the general daily administrative and operational affairs of the WVSMA
258 and shall have such duties and responsibilities and compensation as determined by the
259 Board. The terms and conditions of this engagement will be set forth in an appropriate
260 employment agreement signed by the Executive Director and the President of the
261 WVSMA.
262

263 Article VIII: Meetings

- 264 1. Board Meetings. The Board shall hold regular quarterly meetings to receive reports of the
265 committees and conduct the business of the WVSMA. Special meetings of the Board
266 may be called by the President or upon the written or electronic request of three trustees.
267 All meetings shall be open for members to attend in person or virtually. The Board may
268 go into executive sessions for select purposes. A simple majority is required for the
269 Board to conduct business.
270

- 271 2. Annual Meeting. WVSMA shall hold one annual meeting as set by the Board during
272 which elected officers assume their roles and the Board and membership receive reports
273 of the outgoing officers and committees, and for any other business that may arise.
274
- 275 3. Special Meeting. Special meetings may be called by the President, a simple majority of
276 the Board, or called upon by the written request of at least ten percent of the eligible
277 voting members of the WVSMA.
278

279 Article IX: Committees
280

- 281 1. WVSMA committees shall perform the functions described herein and other functions as
282 charged by the Board. Committees shall submit committee reports for review and action
283 at the following Board meeting. No committee shall exercise executive power without
284 prior approval by the Board. All committee members serve at the pleasure of the Board.
285 In case of time-sensitive matters, the Chairperson(s) may request the President to call for
286 an emergency Board meeting for action. All emergency actions shall be reviewed and
287 ratified at the following Board meeting.
288
- 289 2. Trustees and past committee members may participate in committee meetings in a non-
290 voting capacity upon approval of the chairperson of that committee. Chairpersons may
291 invite non-voting members to join committees. Committee meetings occur as per the
292 directive of the Board, or more frequently at the discretion of their respective
293 chairpersons. A simple majority is required for the committee to conduct business.
294
- 295 3. The President may appoint temporary ad hoc committees and task forces to perform
296 certain specified functions or tasks. Ad hoc committees shall expire at the end of the
297 term of the President who created them, unless extended by the succeeding President.
298
- 299 4. Standing Committees.
- 300 a. Executive Committee
- 301 i. Composition: Four officers, including the President, plus two trustees
302 ii. Purpose: Making emergency and operational decisions in between board
303 meetings, which decisions are to be ratified at the next board meeting.
304
- 305 b. Nominations and Appointments Committee (Hereinafter referred to as NAC)
- 306 i. Composition: Past President, who shall serve as Chairperson, and the
307 chairpersons of the Public Policy, Publications, Membership, and Finance
308 Committees and one active member.
- 309 ii. Purpose: The NAC shall consider and recommend a slate of four nominees
310 to the Board and AMA Delegates and Alternates, prior to the Annual
311 meeting. NAC shall nominate candidates to fill Board vacancies, subject
312 to Board majority vote. NAC is responsible for developing and
313 implementing a Committee Appointment Program (Hereinafter referred to
314 as CAP) and soliciting and/or vetting candidates with committee
315 privileges according to the requirements of the corresponding committees.
316 NAC may recommend waiving certain requirements to the Board on a

317 case-by-case basis. The NAC is tasked with the development and
318 maintenance of a diversity and inclusivity policy and advocates for a
319 representative environment in various committees that includes but not
320 limited to diversity of specialty, employment type, gender, race, ethnicity,
321 spirituality, and sexual orientation.
322

323 c. Public Policy Committee (Hereinafter referred to as PPC)

- 324 i. Composition: The PPC shall consist of no less than five members, co-
325 chaired by the Public Policy chairperson and the Vice President. The
326 Public Policy chairperson shall have served on the committee or have had
327 public policy experience previously.
- 328 ii. Purpose: The PPC shall receive and consider all proposed resolutions to
329 determine whether such are consistent with the stated purposes of the
330 WVSMA and oversee the performance of the policy-making process in
331 accordance with Article IV. PPC shall review all submitted resolutions in
332 view of current WVSMA Policy Compendium for relevance, suitability,
333 or conflict with prior policies. The PPC shall engage with the originating
334 sponsors to resolve any conflict before initiating policy in accordance with
335 Article IV item 3b The PPC shall also develop and maintain a rule
336 providing for the sunseting review or reaffirmation process for all
337 WVSMA policies and present its recommendations to the Board which
338 shall then refer the same to the general membership for approval.
339

340 d. Finance Committee (Hereinafter referred to as FC)

- 341 i. Composition: The FC shall consist of no less than five members of whom
342 one member shall be the Vice President, and it shall be co-chaired by the
343 Treasurer and a trustee member with a business, accounting, finance or
344 related relevant expertise.
- 345 ii. Purpose: The FC shall oversee the finances and assets of the Association
346 including properties and investment accounts. It shall prepare a budget for
347 the fiscal year beginning the first day of each January and submit the same
348 to the Board no later than preceding first day of December for the Board's
349 approval. The FC shall oversee the WVSMA internal controls and review
350 financial and investment policies as well as audits. The FC may submit
351 amendments to the budget for the current fiscal year to the Board.
352

353 e. Education Committee (Hereinafter referred to as EdC)

- 354 i. Composition: The EdC shall consist of no less than five members and is
355 co-chaired by the Vice President and a chairperson appointed by Board.
- 356 ii. Purpose: The EdC plans educational events including but not limited to
357 the annual meeting and other in-person or virtual programs. The EdC
358 determines program content, format, and site as well as manages exhibitor
359 relationships in accordance with WVSMA core values and fulfills the
360 guidelines set by WVSMA as related to educational material.

361 f. Publications Committee (Hereinafter referred to as PubC)

- 362 i. Composition: The PubC shall consist of no less than five members and
363 shall be chaired by the Editor of the West Virginia Medical Journal. The
364 Editor is appointed by the Board.
- 365 ii. Purpose: The PubC publishes literature including but not limited to
366 WVMJ, WVSMA Newsletter(s), and public announcements. The PubC
367 manages advertising relationships in accordance with WVSMA core
368 values and fulfills the guidelines set by WVSMA.
- 369
- 370 g. Membership Committee (Hereinafter referred to as MemC)
- 371 i. Composition: The MemC shall consist of no fewer than five members and
372 is co-chaired by a chairperson who shall have served on the committee
373 previously, and the Treasurer.
- 374 ii. Purpose: MemC monitors membership trends including but not limited to
375 growth, retention, engagement, and benefits. It shall develop programs to
376 gauge and support membership interests and orientations in such a way as
377 to allow the Association to be a good reflection of West Virginia
378 physicians. It may collaborate with The EdC and PubC. They all have the
379 authority to investigate membership violations and recommend
380 disciplinary action.
- 381
- 382 h. Physician Wellness Committee (Hereinafter referred to as WellC)
- 383 i. Composition: The WellC shall consist of a minimum five (5) voting
384 members and shall be co-chaired by the Past President and a Board
385 appointee with experience in health and wellness.
- 386 ii. Purpose: The WellC monitors physician wellness of the membership of
387 the WVSMA and monitors trends in West Virginia and nationally. It
388 develops and/or adopts programs to mitigate and/or address acute and
389 chronic challenges to physician wellness at various career stages. It may
390 collaborate with The MemC and PubC.
- 391
- 392 i. Constitution and Bylaws Committee (Hereinafter referred to as ByLawC)
- 393 i. Composition: The ByLawC shall consist of a minimum of five (5) voting
394 members and shall be co-chaired by the Past President and a Board
395 appointee.
- 396 ii. Purpose: The ByLawC reviews the Constitution and Bylaws of WVSMA
397 for irregularities, conflicts, or ambiguities and recommends amendments
398 to the same as appropriate.
- 399

400 Article X: American Medical Association Delegation (Hereinafter referred to as AMA-D)

- 401 1. Composition: AMA-D consists of AMA Delegates and Alternate Delegates as appointed
402 by the Board, in addition to the President. The Board shall appoint one person as
403 chairperson. The term for the delegates is two years and is renewable. Delegates are
404 appointed in alternating cycles. The Board may appoint emergency alternate delegates
405 when needed.
- 406 2. Purpose: AMA-D monitors national and AMA related developments and represents
407 WVSMA at the AMA. They report to the Board and issue biannual AMA-D reports.

408 Article XI: Parliamentary Authority

- 409 1. The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall
410 govern the meetings of the WVSMA as applicable, but only to the extent that such are
411 not inconsistent with these Constitution and Bylaws and any special rules of order the
412 WVSMA may adopt.

413 Article XII: Amendment of Constitution and Bylaws

- 414 1. A minimum of 15% of the eligible voting members of WVMA or two-thirds of the Board
415 may propose amendments to these Constitution and Bylaws.
416
- 417 2. The Constitution and Bylaws may be amended at any annual meeting of the WVSMA by
418 a two-thirds vote, provided that the amendment has been submitted in writing to the
419 Board no less than 90 days prior to the annual meeting. The proposed amendment shall
420 be publicized to and accessible by the membership on the electronic platform for a
421 minimum of thirty days prior to the annual meeting.
422
- 423 3. Amendments go into effect the following annual meeting or as specified by the Board.
424
425
426

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