

# BYLAWS

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A Chartered Guild of the Catholic Medical Association

## CONSTITUTION AND BY-LAWS

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Adopted

### ARTICLE 1 - NAME

This organization shall be known as the \_\_\_\_\_, a Chartered Guild of the Catholic Medical Association (“Guild”).

### ARTICLE 2 - PURPOSE

The purpose of the \_\_\_\_\_ Guild shall be to:

- Uphold the principles of the Catholic faith in the science and practice of medicine;
- Assist the Church in the work of communicating Catholic medical ethics to the medical profession and society at large;
- Support Catholic hospitals in applying Catholic moral principles in health care delivery;
- Enable Catholic physicians and health care professionals to know one another better and to work together with deeper mutual support and understanding.

### ARTICLE 3 - MEMBERSHIP

3.1 Membership in the \_\_\_\_\_ Guild of Catholic Medical Association is open to any interested physician, dentist, fellow, resident, medical student, nurse practitioner, physician assistant, nurse or allied health professional. Membership is also open to any interested individual who supports the mission of the CMA.

3.2 Voting members of the Guild must:

- 3.2.1 Pay CMA annual dues, as appropriate;
- 3.2.2 Subscribe to the Guild purposes as set forth in Article 2;
- 3.2.3 Fulfill Guild procedures for approval and admission.

3.3 For M.D. and D.O. members who are not members of the national CMA, as well as other health-care professionals and interested parties registered as members of a local guild, the Board of Directors of the Guild shall determine whether to extend voting privileges to these members on local issues. Guilds should encourage local members to become members of the national CMA.

## **ARTICLE 4 - GUILD ACTIVITIES**

4.1 Guild Meetings shall be held at intervals to be determined by the Guild Board. However, at least one general meeting and an annual celebration of the White Mass should be held. Participation by the members of a guild in an annual retreat is encouraged. Additional meetings on a monthly or other periodic basis are encouraged.

4.2 The content of these meetings shall fulfill the purpose of the Guild outlined in Article 2.

4.3 Attendance at such meetings or functions may be extended to the community if desired by the President and the Board.

4.4 The Guild shall make a good faith effort to engage in the strategic activities established by the national CMA.

## **ARTICLE 5 - DUES AND FEES**

Annual membership dues, and any fees required for special events, shall be determined by the Guild Board of Directors.

## **ARTICLE 6 - OFFICERS**

6.1 President and Vice President. These positions must be occupied by national dues-paying physician members of the CMA.

6.2 Other Officers. Positions such as Treasurer, Secretary, may be occupied by any voting members of the Guild if the Board so chooses.

6.3 Duties of Officers:

6.3.1 President. The President shall preside at meetings of the guild and perform such duties as the Guild Board may designate.

6.3.2 Vice President. In the absence or disability of the President, the Vice President will assume the duties of the President and perform such duties as the Guild Board may designate.

6.3.3 Secretary. The Secretary shall keep records of all meetings of the Guild Board. The Secretary shall be responsible for the correspondence of the corporation.

6.3.4 Treasurer. The Treasurer shall have the custody and care and be responsible for all funds and transactions of the corporation as designated by the Guild Board.

6.4 Election and Terms of Officers. Officers shall be elected for a two (2) year term by a simple majority vote by the voting members of the Guild. Officers may serve for a maximum of three (3) consecutive terms, after which there must be at least a one (1) year hiatus before again being eligible for election.

6.5 Resignation or Removal. Any Officer may at any time deliver to the President of the Guild a written notice of intent to resign, which shall be effective upon approval of the Board. The voting members of the Guild have the power to remove an Officer for cause by a two-thirds majority vote by the voting members of the Guild. A meeting must be duly called and noticed for the specific purpose of removing the Officer, and at which a quorum is present. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Officer. In the event the office of any Officer(s) becomes vacant, either by removal or resignation the voting Guild members have the option of electing a successor(s) to serve the remaining term(s).

## **ARTICLE 7 - BOARD OF DIRECTORS**

7.1 Number, Qualifications, and Election. The Guild Board shall consist of not less than three (3) or no more than nine (9) members. A majority of the Board shall be Physician Members of the national CMA. The members of the Board will include: The Officers (Secretary, Treasurer, Vice-President and President), Directors and a Past-President. The number of Directors determined by the Board. The Directors and a Past-President shall be elected by a simple majority vote by the voting members of the Guild. The State Director or Regional Director (if the state has no State Director) shall be an ex-officio member of the Guild Board. The Board may determine if the State Director could be a voting member. A Guild Chaplain would also be an ex officio, non-voting, member of the Board. Nominations for director positions shall be made in accordance with procedures established by the Board from time to time. Each Director must be a member in good standing in the Guild.

7.2 The President will consult with the Board regarding matters essential to the Guild including:

- Official communications of the Guild with CMA.
- Final approval of ethical/moral positions or statements issued by the Guild,
  - Provided they are consistent with the Ethical and Religious Directives for Catholic Health Care Services (ERDs), and shall not conflict with the written policies and positions of the CMA;
  - When an ethical or moral position has not been clearly stated by the CMA, the leadership will contact the national office before taking a position.
- Public testimony on behalf of the Guild regarding the practice of medicine, and ethical opinions,
  - Provided they are consistent with the Ethical and Religious Directives for Catholic Health Care Services (ERDs), and shall not conflict with the written policies and positions of the CMA;
- If there is a conflict of opinions on issues or statements between the National CMA and the Guild, the Guild may be requested to present to one of the National CMA committees or Board for resolution of these differences.
- Approval of contracts

7.3 Term. Directors shall be elected for a term of two (2) years. Directors may serve a maximum of three (3) consecutive terms, after which there must be at least a one (1) year hiatus before again being eligible for election.

7.4 Resignation or Removal. Any Director, including a Past-President, may at any time deliver to the President of the Guild a written notice of intent to resign, which shall be effective upon approval of the Board. Any Director/Past-President may be removed from the Board for cause by a two-thirds majority vote of the voting members of the Guild present at any meeting duly called and noticed for the specific purpose of removing the Director, and at which a quorum is present. The meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Director. In the event the office of any Director(s) becomes vacant as a result of removal or resignation, the voting Guild members have the option of electing a successor(s) to serve the remaining term(s).

7.5 Powers. The property, affairs, and business of the Guild shall be managed by its Guild Board, which shall exercise all such powers of the Guild and do all such lawful acts and things that are not prohibited by statute or these By-laws.

7.6 Compensation of Directors. Whether or not employed by the Guild for other purposes, directors and members of any committee of the Guild Board shall for their director duties be regarded as volunteers and serve without compensation for those duties, though they may be entitled to reimbursement for any reasonable expenses incurred on behalf of the Guild as determined by the Board. Any director barred from receiving compensation under these provisions shall not be barred from serving the Guild in any other capacity and receiving reasonable compensation for such other services.

7.7 Non-voting Members of the Board of Directors. The Board may appoint one or more non-voting members who may attend Board meetings and participate in discussion, but who shall have no governance authority. Non-voting members shall normally include a chaplain and one or more medical student representatives.

## **ARTICLE 8 - MEETING OF THE BOARD OF DIRECTORS**

8.1 Notice. Regular and special meetings of the Board may be held at such time and place as shall be determined by the Board. Regular meetings of the Board shall be held at such times as may be fixed by the Board. Special meetings of the Board may be held upon at least two (2) days' notice at the call of the President or any two Directors/Officers.

8.2 Quorum. The presence of a simple majority of the Board of Directors then in office, or voting members of the Guild, shall be necessary and sufficient to constitute a quorum for the transaction of business. Except as may be otherwise specifically provided by statute or by these By-laws, the act of a simple majority of the Directors present and voting at a duly constituted meeting of the Board shall be the act of the Guild Board.

8.3 Actions Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or by a committee thereof may be taken without a meeting, provided a written consent setting forth the action so taken is signed by all the members of the Board or of the committee, as the case may be, and is filed with the minutes of proceeding of the Board or committee. The written consent and signing thereof may be accomplished by one or more electronic transmissions. Approval of Actions without a meeting must be by unanimous consent.

8.4 Participation by Conference Telephone. Members of the Board or of any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can contemporaneously communicate with each other. Participation by such means shall constitute presence in person at such meeting. When such a meeting is conducted by means of a conference telephone or similar communications equipment, a written record shall be made of the action taken at such meeting, noting participation of those who participated by means of such communications equipment.

8.5 Meeting proceedings shall be governed by Robert's Rules of Order.

### **ARTICLE 9 - GUILD CHAPLAIN**

The Guild shall obtain from the local Bishop the assignment of a priest in good standing to serve as the Guild Chaplain, with due consideration to requests from the Guild. The Guild Chaplain should have a background in moral theology and medical ethics. If a priest is not available, a deacon with similar qualifications should be sought. The term of office will be two (2) years, renewable by the Board. The Guild Chaplain is encouraged to be a CMA national member.

### **ARTICLE 10 - COMMITTEES AND ADVISORY BOARDS**

10.1 The Guild Board may create one or more committees or advisory boards and appoint members to serve on them. The committees and advisory boards shall have such powers and duties as are from time to time prescribed by the Board.

10.2 Nominating Committee. The Nominating Committee may be comprised of the President, Vice-President, a Past President and two voting Guild members. The President shall serve as the chair of the Nominating Committee. The Nominating committee shall present to the Board of Directors a slate of nominees for vacant offices and/or Board membership positions.

### **ARTICLE 11 - GENERAL ASSEMBLY DELEGATES**

The Guild Board shall annually appoint delegates to represent the Guild at the General Assembly of the Catholic Medical Association. Guild delegates must be physician members of the CMA in good standing. The number of delegates appointed shall be as permitted pursuant to the Guild's Charter Agreement with Catholic Medical Association. The name(s) of the delegate(s) appointed by the Board, shall be forwarded to the CMA office no later than thirty (30) days before the meeting of the General Assembly.

### **ARTICLE 12 - FISCAL MATTERS**

12.1 The Guild is organized and shall be operated exclusively for religious, charitable, and educational purposes as a nonprofit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or a related section of a successor statute (hereinafter "Code") and under the provisions of the state in which the Guild is located.

12.2 Deposits. The Guild Board shall select from time-to-time banks, trust companies, or other financial institutions or depositories in which the funds of the Guild not otherwise employed shall be deposited to the credit of the Guild.

12.3 Checks. All checks or demands for money and notes of the Guild shall be signed by such officer or officers or such other person or persons as the Guild Board may from time to time designate.

12.4 Fiscal Years. The Guild Board shall have the power to fix, and from time to time to change, the fiscal year of the Guild. Unless otherwise fixed by the Board, the fiscal year shall be the calendar year.

12.5 Loans to Directors and Officers Prohibited. No loans shall be made by the Guild to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Guild for the amount of such loan plus interest, plus collection expenses until it is repaid.

12.6 Contracts. The Guild Board may authorize any officer or officers, agent or agents of the Guild, in addition to the officers so authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Guild. Such authority may be general or confined to specific instances.

12.7 Gifts and Contributions. The Guild Board may accept on behalf of the Guild any contribution, gift, bequest, or devise for the general purpose or for any special purpose of the Guild. However, no gift or grant will be accepted if it contains material conditions which would restrict or violate any of the exempt purposes of the Guild or if it would require serving a private as opposed to public interest.

12.8 Endowments. The Guild Board may establish on behalf of the Guild any endowments for the general purposes or for any special purpose of the Guild.

### **ARTICLE 13 - AMENDMENTS**

The Constitution and Bylaws of this Guild may be amended, repealed, or added to, or new By-laws may be adopted, by a majority vote of the Guild Board present at any regular or special meeting of the Board duly called for that purpose, and a majority vote of the voting members present at any regular or special meeting of the members duly called for that purpose, so long as none of these changes contradict the Charter Agreement with the national CMA and final approval is granted by the national CMA.