

AMENDED & RESTATED BYLAWS OF THE NEBRASKA MEDICAL ASSOCIATION

SECTION 1: MEMBERSHIP AND DUES

- a) **Limitation.** Membership in the Nebraska Medical Association (the “Association” or “NMA”) is limited to individuals agreeing to comply with and be bound by all the provisions of the Articles of Incorporation and Bylaws of the Association and the Principles of Medical Ethics of the American Medical Association. Membership may be revoked or suspended for noncompliance with this subsection.
- b) **Eligibility.** Membership is available to an individual who is:
- 1) Licensed to practice medicine or osteopathy in the State of Nebraska, or in another jurisdiction through employment with the federal or state government and resides in Nebraska; or
 - 2) A graduate of an accredited medical or osteopathic school, or an institution recognized as equivalent by the Nebraska Board of Medicine and Surgery, and who is engaged in an activity which does not require medical licensure or has retired from active practice; or
 - 3) Engaged in a resident or fellow training program approved by the Accreditation Council for Graduate Medical Education; or
 - 4) Enrolled in and actively pursuing an approved course of study within the State of Nebraska leading to the degree of Doctor of Medicine or Osteopathy; and
 - 5) Current on their annual dues and assessments as established by the Board of Directors (“Board”).

An individual is ineligible for membership if that individual’s Nebraska medical license is currently suspended or has previously been revoked, unless the Board of Directors (Board) approves the individual’s membership by a majority vote.

- c) **Membership Classification.** Each member of the Association shall belong to a membership class. Membership classes shall be determined by the Board and shall be used to establish annual dues rates and assessments.
- d) **Annual Dues Rate.** The Board shall establish dues, exemptions from dues, and assessments for all classifications of membership.

SECTION 2: COMPONENT MEDICAL SOCIETIES

- a) **Authorization to Organize.** The members of the Association, except as otherwise provided by this section, shall be organized into component medical societies (“societies”) chartered by the Association. Not more than one society shall be chartered to operate in any county except in a county so large in area as to make it impractical for one society to operate. The territorial jurisdiction of each society shall be determined by the Board, in consultation with the society, and set forth in the charter issued to it by the Association.
- b) **Charter Qualifications.** Any society that has adopted principles of organization that are not in conflict with the Articles of Incorporation and the Bylaws of the Association may become a chartered society. Charters are issued by the Board and signed by the President of the Association. Each charter shall

include a definition of the geographic boundaries of the component society. No society is bound to carry out any policy or recommendation of the Association not consistent with the Association Articles of Incorporation and the Bylaws.

- c) **Revocation of Charter and Consolidation.** Any charter issued to a society may be revoked by the Board if the society acts in violation of the Association Articles of Incorporation or Bylaws. If the Board finds that any society is not functioning effectively, the Board may consolidate that society into any physically contiguous society.
- d) **Unified Membership.** A person applying for membership in a geographic area where a component society exists must concurrently apply for membership in the Association. Likewise, a person applying for membership in the Association must concurrently apply for membership in a component society if one exists in that geographic area, unless otherwise provided by these bylaws. Membership in the Association may not be discontinued unless membership in the society is also discontinued and vice versa. Application to a component medical society may be made as follows:
 - 1) If a member's principal office is in one society's jurisdiction, the member must select that society for their membership.
 - 2) A medical student may join a society with jurisdiction over the area in which that student resides or the area in which the school is located.
 - 3) A resident/fellow may join a society with jurisdiction over the area in which the resident/fellow currently resides' or the area in which the hospital or primary training facility is located.
 - 4) A member who moves their principal location of practice to a different society jurisdiction may select to maintain membership in the society to which the member belonged prior to moving for the remainder of the calendar year or may transfer membership to the society of the jurisdiction to which the member has moved. For members who transfer their membership from one component medical society to another, the membership shall be reciprocal for that calendar year and no additional dues shall be assessed provided that full dues have been received prior to the transfer.

Nothing in Section 2 precludes a member from joining a separate component society which is in addition to the society required by this subsection (d).

- e) **At-Large Membership.** Those members who meet the eligibility requirements in Section 1 and reside in a geographic area where a component society does not exist may apply for an at-large membership. A person who resides in a geographic area where a component society does not exist may choose to become an at-large member or become a member of a component society contiguous with the county of the principal location of practice of the member.
- f) **Exempt Membership.** Those members whose primary employer is the State of Nebraska may be exempt from the requirements of subsection (d) of this section.
- g) **Scope of Societies.** Each society shall generally direct the affairs of the profession in its county or jurisdiction, further the purposes of the Association, and foster membership in the Association.
- h) **Membership Qualifications.** Except for at-large or exempt members, a society may judge the qualifications of its own applicants. The Association shall judge the qualifications of applicants for at-large or exempt membership.
- i) **Dues Processing.** Each society collecting Association dues shall forward the dues of its members to the Association. Component medical societies may partner with the Association to collect dues and assessments on its behalf who will then forward the dues back to the society.

SECTION 3: TERMINATION OF MEMBERSHIP

- a) **Resignation.** A member may resign at any time by giving written notice of such resignation to the Board or a staff member of the Association. Resignation is effective without acceptance when the notice is given, unless a later effective time is specified in the notice. A member's resignation does not relieve them from any existing obligations to the Association, such as dues, assessments, fees, or charges for goods or services, unless otherwise determined by the Board.
- b) **Automatic Suspension.** The following occurrences shall result in automatic suspension of membership:
 - 1) Dues Delinquency. Any member delinquent in dues or special assessments shall be suspended from membership. The member may be reinstated if dues and assessments for the year in which the suspension occurred are paid in full.
 - 2) License Revocation. Any member whose Nebraska license is revoked shall thereupon cease to be a member of the Association.
 - 3) Concurrent Membership. Unless otherwise provided by these Bylaws, any member who ceases to be a member of a component society shall cease to be a member of the Association for the same period of time.
- c) **Discretionary Action.** Consistent with state law and Association policy, membership may be denied, expelled, or suspended by action of the Board and shall be binding upon the component societies. Failure to comply with the provisions of the Articles of Incorporation and Bylaws of the Association may result in expulsion or suspension of membership as determined by the Board.
- d) **Right to Appeal.** Any member whose membership has been revoked or suspended may appeal to the Board and be heard at the next regularly scheduled meeting.

SECTION 4: ANNUAL MEMBERSHIP MEETING

- a) **Annual Meeting.** An annual membership meeting (annual meeting) of the Association shall be held each year at a time and location determined by the Board, so long as the location is within the State of Nebraska. At this meeting, the membership shall convene to conduct its duties provided by these Bylaws, and the President and Secretary-Treasurer, or their designee(s), shall report on the activities and the financial condition of the Association. The annual meeting shall also serve as a venue for policy debate and consideration, member education, networking, and collaboration consistent with the stated purposes of the Association.
- b) **Attendance.** All members are eligible to participate in the annual meeting unless otherwise stipulated in policy.
- c) **Quorum.** The members present at any duly called session of the annual meeting shall constitute a quorum for such session.
- d) **Elections.** The membership shall vote on nominees duly referred by the Nominations Committee and approved by the Board for the positions of President, President-Elect, Director(s), as well as Delegate and Alternate Delegate to the AMA. The Association may conduct electronic voting on the nominees by the membership, such voting shall begin no later than fourteen (14) days prior to the annual meeting and shall include a voting period on the day of annual meeting. A plurality of the vote cast is required to elect a nominee.
- e) **Resolutions.** Except as provided in Section 5(o), members may submit resolutions for discussion at the annual meeting. Resolutions may be submitted through a Society or individually from any active member and shall be submitted to the Association at least thirty (30) days prior to the date of the

annual meeting. At the meeting, resolutions shall be presented to the membership for debate, testimony, and input, with a vote taken on each resolution. If applicable, the Board shall report back to the membership prior to the next annual meeting the status of any work of the Association resulting from a resolution. If the Board determines action on a resolution would be detrimental to the functioning of the Association, the Board is not required to take such action.

SECTION 5: BOARD OF DIRECTORS

- a) **Responsibility and Authority.** The affairs of the Association shall be managed by a Board of Directors. It shall have authority to develop the budget, set membership classes and dues level assessments, and perform all acts and functions that are not inconsistent with the Articles of Incorporation and Bylaws.
- b) **Size and Composition of the Board.**
 - 1) **Voting Directors.** The Board shall consist of 19 voting Directors and be comprised of the President, President-Elect, Immediate Past President, Secretary-Treasurer, the senior AMA Delegate, a representative of the Deans of Nebraska's medical schools (2), two members each from the Metro Omaha Medical Society, Lancaster County Medical Society, and Greater Nebraska and six At-Large Directors chosen by the membership.
 - 2) **Ex-Officio.** The Board shall also consist of, as nonvoting ex-officio Directors, the Executive Vice President, the President of any Component Society, a medical student representative from each of Nebraska's medical schools (2), and a Resident/Fellow.
- c) **Meetings.** The Board shall meet quarterly. Special meetings of the Board may be held at such times as the President may determine, or upon the written request of any five voting Directors. Notice of meetings shall be provided consistent with Section 5(n).
- d) **Quorum.** A majority of the voting members of the Board shall constitute a quorum, provided that if a vacancy exists by reason of death, resignation, or otherwise, a majority of the remaining Directors shall constitute a quorum for the purpose of filling such vacancy. If a quorum is present when a duly called or held meeting is convened, the Directors present and entitled to vote may continue to transact business until adjournment, even though the withdrawal of Directors originally present at such meeting results in less than the number otherwise required for a quorum.
- e) **Majority Vote.** Except as otherwise provided by these bylaws, all questions at a duly held meeting shall be decided by a majority vote of the Directors with voting rights present and entitled to vote at such meeting.
- f) **Executive Session.** The Board may, by order of the President or by the vote of a majority of its voting Directors present, declare an executive session. The executive session is open to only the voting Directors and others as may be invited to remain by the President or by a majority of its voting Directors.
- g) **Incapacity or Vacancy of Office.** If a vacancy occurs in the position of Director, AMA Delegate, or AMA Alternate Delegate by reason of death, resignation, or otherwise, the Board may fill such vacancy for a period ending at the next Annual Meeting. If a vacancy occurs due to a Director or AMA Delegate being elected to a different position within the Association, nominations will be taken by the Nominating Committee and the Board shall hold a special vote of the membership to fill the vacancy.
- h) **Terms of Office.**
 - 1) **Director.** Elected directors shall serve a term of three (3) years beginning at the close of the Annual Meeting in which the Director was elected. Directors may serve up to two (2) consecutive terms. Any duration spent as an appointment to fill a vacancy prior to election by the membership shall

not count towards a Director's term. Terms of each Director are to be staggered when possible so that a majority of the Board is not term-limited at the same time.

- 2) AMA Delegate and AMA Alternate Delegate. Each AMA Delegate and AMA Alternate Delegate shall serve for a term of three (3) years beginning at the close of the Annual Meeting in which the Delegate was elected. Delegates may serve up to three (3) consecutive terms, however the Board may choose to grant a Delegate with an additional term beyond this limit. Any duration spent as an appointment to fill a vacancy prior to election by the membership shall not count towards a Delegate's term.
- i) **Removal from Office.** A Director, AMA Delegate, and AMA Alternate Delegate may be removed for cause from their position by an affirmative vote of two-thirds of the voting members of the Board.
- j) **Employment.** The Board shall employ an Executive Vice President to carry out the work of the Association.
- k) **Action Without Meeting.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting by written or electronic action signed or consented to by the number of Directors that would be required to take the same action at a meeting of the Board at which all voting Directors were present.
- l) **Meetings Conducted Through Electronic Communication.** The Board may specify that a meeting will be conducted through one or more means of remote communication, provided that notice and quorum requirements are met. Participation in a meeting through a form of remote communication that is authorized by the Board constitutes personal presence at a meeting.
- m) **Electronic Communications.** Authenticated electronic communications that satisfy the requirements of this Section may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated electronic communications are those communications that set forth information from which the Association can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the Association, or to an officer or agent of the Association who is authorized by the Association to receive the communication.
- n) **Notice.** Notice of the time, date, and location of each meeting may be delivered electronically and shall be given no less than three days prior to a meeting of the Board. Notice is effective when given and is deemed given when the communication is directed to the Director.
- o) **Resolutions.** The Board may take under consideration a resolution brought forth by a member of the Association at the next regularly scheduled meeting following submission of the resolution. The resolution shall be submitted to the Association with the request for Board consideration. The Board may seek input from the membership on a resolution submitted under this subsection.
- p) **Conflict of Interest.** All Directors shall comply with the Association's Conflict of Interest Policy and submit an annual attestation of such.

SECTION 6: OFFICERS

- a) **Delineation.** The elected Officers of the Association shall consist of a President, President-Elect, and an Immediate Past President. The Board shall appoint a member to serve as Secretary-Treasurer. The Executive Vice President shall be a non-elected Officer of the Association. The position of President-Elect is to rotate triennially between a MOMS, LCMS, and Greater Nebraska member. No person shall be elected to the office of President-Elect who has not been a member of the Association for at least two years prior to election.

- b) **Duties of the President.** The President shall deliver an address at the Annual Meeting of the Association, preside as the Chair at all meetings of the Board, ensure a thorough resolution debate process at annual meeting, create any committees not otherwise provided for, and perform such other duties as may be delegated by the Board.
- c) **Duties of the President-Elect.** The President-Elect shall familiarize themselves with the duties which will fall on them as President, perform such other duties as may be delegated by the Board, fill committees in preparation for their term as President, and assume the office of President in the event the President is unable to complete their term and shall continue as President through the term to which previously elected.
- d) **Duties of the Secretary-Treasurer.** The Secretary-Treasurer shall, through the Executive Vice President, maintain records of the official business of the Association and the Board. The Secretary-Treasurer shall, through the Executive Vice President, be custodian of all assets of the Association, receive and disburse funds authorized by the Board, and report on the financial status of the Association at the Annual Meeting and as may be required by the Board.
- e) **Duties of the Immediate Past-President.** The Immediate Past-President shall perform such duties as may be delegated by the Board.
- f) **Duties of the Executive Vice President.** Under the guidance of the Board, the Executive Vice President shall be responsible for the general administration of the affairs of the Association and shall have authority to perform all duties incidental to this office.
- g) **Incapacity or Vacancy of Office.** If a vacancy occurs in the position of President-Elect by reason of death, resignation, or otherwise, the Board may fill such vacancy for a period ending at the regular term of such position. If a vacancy occurs in the position of President by reason of death, resignation, or otherwise, the President-Elect shall assume the role of President to complete the term and shall continue through the term which the President-Elect was originally elected to serve. If a vacancy occurs in the position of Secretary-Treasurer by reason of death, resignation, or otherwise, the Executive Vice President shall appoint a new member to the position for Board confirmation.
- h) **Terms of Office.** Terms of office for the President-Elect, President, and Immediate Past President begin at the close of the Annual Meeting in which their election took place and end at the close of the next Annual Meeting. The President-Elect shall serve as President-Elect for a period of one year, at which point the President-Elect shall become President. The President shall serve for a period of one year, at which time the President shall become Immediate Past President and serve as such for a period of one year. The Secretary-Treasurer's term of office shall begin upon confirmation of the Board, with the term being five (5) years in length and no more than two consecutive terms.
- i) **Removal from Office.** An Officer may be removed from office by affirmative vote of two-thirds of the voting members of the Board.

SECTION 7: COMMITTEES

- a) **Executive Committee.** The Board shall establish an Executive Committee, which shall have the authority to manage the business of the Association in the interval between meetings of the Board. The Executive Committee shall also perform other duties as assigned by the Board. The Executive Committee shall at all times be subject to the control and direction of the Board, with all actions taken being reported to and approved by the Board no later than its next regular meeting. The Executive Committee shall have four voting members composed of the President, President-Elect, the Immediate Past President, the Secretary-Treasurer. The Executive Vice President shall serve as a non-

voting member. At the invitation of the President, other individuals may attend the meeting but shall not have the right to vote.

- b) **Finance Committee.** The Board shall establish a Finance Committee with the Secretary-Treasurer serving as Chair and the Executive Vice President as a non-voting member. The committee shall monitor the financial status of the Association, develop a budget for recommendation to the Board, and as other financial matters arise, report as appropriate to the Board. The Chair shall appoint a minimum of three members to serve on the Committee. Board approval shall be required for the Committee to take any substantive action.
- c) **Nominating Committee.** The Board shall establish a Nominating Committee. The Nominating Committee shall select candidates which meet the relevant eligibility criteria for the offices of President-Elect, Directors, AMA Delegate and AMA Alternate Delegate. The committee shall put forth the list of candidates to the Board who then must approve and present a slate of candidates to the membership for an election vote consistent with Section 4(d) of these Bylaws. Nominations must be submitted to the Nominating Committee via a form provided by the Association. Members may self-nominate, nominate other members, or be nominated by a component medical society or equivalent. For the positions of President-Elect and the two Directors each from the Metro Omaha Medical Society, Lancaster County Medical Society, and Greater Nebraska, component societies may put forth a member who is the society's preferred choice for each position and that member will be conveyed as such to the Board and notated as such on the ballot presented to the membership, however other members are not precluded from running or being nominated for these positions. The Immediate Past-President of the Association shall serve as Chair of the Nominating Committee. If the Immediate Past-President is unable to serve, the President shall appoint a Chair from among the remaining members of the Committee. The remaining members of the Committee shall be the President, President-Elect, Chair of the AMA Delegation or their designee, three past NMA Presidents, and the Executive Vice President in a nonvoting capacity. A member of the Nominating Committee may not be nominated for the position of President-Elect or Director. A member of the Committee may be nominated as an AMA Delegate or Alternate but must withdraw from the AMA Delegate and AMA Alternate Delegate discussion when these nominations are discussed by the Committee.
- d) **Legislative Committee.** The Board shall establish a Legislative Committee which shall meet up to three times per year, and the President shall appoint a Chair from the membership. The Committee shall determine the position of the Association on proposed legislation before the Nebraska Legislature and provide guidance to staff on the impact of legislation on the membership. Any interested member of the Association may be a member of the Legislative Committee.
- e) **Ad Hoc Committees.** The President may create additional committees or Task Forces and may designate the duties, powers, duration, and terms of membership of such committees; however, no ad hoc committee shall possess the powers and duties granted to the Board by these Bylaws.
- f) **Rules of Procedure.** Except where otherwise provided by a policy of the Board, the following procedures apply to meetings of a committee:
 - 1) Call of the Chair. Each committee shall meet at the call of its chair or at a regular time determined by the committee. Such meetings shall be called by giving at least three days' notice to all members. Notice may be delivered electronically, is effective when given, and is deemed given when the communication is directed to the member.
 - 2) Quorum. The presence of not less than one-third of voting members of the committee constitutes a quorum for the transaction of business. After a quorum is established, a committee may continue to transact business until adjournment without regard to the number of voting members present.

- 3) Majority Vote. All questions at a duly held meeting shall be decided by a majority vote of the voting members present and entitled to vote at the meeting.
- 4) Minutes and Reports. Each committee, whether standing or ad hoc, shall report its activities to the Board. Minutes of the meetings must be made available upon request to members of the committee and to members of the Board.
- 5) Remote Communication. A committee or section may meet via remote communication. Participation in a meeting by remote communication constitutes personal presence at the meeting for the purposes of establishing quorum and voting.

SECTION 8: INDEMNIFICATION

- a) **Protection Against Costs Imposed While Acting for the Association.** The Association shall indemnify each current and former Director, Officer, and member of any committee, section, or council of the Association against all costs and expenses reasonably incurred by or imposed upon them in connection with or arising out of any action, suit, proceeding, or reasonable settlement in which they may be involved by reason of their capacity with the Association, provided they, with respect to the act or omission:
 - 1) Have not been indemnified by another organization for the same costs and expenses with respect to the same acts or omissions;
 - 2) Acted in good faith;
 - 3) Received no improper personal benefit, disclosed any potential conflict of interest in the matter in question, refrained from voting on the matter, and complied with the Association Conflict of Interest Policy;
 - 4) In the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful; and
 - 5) Reasonably believed that the conduct was in the best interests of the Association.

SECTION 9: AMENDMENTS

- a) **Procedure.** These Bylaws may be amended by two-thirds affirmative vote of the membership registered and present (either physically or virtually) at the Annual Membership Meeting or other meeting of the membership called by the President for such a purpose provided:
 - 1) A majority of the Board has previously approved the amendment(s); and
 - 2) The membership is provided with an electronic copy of the proposed amendment(s) along with a 60-day period within which to review and vote on the amendment.