

**CONSTITUTION AND BYLAWS**  
**THE LEXINGTON MEDICAL ASSOCIATION, INC.**  
**JANUARY, 1979**

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## **CONSTITUTION**

### **ARTICLE I – Name and Title**

The name and title of this organization shall be the Lexington Medical Association.

### **ARTICLE II – Purpose**

The purpose of this Association shall be to form and organization of the physicians of Lexington County, so that by frequent meetings and full and frank interchange of views they may secure such intelligent unity in every phase of their labor as well as evaluate and make effective the opinions of the profession in all scientific, public policy and health, material and social affairs, to the end that the profession may receive that respect and support within its own ranks and from the community to which its honorable history and great achievements entitle it; and with other county medical societies of the State of South Carolina State Medical Association and through it, with other associations, to form and maintain the American Medical Association.

### **ARTICLE III – Membership**

Physicians holding permanent or temporary licenses and registered in South Carolina by the State Board of Medical Examiners, South Carolina, who are of good moral character and professional standing and do not support or practice or claim to practice, any exclusive system of healing, shall be eligible for membership as provided in the Bylaws of this Association.

### **ARTICLE IV – Officers**

The Officers of the Association shall be President, President-Elect, Secretary, and a Treasurer. At the annual meeting a slate of candidates for each office will be proposed by the nominating committee and nominations may be received from the floor. A majority vote of the members present shall be necessary to elect officers. An officer elected shall take possession of his office immediately. Officers shall serve for the period for which they were elected and until their successors are elected and qualified.

In case of death, disability or resignation of any elected officer except the office of the President, the Executive Committee shall appoint a successor for the balance of the term which appointment shall be ratified by the Association. The President-Elect shall succeed the President for any of these reasons.

The President of the Lexington Medical Association cannot hold the office of Chief of Staff of a hospital at the same time.

### **ARTICLE V – Executive Committee**

The Executive Committee shall consist of the following:

- (1) The Officers of the Association
- (2) Immediate Past President of the Association
- (3) The Chief of Staff of Lexington Medical Center provided he is an active member of the Association

This Committee shall be chaired by the President and shall have and may exercise the powers and authorities appertaining to such Committee and shall act for the Association in the interval between meetings of the Association except as otherwise specified in this Constitution or Bylaws. The Committee shall have supervision over all standing and special committees, all appointive officers and delegates, agents, and employees, from whom it may require reports at least annually. Officers of the Executive Committee should be required to be members of the South Carolina Medical Association.

### **ARTICLE VI – Meetings**

The Executive Committee may meet at their discretion, preferably at least bi-annually. The time and place shall be determined by the Executive Committee. Electronic meetings to incorporate text, video, chat, etc., and voting occurring during these meetings shall be allowed.

#### **ARTICLE VII – Funds and Expenses**

Funds shall be raised by admission fees, annual dues, special assessments and voluntary contributions. Funds may be appropriated by vote of the Association for such purposes as will promote its welfare and that of the medical profession.

#### **ARTICLE VIII – Charter and Incorporation**

The Association has a charter which is kept by the Secretary and was incorporated on July 25, 1989.

#### **ARTICLE IX-- Amendments**

The Society may amend any article of this Constitution by a two-thirds favorable vote of its members present at any regular business meeting, provided that such amendment or amendments are not in conflict with the Constitution, Bylaws and regulations of the State Association and that such amendment (s) shall have been read in open session at a previous regular meeting or shall have been sent by mail or email to each member at least ten days in advance of the meeting at which final action is to be taken.

### **BYLAWS**

#### **CHAPTER I – Membership**

##### **Section 1. Classes of Members**

This Association shall consist of:

- (1) Active Members
- (2) Honorary Members
- (3) Associate Members
- (4) Retired Members, and

##### **Section 2. Rights and Duties of Members**

The right to vote and to hold office in this Association is limited to active and honorary members. Active and associate members shall be required to pay dues. Within these limitations the Bylaws may provide the respective rights and duties of the respective classes of members. Associate Members may be assessed their pro rata cost of meals and/or social events in which they participate.

##### **Section 3. Qualifications**

Membership eligibility for above classes is as follows:

- (1) Possess the degree of Doctor of Medicine from an accredited medical school.
- (2) Not support, practice or claim to practice any exclusive or sectarian practice.
- (3) Abide by the Principles of Medical Ethics of the American Medical Association.
- (4) Be of good moral character.
- (5) Abide by the Constitution of the United States and of this state and the laws of both.

##### **Section 4. Qualifications for Each Class shall be set by the Executive Committee and appear in the Association Policies**

- (1) To be an Active or Honorary member, one must be licensed to practice medicine in South Carolina.

- (2) To be eligible for Active membership one must have practice medicine in Lexington County or be a resident of Lexington County
- (3) To be eligible for an Honorary membership, one must have been an Active member in good standing in the Lexington Medical Association for 12 months and have been actively practicing medicine for thirty years.
- (4) To be eligible as an Associate member or to continue to be one, one must:
  - (a) Have practiced in Lexington County less than one year, at which time he shall cease to be an associate member; or
  - (b) Be a member in good standing of some other component medical society in this state, or a contiguous state. Also, be in practice in Lexington County holding a license to practice in this state; or
  - (c) Be a member of some branch of the medical service of the United States; or
  - (d) Be an intern or resident undergoing training in this state; or one who has just completed such training and has not yet received his license to practice, but in no case shall such membership be continued for a period in excess of six months from the completion of training.
  - (e) Any physician who is an active member of the Society in good standing who enters full-time postgraduate training, and moves temporarily (maximum of five years) out of the area and who desires shall become an associate member of the Society during the duration of his training and absence from the area. Any physician who retires or becomes disabled may transfer to Associate Membership status. Associate members shall be privileged to attend all functions of the Association and may be assessed their pro rata cost of meals and/or social events in which they participate. They are not eligible to vote or hold office. The time served as an Associate Member shall not be counted toward Honorary Membership in the Society.
- (5) To be eligible for Retired membership (dues exempt), one must have been a member in good standing of the Lexington Medical Association, retired from the active practice of medicine and have been a dues-paying member of either Lexington Medical Association or another local society for at least 25 years.

**Section 5. Application for Membership**

A candidate for membership shall make application on a form provided by the Association or complete the process electronically.

**Section 6. Physicians in Adjoining Counties**

A physician residing in an adjoining county who practices in Lexington County may belong to the County Society (or Association) which he/she deems most convenient.

**Section 7. Members**

- (1) Active - all members in good standing shall be equally privileged to attend all functions of this Association and shall be allowed a full vote and to hold office and are required to pay dues.
- (2) Honorary - all members in good standing shall be equally privileged to attend all functions of this Association and shall be allowed a full vote and to hold office and are not required to pay dues.
- (3) Associate Members - Shall be privileged to attend all functions of the Association and may be assessed their pro rata cost of meals and/or social events in which they participate. They are not eligible to vote, or hold office.

**CHAPTER II – Powers and Duties**

**Section 1. Purpose**

This Association shall encourage among the members of the profession the interchange of views on all phases of professional advancement to equip each member of the profession to serve society and promote public health, maintain a program of scientific education for members of the Association; advance the standard of medical practice and insure observance of the ideals and ethics of the medical profession.

**Section 2. Powers**

This Association shall have the power to acquire and hold title to such real and personal property as may be necessary to accomplish its propose and to carry on such functions and activities as are deemed necessary to accomplish effectively the above purposes; provided however, it shall engage in no activity that cannot reasonably be considered incidental or necessary to its charitable, educational or scientific purposes.

**Section 3. Fee Schedules**

Agreements and fee schedules shall not be made by this Association, but at least one meeting during each year shall be set apart for a discussion of the business affairs of the profession of the county, with the view of adopting the best methods for the guidance of all. In all proper ways the Society shall endeavor to develop understanding between medicine and the public and it shall be ever ready to explain medicine's position as it relates to ethics, science or economics.

**Section 4. Community Responsibilities**

This Association shall endeavor to educate its members in the belief that the physician should be a leader in his/her community, in character, in learning, in dignified and professional bearing, and in courteous and open treatment of his/her fellow physicians,

**CHAPTER III – Officers**

**Section 1. General**

The officers of the Society shall be elected for one year at the annual meeting. The vote of a majority of all the members present shall be necessary to elect.

**Section 2. President**

The President shall preside at the meeting of the Association and perform such other duties as custom and parliamentary usage may require. He/she shall be the real head of the profession in the county during the year, and it shall be his/her pride and ambition to leave the Society in better condition as regards both scientific attainments and harmony than at the beginning of his/her term of office.

**Section 3. President-Elect**

The President-Elect shall assist the President in the performance of his/her duties, shall preside in his/her absence, and on his/her death, resignation or removal from the county, shall succeed to the presidency.

**Section 4. Secretary**

The Secretary shall ensure the minutes from the Association meetings are properly recorded, members are notified of the time and place of meetings, and membership lists are maintained.

**Section 5. Treasurer**

The Treasurer shall ensure all receivables and payables belonging to the Association are properly maintained.

**CHAPTER IV – Delegates, Committees, Meetings**

**Section 1. Delegates**

Delegates and Alternate Delegates to the South Carolina Medical Association shall be nominated by the Executive Committee and elected by the full membership at any regular business meeting, for five (5) year terms which may be renewed. Delegates appointed prior to May 1991 shall be eligible for reappointment at the annual business meeting. Current Delegate terms will expire after the Delegate has served five (5) years from current appointment date. Nominations will be submitted to the Executive Committee prior to the annual business meeting each year.

Upon change of active membership status in the Lexington Medical Association or failure to attend at least 50% of the regular business meetings of the association or failure to faithfully represent the Lexington Medical Association or upon resignation of appointment the Executive Committee will appoint new Delegate(s) to the South Carolina Medical Association within 60 days of the termination.

The Delegates shall attend and faithfully represent the members of this county to the House of Delegates of the state association and shall make a report of the proceedings of that body to this Association at the earliest opportunity. Delegates and State Medical Association representative (s) may be reimbursed for some expenses, as determined by the Executive Committee. All other expenses incurred will be the responsibility of the Delegate.

**Section 2. Committees**

The President and Executive Committee will identify committees and task forces as needed.

**Section 3. Appointments**

All Committee members shall be appointed by the President in concurrence with the Executive Committee unless otherwise specified by these Bylaws.

**CHAPTER V – Meetings**

The annual meeting of the Association shall be held annually with and adequate notice of which shall be given to each member by the Secretary.

Regular meetings shall occur throughout the year as deemed by the Executive Committee. Special meetings shall be called by the president or on the written request of five percent of the active membership who shall state the particular purpose of which the meeting is called. Notice of a special meeting shall be given as required for regular meetings, and at such special meetings no business other than that specified in the call of the meeting shall be transacted.

The majority of those present and voting of the active membership shall constitute a quorum at any meeting of the membership.

**CHAPTER VI – Dues, Funds and Expenses**

**Section 1. Admission Fee**

Each new member of the Society shall be charged an initiation or admission fee which sum shall accompany his/her application.

**Section 2. Annual Dues**

The annual dues shall be determined at the annual meeting and shall be payable on July 1 of each year. Any active or associate member who shall fail to pay his annual dues by October 1 shall be held suspended without action on the part of the Society. A member suspended for nonpayment of dues shall be restored to full membership on



payment of all indebtedness. Members more than one year in arrears shall be dropped from the roll of members and shall be reinstated only upon payment in full of his/her indebtedness to the Society.

Assessments may be made of all members if such assessment is approved by a two-thirds vote of those active members present at the meeting at which the matters is discussed and voted on. Assessments adopted shall fall on honorary and associate members as well as active as a condition to such membership unless otherwise provided at the time of adoption.

Dues may be waived in exceptional cases by the Executive committee.

**Section 3. Fiscal Year**

The fiscal year of this Association shall be from July 1 to June 30, inclusive.

**CHAPTER VII – Rules of Order**

The deliberations of this Association shall be governed by parliamentary usage as contained in Robert's Rules of order, except where modified by the Constitution or Bylaws or unless suspended by majority vote of the Association.

**CHAPTER VIII – The Principles of Medical Ethics**

The members of this Association shall subscribe to and pledge himself to observe the Principles of Medical Ethics of the American Medical Association.

**CHAPTER IX – Amendments**

These Bylaws may be amended at any regular meeting by a two-thirds vote of those present and voting, provided that such amendment has been read in open session at the preceding regular meeting or shall have been sent by mail or email and a copy of the same to each member by the Secretary ten days in advance of the meeting at which final action is to be taken.

**CHAPTER X – Distribution of Assets**

If this Association is dissolved, all of the assets of the Association shall be transferred to an organization(s) organized exclusively for the furtherment of the medical profession within the meaning of Section 501(c)(6) of the Internal Revenue Code.

The foregoing Bylaws were duly adopted at the regular meeting of the Lexington Medical Association, Inc. on January 28, 1982.

Frank W. Young, M.D.  
President  
Lexington Medical Association, Inc.

William H. Crigler, M.D.  
Secretary  
Lexington Medical Association, Inc.

Amended: 9/11/86  
6/9/88  
2/9/89  
6/8/89  
12/18/90  
2/14/91  
11/14/91  
10/13/94  
10/17/2019