

## BYLAWS OF THE MARY SUSAN MOORE MEDICAL SOCIETY OF HOUSTON

Our mission is to be an example of medical excellence as well as to encourage and empower future African American female physicians.

### **Article One: Name**

1. The organizational component of the Committee to which these bylaws and the related manuals are addressed shall be called “Mary Susan Moore Medical Society of Houston”.

### **Article Two:**

#### **Purposes and Responsibilities of the Mary Susan Moore Medical Society of Houston**

##### 2.1 Purposes

The purposes of the Mary Susan Moore Society of Houston are:

- 2.1-1 To provide a mechanism for accountability of the local medical community, through defined organizational components for the appropriateness of medical services, professional and ethical conduct provided to the public.
- 2.1-2 To serve as the collegial body through which individual members may obtain prerogatives and privileges of the society, through which they fulfill the obligations of member appointment, and through which an environment is created that promotes quality and exemplary medical endeavors and services to members, organizations, and the community.
- 2.1-3 To encourage participation of members in service endeavors and all matters pertaining to the Mary Susan Moore Medical Society as a whole. This can be through the contribution of time and money for the successful functions of its programs and projects. The society is not affiliated with any other medical society, but instead is organized and operated on a non-partisan basis to assist those who understand and support the medical interest of the public through the maintenance of high moral, ethical, and professional standards.
- 2.1-4 To provide an orderly and systematic means by which members can give input to

the community and/or local, state, or national government or medical organizations on healthcare issues or related issues that impact medicine or people in medicine.

## 2.2 Responsibilities

To effectuate the purposes enumerated above, the responsibilities of The Mary Susan Moore Medical Society of Houston are:

2.2-1 To participate in local, state, national healthcare issues by reviewing, promoting, utilizing all required and necessary means for assessing maintaining, improving the quality and efficiency of medical care, including without limitation;

- (a) Evaluating physicians, medical personnel, and healthcare official performance through valid and reliable measures when appropriate on an objective sound criterion.
- (b) Engaging in the ongoing monitoring of medical practices in the community, state, and national level.
- (c) Evaluating medical officers' credentials for office to local, state, and/or national level in organizations dictating healthcare guidelines or best practices for delineation of objectives that maybe exercised by each in any capacity.
- (d) Promoting the appropriate use of the society resources for healthcare action on local, state, national level.
- (e) Promoting and sustaining in the high ideals of Mary Susan Moore Medical Society in perpetuating a sound medical impact on issues pertaining to excellence in sound medical practices.

2.2-2 To make recommendations to the local City Council, Mayoral office, medical schools, state, and national medical and governmental entities concerning appointments and reappointments to the staff, including category and medical service assignments, legislative work, and medical school admission practices.

2.2-3 To maintain bylaws and related manuals and the policies that are consistent with the sound professional medical practices, organizational principles, and external requirements and to enforce compliance with them.

2.2-4 To participate in the society long-range planning activity; to assist in identifying community medical needs and to participate in medical policies and programs to meet those needs.

2.2-5 To exercise through its officers, committees and other defined organizational components, the authority granted by these bylaws and related manuals to fulfill these responsibilities in a timely and proper manner and to account there on to the Mary Susan Moore Medical Society of Houston.

### **Article Three: Appointment**

#### 3.1 General Qualifications

Every person who seeks or enjoys membership to the Mary Susan Moore Medical Society of Houston must be an MD, DO, or DPM, at the time of application and initial appointment and continuously thereafter, demonstrate to the satisfaction of the appropriate authorities of the society the following qualifications and any additional qualifications and procedural requirements as set forth in other sections of these bylaws.

3.1-1 Active license to practice medicine in the United States of America unless retired.

##### 3.1-2 Cooperativeness

Demonstrate ability to work and relate to other members, and members of other medical societies, organizations, visitors and medical community leaders and in general, in a cooperative, professional manner that is essential for maintaining an environment appropriate to quality and efficient medical action.

##### 3.1-3 Satisfaction of Obligations

Satisfactory compliance with the basic obligations accompanying acceptance to the Mary Susan Moore Medical Society as set forth in these bylaws and equitable participation, as determined by the Executive Committee.

##### 3.1-4 Professional Ethics and Conduct

To be of high moral character and to adhere to generally recognized standards of professional ethics as indicated by your professional licensing board.

#### 3.2 Term of Appointment

Membership to the Mary Susan Moore Medical Society of Houston is for a period of one (1) year.

#### 3.3 Expulsion from Mary Susan Moore Medical Society of Houston

A disciplinary process will be set in place for membership expulsion for conduct unbecoming of membership. Conduct that that grievously affects the society and deviates from the high moral, medical, and ethical standards that have been set forth in these bylaws will be grounds for expulsion.

#### **Article Four: Appointment Categories**

##### 4.1 Categories

There will be three categories of appointment to the Mary Susan Moore Medical Society of Houston: Honorary, Active and Student.

##### 4.2 Qualifications Generally

Every member who seeks or enjoys membership must satisfy, at the time of application and membership and continuously thereafter, the basic qualifications set forth in Article Three. The Executive Committee may, after notice to and considering the recommendations, if any from the society, waive any basic specific qualifications when in its discretion such waiver will serve in the best interests of the society.

##### 4.3 Honorary

(a) Honorary Membership is restricted to two classes:

- (1) Others with outstanding professional attainments who have never been members of the society and,
- (2) Those who would not otherwise qualify due to lack of professional degree.

(b) Honorary members are not eligible to vote or hold office at any level of the society or to serve on standing committees.

(c) They are not required to pay dues or to fulfill any other obligations such as are provided for active members.

##### 4.4 Active member

###### 4.4-1 Rights of Active members

An active member is encouraged to:

- (a) Regularly attend meetings (60 percent or a minimum of 3 meetings per fiscal year whichever is greater) and be regularly involved in the activities of the society.
- (b) Vote on all matters presented at the general and special meetings of the society and committees, of which she is a member.
- (c) Hold office at any level in the society and to be chairperson of a committee, provided she satisfies the specific qualifications for the position involved.
- (d) Members with outstanding contributions and service of 10 years or more may be granted Legacy Status.

#### 4.4-2 Obligations of Active Members

- (a) active member must, in addition to meeting the basic financial obligation of membership:
- (b) Contribute to the organizational and administrative activities of the society, including service to the society and special functions and committees, faithfully performing the duties of any office or position to which elected or position to which appointed.
- (c) Participate equitably in the discharge of the society functions as reasonably assigned by the applicable committee chairperson or other authorized member.

#### 4.5 Student members

##### 4.5-1 Rights of Student Members

- (a) Students may be active participants in the Mary Susan Moore Medical Society meetings and activities.
- (b) A student from UT Health McGovern Medical School, UT Medical Branch, Baylor College of Medicine, University of Houston College of Medicine, Sam Houston State University College of Osteopathic Medicine will be invited/appointed to serve as a liaison to the executive board.

##### 4.5-2 Obligations of Student Members

- (a) A student member must, in addition to meeting the basic financial obligation of membership:

(b) Contribute to the organizational and administrative activities of the society, including service to the society and special functions and committees, faithfully performing the duties of any position to which appointed.

(c) Participate equitably in the discharge of the society functions as reasonably assigned by the applicable committee chairperson or other authorized member.

### **Article Five: Grievance Procedure**

- 5.1 Establishment of the composition and procedural guidelines of grievance committee's authority to investigate complaints, to review the findings, dismiss for lack of cause or impose expulsion actions where grounds and facts substantiate a violation and/or breach which is concluded as damaging to the interests, objectives, programs, or public image of the Mary Susan Moore Medical Society of Houston.
- 5.2 The grievance committee shall be composed of five members; and two alternates to serve in the absence of a committee member when needed, in order that any action taken can be determined by five members of the committee present.
- 5.3 This committee shall be on call to serve as necessitated and impaneled for such special meeting as set forth. A chair appointed by president shall preside over any special meeting called.
- 5.4 The criteria for initiating an investigation for possible expulsion action must be written, setting forth the allegations whenever a member engages in conduct, or makes statements that would be reasonably concluded to be either: (a) contrary to the Bylaws, or (b) disruptive to the operation of the society.
- 5.5 Any special meeting called shall provide due process, affording the member complained against a right to an interview at which the circumstances prompting the possible expulsion action are discussed and the member is permitted to present relevant information in her own behalf.
- 5.6 At the interview, the burden shall be on the complaining member to prove by a preponderance of evidence that the member complained against violated a specific bylaw or other applicable standard of conduct. If a majority of the committee concludes that such burden has been sustained, then the grievance committee shall take appropriate action to remedy the problem by making a recommendation for expulsion or not due to lack of evidence or other to the society. The Mary Susan Moore Medical Society of Houston will review the recommendation and supporting evidence as presented by the grievance committee and by majority vote on such for final disposition. Recommendation

may be made from the society or grievance committee to prevent its recurrence in the future.

## **Article Six: General Officers**

### 6.1 General Officers of the Mary Susan Moore Medical Society of Houston

#### 6.1-1 Identification

The general officers of the Mary Susan Moore Medical Society of Houston are:

- (a) Immediate Past President
- (b) President
- (c) President-Elect
- (d) Vice-president
- (e) Recording Secretary
- (f) Corresponding Secretary
- (g) Treasurer(h) Historian
- (i) Parliamentarian-appointed by President and approved by Executive Committee.
- (j) Social Media Manager

#### 6.1-2 Qualifications

Each general officer must:

- (a) Be an active member at the time of nomination and election and remain in good standing continuously during her term of office.
- (b) Have demonstrated executive and administrative ability and be recognized for a high level of competence and leadership.
- (c) Agree to and, if elected, in practice willingly and faithfully discharge the duties and exercise the authority of the office held and work with the other general and service officers of the society and with the president, her designees and the Executive committee

## 6.2 Term of Office

The term of office of general society officers is one year. Officers assume office on the first day of the business year, in the first month of the year except that an officer or appointed to fill a vacancy assumes office immediately upon election or appointment. Each officer serves until the end of her term or until a successor is elected, unless she resigns or is removed from office, whichever comes first.

## 6.3 Vacancies

A vacancy in any office is filled by a special election to be conducted as soon as possible; and generally, in the same manner as provided for regular election unless a regular election for the office is to be held within 90 days.

## 6.4 Resignation and Removal from Office

6.4-1 Any society officer may resign at any time by giving 30 day written notice to the Executive committee and/or President. Such resignation, which may or may not be made contingent of formal acceptances, takes effect 30 days after receipt or at any time specified in it.

6.4-2 Removal of General society officer-refers to Article Five.

(a) Grounds: permissible bases of removal of a society officer include, without limitation:

- (i) Failure to perform the duties of the position held in a timely and appropriate manner.
- (ii) Conduct or statements damaging to the best interests of the society or to their goals, programs, or public image.

## 6.5 Duties of Officers

The responsibilities and authority, including specific functions and tasks, of the society are set forth below.

### 6.5-1 Duties

- (a) Immediate Past President



The purpose of this position is to provide ongoing guidance to the executive committee, provide historical perspective and serve as a resource to encourage continuity of programs/ projects implemented the prior term. She shall attend Executive Committee meetings but has no voting rights.

(b) President

The President shall be the Chief Executive Officer of the organization. She shall give general direction of the organization; preside at all the general meetings, appoint chairpersons of committees, (appointments to be ratified by the general membership); and perform such other duties as set forth herein or outlined in Robert's Rules of Order, Newly Revised. The President shall be ex-officio member of all committees except the Nominating Committee, and shall see that all orders and resolutions of the Body are carried in effect. The President shall present to the Executive Committee and the general membership an annual report of the activities. Upon completion of office, she shall become the immediate past president of the society.

(c) President-Elect

The President-Elect shall be elected at the annual meeting and yearly thereafter to serve in her capacity and to start fulfilling the functions of the office of president the following year. The purposes of this position are to orderly train and sustain continuity. The President-Elect has no official duties unless designated by the President with the approval of the Executive Committee. The President-Elect attends Executive Committee meetings, but has no vote at the meeting.

(d) Vice-President

The Vice-President shall preside in the absence of the President, and shall perform the duties and exercise the power of the President in her absence. She is the chair of the membership committee. In the absence of the treasurer, she will assume the duties assigned of that office. In the event that both the President and Treasurer are absent.

(e) Recording Secretary

The Recording Secretary shall record and keep the minutes of all general membership meetings and meetings of the Executive Committees. She shall be in general charge of the official records, other than financial records, and, in the event that both the Treasurer and Vice-President are absent or fulfilling other duties as described within this document, the recording secretary shall assume the

role of Treasurer. She shall perform other duties as may be assigned to her by the Executive Committee

(f) Corresponding Secretary

The Corresponding Secretary shall give, or cause to be given notice of all membership meetings of the Executive Committee. She shall circulate the attendance sheet at the meetings, and shall monitor all non-attendances and submit them to the President. The public relations committee shall be chaired by the corresponding secretary unless otherwise specific by the president. She shall also perform such other duties as may be assigned to her by the Executive Committee.

(g) Treasurer

The treasurer shall be the Chief Financial Officer of the Mary Susan Moore Medical Society, and shall have custody of all funds and securities. She shall keep a full and accurate account of all receipts and expenditures, and shall make disbursements. She shall prepare and submit an annual budget for the fiscal year to the Executive Committee and General membership for approval. The Treasurer shall present a financial report to the Executive Committee at each meeting and at other meetings when requested by the President. The Treasurer shall be responsible for the maintenance of books of account and records, and shall be bonded at Mary Susan Moore Medical Society's expense. She shall bill members for their dues, receive payment thereof, and maintain the ledger of each member's account. She shall perform other duties relating to the financial affairs of the organization as voted upon by the body. The Treasurer shall chair the Budget Committee. She shall comply with all applicable Texas filing regulations. In the absence of the Treasurer, duties may be assumed by the Vice-President of the society or Recording Secretary.

(h) Historian

The Historian shall be appointed by the President, and approved by the body. She will maintain all records, such as a scrapbook, the written history of the chapter, videos, photographs, newsletters, and articles. She will display these materials appropriately at Mary Susan Moore Medical Society events as deemed appropriate. The historian shall highlight the society's works, achievements, and accomplishments and readily share this information with the social media manager. She shall perform such other duties as may be assigned to her by the Executive Committee.

(i) Parliamentarian

The Parliamentarian shall be appointed by the President, and approved by the body. She shall be knowledgeable of Robert's Rules of Order, shall handle all official sanctions appropriately. She shall chair the bylaw's committee unless otherwise specified by the President.

(j) Social Media Manager

The purpose of this position is to increase the society's visibility via social media platforms and to keep the public informed of medical topics and planned events. The Social Media Manager shall oversee the curation of materials which spotlight the society's works, achievements and accomplishments to be shared on social media platforms. She shall also coordinate accurate and timely updates to the website. In addition, she will promote exposure with local media and other organizations on their prospective social media networks.

(k) Student Liaisons

A student liaison shall represent Mary Susan Moore Medical Society on their respective campuses. They shall be appointed by their peers at the Fall general body meeting. Student liaisons are to attend two executive board meetings per year.

6.5-2 All officers shall perform their duties prescribed by the parliamentary authority in addition to those outlined by the by-laws and those assigned by the Executive Committee from time to time. All officers shall deliver to newly elected officers all Mary Susan Moore Medical Society property in their possession or under their control upon leaving office.

## **Article Seven: Functions and Committees**

### 7.1 Functions of the Mary Susan Moore Medical Society

The required functions of the society are as specified and described in the bylaws. They shall be accomplished as indicated in these bylaws through assignment to the society as a whole, to committees, or other society members.

### 7.2 Principles Governing Committees

#### 7.2-1 Executive Board

(a) To review issues that come before the society and make recommends for appropriate handling to wither the full body and any other committee designated to prepare such issues for the full body.

#### 7.2-2 Public relations (formerly Public Relations and Liaison Committees)

- (a) To provide maximum positive exposure for the Mary Susan Moore Medical Society and the purposes for which it exists in all media; print and electronic.
- (b) To develop contact persons with established community organizations of all types for resources, input and support as needed in furtherance of the purpose of the Mary Susan Moore Medical Society.
- (c) Shall be chair by the corresponding secretary unless otherwise specific by the president.

#### 7.2-3 Grievance Committee

(a) To establish the grievance procedure, review and approve all disciplinary actions and serve as a trier of fact and arbiter of disputes between either member officers or committees.

#### 7.2-4 Budget Committee (formerly Budget Committee and Ways and Means Committee Fundraising)

- (a) To maintain lists of target sources and develop and evaluate effective innovative methods to raise funds to support the activities of the Mary Susan Moore Medical Society.
- (b) To ensure that funds are disbursed according to the goals and objectives of the society and that all business activities and fundraising efforts are conducted in a fiscally prudent manner. Shall help prepare and submit all reports required to be filed in accordance with applicable laws and regulations.

#### 7.2-5 Bylaws Committee

(a) To monitor the conduct of the affairs of society to ensure that the acts are within the authority of the Bylaws and to make recommendations for changes to the Bylaws as circumstances may dictate and periodic review.

#### 7.2-6 Historian Committee

(a) To conserve the memory of our namesake, Mary Susan Moore, MD and develop and maintain the archives of the Mary Susan Moore Medical Society.

#### 7.2-7 Membership Committee

(a) To define the criteria, responsibilities and duties of membership, revising and updating same as necessary. This committee will also be responsible for yearly review of the active member medical credentials and license status. Mentoring committee will be a subcommittee of the membership committee. The committee shall be chaired by the Vice-President unless otherwise specified by the President.

#### 7.2-8 Program Committee

(a) The President-Elect will develop an annual monthly program pertaining to the goals and purposes of the society. The annual program calendar will be presented to the society as a whole for approval at the first meeting of the new year.

#### 7.2-9 Action Through Subcommittees

(a) Any standing committee may elect to perform any of its specifically designed functions by constituting a subcommittee for that purpose. Any such subcommittee may include individuals in addition to or other than members of the standing committee.

#### 7.2-10 Composition

- (a) Any other committees that may be established to perform one or more of the society's functions will be composed of active members of the Mary Susan Moore Medical Society
- (b) Each designated member of a committee will vote, unless the statement of committee composition designates the position as non-voting.

#### 7.2-11 Appointment of Members and Chairman

- (a) Except as otherwise expressly provided, the President of the society appoints the chairperson of committees. Each committee person may appoint her committee members.
- (b) Each committee chairperson must be active, financial member.
- (c) Where necessary to accomplish a function or task assigned to a committee, the committee chairperson may call on outside consultants or on special advisors

with expertise in the subject matter involved, after consultation with the President.

- (d) Each committee appoints a vice-chairperson of the committee to chair a meeting from which the chairperson is absent.

### 7.3 Mary Susan Moore Medical Society of Houston Executive Board

#### 7.3-1 Composition

The Executive Board consists of:

- (a) President
- (b) President-elect
- (c) Vice-president
- (d) Recording Secretary
- (e) Treasurer
- (f) Historian
- (g) Corresponding Secretary
- (h) Parliamentarian
- (i) Social Media Manager
- (j) All Committee Chairpersons

#### 7.3-2 Duties and Authority

The duties and authority of the Executive Board are to:

- (a) Represent and act on behalf of the society in all matters.
- (b) Receive, coordinate and act upon, as necessary, the written reports and recommendations of the committees and special committees directly to it and to hear oral reports from time to time as requested.
- (c) Coordinate the activities of and implement policies adopted by the body.

#### 7.3-3 Meetings and Reporting

- (a) The Executive Board meets at least quarterly or as needed. It communicates its decisions and actions that affect or define the society's policies, rules or positions by making summary reports available to all members of the society.

## **Article Eight: Meetings**

### 8.1 The Mary Susan Moore Medical Society of Houston Year

(a) For purposes of the business of the society, the business year will commence on January 1, of each year and expire on December 31 of that same year.

### 8.2 Mary Susan Moore Medical Society General Meetings

#### 8.2-1 Regular Meetings

(a) Regular meetings will be held quarterly.

(b) The society shall be notified via electronic means of the meeting at least 14 days prior to and shall require that notice specifying the place, date and time for the meeting.

#### 8.2-2 Special meetings

A special meeting of the society maybe called by the President of the society, within fourteen (14) days of an electronic request from the Executive Board, or one-thirds members of the Active society members in good standing.

### 8.3 Committee Meetings

#### Regular Meetings

#### 8.3-1 Committees may provide the time for holding regular meetings with a fourteen

(14) day required electronic notice to members. The frequencies of committee meetings maybe as required, or as necessary for action on given issues sanctioned by the society/or Executive Board.

#### 8.3-2 Special meetings

A special meeting of any Committee maybe called by the Chairperson.

#### 8.3-3 Notice of Meetings and Special meetings

Reminder notices of scheduled society and committee meetings are provided through electronic mail. Notice of any special meeting of the society, or a committee must be given via electronic mail at least 14 days prior to the meeting. Personal attendance at a meeting constitutes a waiver of notice of such meeting.

No business shall be transacted at any special meeting except that stated in the meeting notice.

#### 8.4 Attendance Requirements for Officers and Committee Chairpersons

Officers and Committee Chairpersons are required to attend at least 50% of the meetings of the Mary Susan Moore Medical Society of Houston and meetings of committees on which she serves. Failure to comply with attendance requirements shall constitute grounds for removal from office.

#### 8.5 Manner of Action and Quorum

Except as otherwise specified, the action of a majority of the active members present and voting at any given meeting is the action of the Mary Susan Moore Medical Society.

#### 8.6 Minutes

Minutes and all minutes shall be prepared and include a record of attendance, of the recommendations made, and of the vote taken on each matter. Electronic copies of minutes of previous meetings must be approved by the body. A permanent file of the minutes of each meeting shall be maintained.

#### 8.7 Procedural Rules

Meetings of the society, committees will be conducted according to the then current edition of Robert's Rules of Order. The President of the society presides at all meetings of the Mary Susan Moore Medical Society. In the event the President is absent, the Vice-President will chair the meeting. If the Vice-President is unable, then the president will designate a member to chair the society who will be present at the meeting. Any individual who, by virtue of position, attends a meeting in more than one capacity shall be entitled to only one vote.

### **Article Nine: General Provisions**

- 9.1 The Executive Board will recommend the amount of annual dues and present the recommendations to the general society meeting. The active society members will then vote upon the recommendation at the first meeting. Dues are payable on or before March 1 of each year. If dues are not paid by March 1, a special notice of delinquency is sent to the member and she is given an additional 14 days to make payment. Failure to render payment shall, result in inactive status until delinquency is remedied. The following are



exempt from payment of dues and assessments: Honorary society members who have never been active members of the society.

### **Article Ten: Amendment**

#### 10.1 Technical and Editorial Amendments

Amendments to the Bylaws may be proposed by the executive committee and confirmed by a two-thirds vote of the Mary Susan Moore Medical Society of Houston. This vote may occur at a general body meeting or electronically.

### **Article Eleven: Dissolution**

#### 11.1 Dissolution

The Mary Susan Moore Medical Society of Houston may be dissolved at any time by two thirds (2/3) vote of the body and/or executive committee. Upon disbanding, unexpected balances of funds shall be disposed of in accordance with applicable statutes.

CERTIFICATION OF ADOPTION AND APPROVAL ADOPTED BY  
THE MARY SUSAN MOORE MEDICAL SOCIETY ON  
February 10, 2021

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Amya Herrington Mitchell M.D., President of the Mary Susan Moore Medical Society of Houston

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Nichole Brathwaite-Dingle M.D., Chairperson, Bylaws Committee

Approved by the Executive Committee on January 21, 2021