

**BYLAWS OF  
Prince George's County Medical Society, Inc.**

**ARTICLE I.  
OFFICES AND NAME**

**Section 1. NAME.**

The name of this organization shall be the Prince George's County Medical Society, Inc., hereinafter referred to as the ("**Society**").

**Section 2. PRINCIPAL OFFICE.**

The Society shall have a principal office in the State of Maryland as set forth in the Corporation's articles of incorporation, as amended or restated (the "**Articles of Incorporation**"). The board of directors of the Society (the "**Board of Directors**") may at any time change the Society's principal office in the State of Maryland by making the appropriate filing with the Maryland State Department of Assessments & Taxation (the "**SDAT**").

**Section 3. RESIDENT AGENT.**

The resident agent of the Society and the agent's address shall be as set forth in the Articles of Incorporation. The Board of Directors may at any time change the Society's resident agent or address by making the appropriate filing with the SDAT.

**ARTICLE II.  
PURPOSE**

The purpose of the Society shall be to promote the science and art of medicine, the betterment of public health, and the integrity and honor of the medical profession; and to cooperate with MedChi, The Maryland State Medical Society ("**MedChi**").

**ARTICLE III.  
MEMBERSHIP**

**Section 1.**

Membership shall be open to members of MedChi who practice and/or reside in Prince George's County and are not an Active Member of another component society.

**Section 2.**

Categories of membership shall include Active, Associate, Life, Emeritus, Resident, and Student members, as defined by the Society and MedChi.

**Section 3.**

Emeritus membership may be granted by the board to physicians who are no longer practicing medicine but wish to continue their membership.

## **ARTICLE IV. MEETINGS**

### **Section 1. Regular Meetings.**

The membership shall hold regular meetings at such times and places as determined by the Board of Directors.

### **Section 2. Special Meetings**

Special meetings may be called by the President, the Board of Directors, or upon written request of at least three (3) active voting members in good standing.

### **Section 3. Notice**

Written notice stating the date, time, and place (or electronic platform) of any membership meeting shall be sent to all voting members at least ten (10) days prior to the meeting.

### **Section 4. Electronic Meetings**

Membership meetings may be conducted in whole or in part by secure electronic means approved by the Board of Directors, provided that all members have reasonable opportunity to participate, be heard, and vote. Participation through such electronic means shall constitute presence in person at the meeting.

### **Section 5. Quorum**

A quorum for any membership meeting shall consist of three (3) active voting members in good standing.

### **Section 6. Voting**

Voting may be conducted in person, by mail, or by secure electronic means approved by the Board of Directors.

## **ARTICLE V. OFFICERS**

### **Section 1.**

The officers of the Society shall be a President, a President-Elect, a Secretary, Treasurer, and the Immediate Past President.

### **Section 2.**

Each officer shall serve a two-year term or until a successor is duly elected and qualified.

### **Section 3.**

Officers shall be elected by the general membership at the annual meeting.

## **ARTICLE VI. BOARD OF DIRECTORS**

### **Section 1.**

The Board of Directors shall consist of the elected officers and at least two but no more than four additional members elected by the general membership.

**Section 2.**

The Board shall manage the affairs of the Society between membership meetings.

**ARTICLE VII.  
DELEGATES TO MEDCHI**

**Section 1.**

Delegates and Alternate Delegates to MedChi shall be appointed annually by the board

**Section 2.**

The number of Delegates shall be determined in accordance with MedChi Bylaws.

**ARTICLE VIII.  
COMMITTEES**

**Section 1.**

The President, with the approval of the Board of Directors, may appoint such standing or special committees as necessary to carry out the work of the Society.

**ARTICLE IX.  
AMENDMENTS**

These Bylaws may be amended, altered, or repealed, and new Bylaws adopted by a two-thirds (2/3) majority vote of the active voting members, provided that written notice of the proposed amendment has been sent to all voting members at least ten (10) days prior to the vote.

Voting on amendments may be conducted in person, by mail, or by secure electronic means approved by the Board of Directors.

The Board may also authorize the entire amendment process—including notice, discussion, and voting—to be conducted electronically, provided that all voting members are given reasonable opportunity to participate and cast a vote by the stated deadline.

**ARTICLE X  
PARLIAMENTARY AUTHORITY**

Any matter not specifically addressed within these bylaws shall be governed by the parliamentary authority designated herein, namely the current edition of Robert's Rules of Order, Newly Revised, provided it does not conflict with these bylaws.