



**The present document of the Constitution and Bylaws of the Hellenic Medical Society of New York has been approved unanimously by the Society's General Assembly on October 12, 2023.**

**In attestation of this fact, the Official Seal of the Society has been affixed, and the signatures of the members of the Bylaws and the President have been placed hereunder.**

**New York City, October 12, 2023**

**Antonios P. Gasparis, MD  
President**

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**Bylaws Committee**

George Liakeas, MD (Chair, 2nd Past Pres.)  
Dangas, MD  
Marinos Petratos, MD  
  
ByLaw Contributors / Directors  
Helen Gouzoulis-Koutos, MD  
Demetrios Karides, MD  
Anna Kolokathis, MD

**2023 Executive Board / Contributors**

Lorraine Chrisomalis-Valasiadis, MD (1st Vice President)  
Nicholas Nissirios, MD (2nd Vice President)  
Stella Lymberis, MD (Secretary)  
Michael Plakogiannis, MD (Asst. Secretary)  
Aspasia Draga, MD (Treasurer)  
Stella Douros, MD (Asst. Treasurer)  
Panagiotis Manolas, MD (1st Past President)

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**Revisions are to the Updated Version of October 2007**

George Dangas, MD (President) Miranda Kofinas, MD (Secretary) Marinos Petratos (Chair, Bylaws Committee)

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## CONSTITUTION OF THE HELLENIC MEDICAL SOCIETY OF NEW YORK

### CHAPTER I: NAME AND PURPOSE

**ARTICLE 1. NAME.** The name of the corporation founded in 1936 in the state of New York as a not for-profit charitable, educational and research organization as specified in section 501(c)3 of the Internal Revenue Code, shall be known as the Hellenic Medical Society of New York or Hellenic Medical Society, hereinafter referred to as the Society, and shall employ the abbreviation HMS.

**ARTICLE 2. PURPOSE.** The purpose for which the Society is organized is to unite internationally physicians and other health care professionals of Hellenic heritage or culture to foster, promote and support medical, research, educational and cultural programs of the highest possible standards that will enrich the quality of life of the individual and the community it serves.

Specific purposes of the Society shall be as follows:

(i) To maintain the Hellenic heritage and to expand the “art of healing” in a progressive, professional and scientific manner.

(ii) To promote research pertaining to the study of medical and scientific matters; to encourage, assist, support, and contribute towards studying ideas of educational and scientific undertaking; to upgrade new methods of technology; to elevate standards of training; to advance disease prevention; to alleviate, improve, treat, secure and preserve health and related problems affecting mankind.

(iii) To encourage social and community inter-relations in order to improve consciousness of social responsibilities.

(iv) To expand relations with other professional societies of Hellenic heritage, other Hellenic Medical Societies around the world, other Medical, and non-Medical Societies related to healthcare, biomedical science or share the same cultural goals as HMS within or outside the United States in order to stimulate exchange of information in health, education, science, culture, history, social solidarity or other health related fields.

(v) To provide documentation, information, guidance and counseling to its members, especially by fostering national and international exchange programs.

(vi) To promulgate our ideas in organizing our Society for expansion in a nation-wide basis and with international outreach.

(vii) To support scholastic activities in research fields, to encourage and assist meritorious young physicians and healthcare professionals by creating scholarships and special funding activities.

(viii) To promote the idea of future affiliation between United States Universities or other academic institutions and respective Greek institutions.

(ix) To establish and support charitable funding that will be used for development and expansion of Society's programs and the creation of a permanent Center for the Society.

**ARTICLE 3. OFFICES.** The principal office of the Society in the state of New York shall be located in the city of New York. The Society may have such other offices, either within or without the state of New York, as the Executive Board may determine or as the affairs of the Society may require from time to time. The Society shall have and continuously maintain in the city of New York a registered office, and a registered agent whose office is identical with such registered office, as required by the New York Non Profit Corporation Act. The registered office may be, but need not be, identical with the principal office in the state of New York, and the address of the registered office may be changed from time to time by the Executive Board.

## CHAPTER II: MEMBERSHIP AND DUES

**ARTICLE 1. ELIGIBILITY.** Medical professionals of Hellenic heritage, culture shall be eligible for membership upon submission of application. Eligible healthcare professionals, students and friends/supporters of the Society would also be eligible for certain membership categories as specified below.

**ARTICLE 2. ACCEPTANCE.** New member applicants shall be reviewed and approved by the Membership Committee.

**ARTICLE 3. CLASSES OF MEMBERS.** The Society shall have the following classes of members. Membership dues may be waived upon the approval of the Executive Board. The designation of such classes and the qualifications and rights of the members of such classes shall be as follows:

1. **PHYSICIAN MEMBERS:** Dues paying Physicians retaining all rights and privileges of membership, including the right to vote **and** hold elected office.
2. **ASSOCIATE MEMBERS:** Dues paying Healthcare Professionals, and Biomedical Scientists, retaining all rights and privileges of membership, including the right to vote **except** the right to hold elected office.
3. **PHYSICIANS-IN-TRAINING MEMBERS (RESIDENTS/FELLOWS):** Dues paying Physicians-in-Training, retaining all rights and privileges of membership, including the right to vote **except** the right to hold elected office.

**HEALTHCARE PROFESSIONALS-IN-TRAINING MEMBERS:** Dues paying Healthcare professionals-in-training retaining all rights and privileges of membership, **except** the right to vote and hold elected office.

4. **STUDENTS:** High School students, undergraduate/graduate students and Medical students retaining all rights and privileges of membership **except** the right to vote and hold elected office.
5. **FRIENDS OF SOCIETY:** Dues paying Friends of the Society, are not in the medical field retaining all rights and privileges of membership **except** the right to vote and hold elected office.
6. **LIFETIME MEMBERS.** This Honorary non-paying membership category is reserved for those who have served as Presidents of the Society, retaining all rights and privileges of membership, including the right to vote.
7. **HONORARY MEMBERS AND BENEFACTORS:** This Honorary membership category is reserved for non-physician individuals who have benefited the Society in a very distinguished manner as judged by the unanimous approval of the Executive Board. They retain all rights and privileges of membership **except** the right to vote and hold elected office.

**ARTICLE 3.1 HMS DIVISIONS.** The Executive Board (EB) has the power to form and dissolve Divisions of the Society in other geographic areas that may not have active local Hellenic Medical Society in order to promote local interaction, activity, organization, and membership. Members of the Division are considered HMS members. Each Division may adopt administrative rules with the EB approval for its proper function. Each Division can develop any local and regional activities with EB approval that promote the purposes of HMS. The Chair of each Division will be a Board Member on the HMS Board.

**ARTICLE 4. VOTING RIGHTS.** Each voting member shall be entitled to one (1) vote on each matter submitted to a vote of the members. In case of a tied vote, either at the Executive Board or at the General Assembly, the President shall cast his/her vote twice.

**ARTICLE 5. DELINQUENT MEMBERS.** All dues-paying members who have been delinquent in the payment of their dues for more than two (2) years may reactivate their membership upon the payment of their dues for the current year; and, where applicable, the right to hold elected office shall be reinstated six (6) months after such payment.

**ARTICLE 6. TERMINATION OF MEMBERSHIP.** The Executive Board, by an affirmative vote of the majority of its members, may suspend a member for cause after an appropriate hearing, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend any member who

shall be in default in the payment of dues for the period fixed in Chapter III, Article 3 of the HMS Bylaws.

**ARTICLE 7. RESIGNATION.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

**ARTICLE 8. REINSTATEMENT.** Upon written request signed by a former member filed with the Secretary, the Executive Board may approve and, by the affirmative vote of the majority of its members, reinstate such former member to membership upon such terms as the Executive Board may deem appropriate.

**ARTICLE 9. TRANSFER OF MEMBERSHIP.** Membership in this Society is not transferable or assignable.

### CHAPTER III: MEMBERSHIP MEETINGS AND EXECUTIVE BOARD

#### ARTICLE 1. MEETINGS OF MEMBERS

**SECTION 1. GENERAL ASSEMBLY MEETINGS.** The General Assembly meetings of the members shall be held semi-annually for updating the membership of the State of the Society and for the transaction of such other business as may come before the meetings. If the days fixed for the General Assembly meetings shall be legal holidays in the State of New York, such meetings shall be held on the next succeeding business days. During election years, candidates for the Executive Board will be introduced to the membership at the General Assembly prior to elections.

**SECTION 2. SPECIAL MEETINGS.** Special meetings of the members may be called by the President, the majority of the Executive Board, or not less than one-third of the members having voting rights.

**SECTION 3. PLACE OF MEETINGS.** The Executive Board may designate any place, either within or without the State of New York, in-person or virtual, as the place of meeting for any special meeting called by the President, Executive Board or the Membership.

**SECTION 4. NOTICE OF MEETINGS.** Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail or e-mail, to each member entitled to vote at such meeting, **no less than ten days** before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed

to be delivered when deposited in the United States mail addressed to the member at his/her address as it appears on the records of the corporation, with postage thereon prepaid. For electronic delivery, the time and date noted on the Society's electronic records will serve the above purpose.

**SECTION 5. QUORUM.** A majority of the active members eligible to cast a vote at a General Assembly meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice. If a quorum is not present and the meeting is adjourned, the General Assembly is convened again with five percent quorum requirement (using above notice of meeting requirements). New Business not on the Agenda can be discussed but not voted on.

**SECTION 6. PROXIES.** At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by its duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

**SECTION 7. MANNER OF ACTING.** A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or by this Constitution or the Bylaws.

**SECTION 8. VOTING BY MAIL OR ELECTRONICALLY.** Where Officers are to be elected by members or any class or classes of members, or in connection with any other business such election or business may be conducted by mail or electronically in such manner as the Executive Board shall determine.

## ARTICLE 2. EXECUTIVE BOARD

**SECTION 1. GENERAL POWERS.** The affairs of the Society shall be managed and administrated by the Executive Officers, hereinafter called Executive Board. The Officers must be members of the Society but need not be residents of the State of New York.

**SECTION 2. OFFICERS.** The number of voting Officers of the Board, shall be nine (9). They shall be a President, the last two Immediate Past Presidents, two (2) Vice Presidents (a possible higher number thereof to be determined by the Executive Board), a Secretary, a Treasurer, an Assistant Secretary, and an Assistant Treasurer and such other non-voting officers as may be elected in accordance with the provisions of this Article. The Executive Committee may elect or appoint such other officers, as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time to time, by the Executive Committee. Any two or more Officers may be held by the same person, except the offices of President and Secretary. All Officers may co-chair an active Standing Committee; the President is considered as chair of all Standing Committees.

**A. PRESIDENT.** The President shall be the principal executive officer of the Society and shall in general supervise and control all of the business and affairs of the Society. He/she shall

preside at all meetings of the members; may sign, with the Secretary or any other proper Officer of the Society authorized by the Executive Board, any deeds, mortgages, bonds, contracts, or other instruments with the Executive Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Board or by these Bylaws or by statute to some other officer or agent of the Society; serve as an ex officio member of the Society's Standing Committees; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Executive Board from time to time. The President shall appoint all members of the Standing Committees, who will then be approved by the Executive Board.

**B. IMMEDIATE PAST PRESIDENTS.** The last two Immediate Past President shall assist the President in an advisory capacity in areas assigned by the President and approved by the Executive Board.

**C. VICE PRESIDENTS.** In the absence of the President, or in event of his/her inability or refusal to act, the First Vice President (or in the event there may be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. All Vice Presidents shall perform such other duties as from time to time may be assigned to him/her by the President or by the Executive Board.

**D. TREASURER.** If required of the Executive Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Executive Board shall determine; shall have charge and custody of and be responsible for all funds and securities of the Society; receive and give receipts for moneys due and payable to the Society from any source whatsoever, and deposit all such moneys in the name of the Society in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article 9 of these Bylaws; shall serve as Chair of the Finance Committee; submit periodic reports to the Executive Board; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Executive Board.

**E. SECRETARY.** The Secretary shall keep the minutes of the meetings of the General Assembly and Executive Board in one or more books provided for that purpose; submit the minutes of each meeting at each subsequent meeting; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the Society's records, of the seal of the Society and see that the seal of the Society is affixed to all documents, the execution of which on behalf of the Society under its seal is duly authorized in accordance with these Bylaws; maintain a register of the post-office address of each member which shall be furnished to the Secretary by such member; in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Executive Board.

**F. ASSISTANT TREASURER AND ASSISTANT SECRETARY.** If required by the Executive Board, the Assistant Treasurer shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Executive Board shall determine. The Assistant Treasurer and Assistant Secretary, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Executive Board.

**SECTION 3. BOARD MEMBERS.** The Executive Board may appoint such other individuals as members of the Executive Board as it shall deem desirable, such members to have the authority to perform the duties prescribed, from time to time, by the Executive Board.

**SECTION 4. ADVISORS.** The President may appoint such other individuals as advisors to the Executive Board as he/she shall deem desirable, such advisors to have the authority to perform the duties prescribed, from time to time, by the President and/or the Executive Board.

**SECTION 5. REGULAR MEETINGS.** Regular meetings (in-person or virtual) of the Executive Committee shall be held throughout the year, but not less than eight (8) from September through July, within the State of New York. The Executive Board may provide by resolution the time and place within or outside the State of New York for the holding of additional regular meetings of the Board without other notice than such resolution.

**SECTION 6. SPECIAL MEETINGS.** Special meetings (in-person or virtual) of the Executive Board may be called by or at the request of the President or any four (4) officers fixing a place within the State of New York at the place for holding any special meeting of the Board called by them.

**SECTION 7. NOTICE.** Notice of any special meeting of the Executive Board shall be given at least two (2) days previously thereto by notice given personally by telephone (text message) or delivered personally or sent by mail or email to each officer and committee member at his/her address as shown by the records of the Society. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by email, such notice shall be deemed to be delivered when the message is delivered to the email. If notice is given by telephone (text) such notice shall be deemed to be delivered when texted to the officer or committee member or their appointed representative.

**SECTION 8. QUORUM.** A simple majority of the Officers shall constitute a quorum for the transaction of business at any meeting of the Executive Board; but if less than a majority of the Officers is present, the Officers present may adjourn the meeting from time to time without further notice. If a quorum is not present and the meeting is adjourned, the Board is convened again within 7-10 days.

**SECTION 9. ELECTION AND TERM OF OFFICE.** The Officers of the Society shall be elected every two (2) years by the members and serve until their successors have been duly elected and taken office on or before the 3rd of January of his/her term of office. New Officers may be created and filled at any meeting of the Executive Board by simple majority. The Officers of the Society may not qualify to succeed themselves for more than two consecutive terms (4 years) of



office in the same position. Elections can be held before the designated term if it is so requested by a motion signed by at least two thirds of the paid members of the Society or by at least two thirds of the voting Officers of the Executive Board.

**SECTION 10. REMOVAL.** Any Officer elected by the membership may be removed by two thirds of the elected voting Officers of the Executive Board whenever in its judgment the best interests of the Society would be served thereby, but such removal shall be without prejudice to the contract right, if any, of the Officer so removed.

**SECTION 11. VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Executive Board for the unexpired portion of the term.

**SECTION 12. COMPENSATION.** Executive Board Members as such shall not receive any stated salaries for their services, but nothing herein contained shall be construed to preclude any Board Member from serving the Society in any other capacity and receiving compensation thereof.

**SECTION 13. INFORMAL ACTION BY BOARD MEMBERS.** An informal Action is any action required by law to be taken at a meeting of the Executive Board, or any action which may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the Board Members.

**SECTION 14. AMENDMENT OF THE HMS CONSTITUTION.** Any of the articles of the present constitution of HMS can be amended following relevant proposal by the Executive Board and with **approval by two thirds of the voting members** present in a specifically convened General Assembly.

**BYLAWS OF THE HELLENIC MEDICAL SOCIETY OF NEW YORK**

**CHAPTER I. COMMITTEES AND RESPONSIBILITIES**

**ARTICLE 1. STANDING COMMITTEES**

**SECTION 1. GENERAL COMMITTEE STRUCTURE** The Executive Board, by resolution adopted by a majority of the number in office, may designate, appoint or dissolve one or more committees, each of which shall consist of one Chair appointed by the President and approved by the Executive Board immediately following their election, and one or more members appointed by the President or the Chair with the approval of the President, unless otherwise stated in these Bylaws, which committees, to the extent provided in said resolution, shall (i) present reports to the members at the Executive Board meetings and the General Assembly as assigned by the President; and (ii) advise the Executive Board in the management of the Society in matters of its jurisdiction or as otherwise assigned by the President.

The role of the Committees is not a policy-making one, but is rather to render advice and recommend matters pertaining to their duties, so as to maintain, improve, and expand our Society. The President oversees and coordinates all of the Committees' activities.

It is the prerogative and responsibility of the President to revitalize an inactive committee or one acting not in accordance with set policies, by replacing its member(s) or the Chair/co-Chair. On the other hand, every effort should be made to extend the term of a successful, hard-working committee.

No such committee shall have the authority of the Executive Board in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee, Officer or Executive Board member of the Society; amending the articles of the Society; restating articles of incorporation; adopting a plan of merger or adopting a plan of consolidation with another Society; authorizing the sale, lease, exchange or mortgage of the property and assets of the Society; authorizing the voluntary dissolution of the Society or revoking proceedings thereof; adopting a plan for the distribution of the assets of the Society; or amending, altering or repealing any resolution of the Executive Board which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Executive Board, or any individual Member, of any responsibility imposed upon it or him/her by law. The Standing Committees shall consist of the following:

- Bylaws
- Education, Scientific & Cultural Programming
- Election
- Finance

- Fund-Raising
- Grants and Awards
- Membership
- Ethics
- Nominating, and
- Scholarship.
- Communications

**SECTION 2. COMMITTEE ON BYLAWS.** The Bylaws Committee at a minimum will include a Chair, the Secretary, and the Assistant Secretary. The Bylaws Committee, upon becoming familiar with the activities of the Society and the efficacy of its Bylaws, shall:

- i. make annual reports recommending amendments to the Executive Board as necessary;
- ii. upon approval from the Executive Board, circulate said recommendations, if any, to the membership in preparation for amendment two (2) weeks prior to the General Assembly meetings or at any Special Meeting if at least two (2) weeks written notice is given of intention to alter, amend or repeal or to adopt new Bylaws at such meeting. Changes to the Bylaws require approval by a simple majority of the voting members present in a specifically convened General Assembly or Special Meeting.

**SECTION 3. COMMITTEE ON SCIENTIFIC, EDUCATIONAL AND CULTURAL PROGRAMMING.** The Scientific, Education and Cultural Programming Committee will include a Chair and committee members and shall:

- i. study and recommend to the Executive Board medical education meetings and cultural programs of relevance and interest to the members of the Society;
- ii. organize and arrange said activities;
- iii. contact and provide underwriting sources;
- iv. apply for educational grants;
- v. make arrangements for CME credits;
- vi. coordinate all public and member education forums and lectures, including the Annual Symposium; and
- vii. distribute a list to the membership of all educational meetings, conferences and seminars being conducted nationally and internationally by Hellenic medical organizations.

The order of business of the education and scientific sessions shall be arranged and directed by the President.

**SECTION 4. COMMITTEE ON ELECTIONS.** The Election Committee, consisting of three (3) members (one of which is assigned Chair) not running for office and appointed by the

President, shall inform the members of election protocol and supervise the actual handling of election proceedings (Refer to **COMMITTEE ON NOMINATIONS** section for further details).

**SECTION 5. COMMITTEE ON FINANCE.** The Finance Committee Chair is the Treasurer and includes the Assistant Treasurer, the Chair of the Fundraising Committee and committee members. Additional members can be appointed by the Executive Board as it shall deem desirable. The Finance Committee shall:

- i. study and evaluate all financial affairs of the Society and make recommendations to the Executive Committee;
- ii. establish and submit the annual budget for the Society;
- iii. recommend dues for the ensuing year by the October meeting of the Executive Committee based on an analysis from the Membership Committee;
- iv. examine the accounts of the Treasurer;
- v. examine the audits submitted by the Certified Public Accountant retained by the Society and report the results of its examination to the Executive Committee prior to the October meeting of the Executive Committee;
- vi. study and recommend the investment of surplus funds and advise on the condition of funds in trust; and
- vii. ensure that the bookkeeping and financial records required as a condition of grants received are kept in the manner specified in the grant contract or other guidelines.

**SECTION 6. COMMITTEE ON FUNDRAISING.** The Fundraising Committee will have a Chair and committee members. The Fundraising Committee shall:

- i. study and recommend strategy to the Treasurers and Executive Committee in meeting the annual budget and financial goals of the Society;
- ii. organize a viable list of Friends, individuals, foundations and corporations, interested in contributing financially in support of the work of the Society;
- iii. and implement and coordinate fundraising activities and events throughout the year, including the Annual Scholarship Weekend.

**SECTION 7. COMMITTEE ON SCHOLARSHIP AND GRANTS .** The Scholarship and Grants Committee will have a Chair and committee members and shall announce the availability of scholarships, grants and awards for medical students, biomedical research students, M.D.s, Ph.Ds., high school students, undergraduate and graduate students, of Hellenic heritage. The Committee shall:

- i. review scholarship/grant criteria and qualifications, from time to time, and make appropriate and necessary recommendations to the Executive Committee;

- ii. review the qualifications of all applicants;
- iii. recommend potential recipients to the Executive Board;
- iv. recommend potential recipients for named awards to donors;
- v. arrange for the recognition of the recipients during the Scholarship Weekend

The Chair of the **Annual Scholarship Weekend** – The Chair will be appointed by the President and the Executive Board at its January meeting of the year of their tenure.

The Scholarship Chair shall:

- i. work with the Fundraising Committee to meet the financial goals of the weekend;
- ii. share equal responsibility relating to the Scholarship weekend. In general the Gala Chair(s) are responsible specifically for all arrangements relating to the Gala and the Scholarship Chair for all arrangements relating to the Symposium;
- iii. serve as liaison with selected honorees and make all necessary arrangements pursuant to these honorees; and
- iv. present an update to the Executive Committee as requested.

**SECTION 8. COMMITTEE ON MEMBERSHIP.** The Membership Committee shall consist of a Chair, and committee members. The Membership Committee shall:

- i. study and recommend policy to the Executive Committee relating to the building and maintenance of membership in the Society;
- ii. provide a membership dues analysis to the Treasurer recommending dues to meet the needs of membership activities;
- iii. study and recommend a long-range plan of membership goals and activities to meet those goals;
- iv. develop a list of membership prospects with assignments for personal contact to be made by committee members and/or other members of the Society;
- v. encourage and promote membership in the Society by students interested or pursuing a career in medicine or health care;
- vi. study, evaluate and make recommendations to the Executive Board concerning areas of need and interest relating to this student sector;
- vii. explore reasons for delinquent members;
- viii. and acquire biographies and maintain member profiles for use in the Society's directory.

**SECTION 9. COMMITTEE ON ETHICS.** The Ethics committee shall review and be charged to resolve any officer, member conduct code matters following an inclusive procedure and in

accordance with these Bylaws. In case of unresolved issues, this committee may bring the matter to the attention of the Board for action in accordance to these Bylaws.

#### **SECTION 10. COMMITTEE ON NOMINATIONS.**

The Nominating Committee consists of a Chair and committee members (traditionally consisting of two Past Presidents and a Society Member) and shall:

- i. present to the Executive Board by the 30<sup>th</sup> of September of the election year nominations for officers, including incumbents eligible for re-election and/or current members of the Society;
- ii. upon majority approval by the Executive Board, the list is sent to all voting members **two (2) weeks prior to the Fall General Assembly Meeting;**
- iii. at the General Assembly meeting, a formal report and the slate of candidates for election is presented to the members;
- iv. following the Fall General Assembly Meeting, voting ballots are distributed by mail or electronically to all voting members.
- v. where applicable, work with the Election Committee in the actual handling of the election proceedings.

**ARTICLE 2. OTHER COMMITTEES.** Other committees not having and exercising the authority of the Executive Board in the management of the Society may be appointed in such a manner as may be designated by a resolution adopted by a majority of the Officers present at an Executive Board Meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Society and the Chair of the Committee shall appoint the members thereof. Any Chair or member thereof may be removed by the President with the approval of the Executive Board.

**ARTICLE 3. TERM OF OFFICE.** Each committee shall continue as such for a two (2) year term until their successor is appointed, unless the committee shall be sooner terminated, or unless such member shall be removed from such committee, or unless such member shall cease to qualify as a member thereof. All committee chairs and members are considered under resignation immediately before an Executive Board election and new appointments should be made on a de novo basis by the newly elected President and Executive Board. The Executive Board by a majority vote, following the recommendation of the President, may dissolve or restructure completely any Standing or other committee for no cause.

**ARTICLE 4. COMMITTEE CHAIR.** The Chair of each committee shall be appointed for a two (2) year term following each election period by the incoming President and approved by the Executive Board unless provided otherwise in these Bylaws;

- i. shall serve as a non-voting advisory member of the Executive Board (unless they are on the Executive Board);
- ii. shall attend the General Assembly meetings and the monthly meetings of the Executive Board; and
- iii. upon invitation attend special meetings called by the President.

All actions and communications of a Committee Chair are subject to approval by the President.

**ARTICLE 5. CORRESPONDENCE.** All official correspondence in the name of and on the letterhead of the Society in matters within a committee's jurisdiction shall bear the signature of its Chair and the President or Secretary and any other designated signatures as determined by the President.

**ARTICLE 6. VACANCIES.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**ARTICLE 7. QUORUM.** Unless otherwise provided in the resolution of the Executive Board designating a committee, a majority of the whole committee shall constitute a quorum and the approval of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

**ARTICLE 8. RULES.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Executive Board. These adopted rules are subject to approval by the President and the Executive Board.

**ARTICLE 9. MEETINGS.** Each committee may hold as many meetings as deemed necessary to carry out the objectives of the committee as approved by the Executive Board.

## CHAPTER II. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

**ARTICLE 1. CONTRACTS.** Except as otherwise provided in the New York State Not-for Profit Law, with respect to special transactions, the Executive Board may authorize any Officer or Officers, agent or agents of the Society, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Society, and such authority may be general or confined to specific instances.

**ARTICLE 2. CHECKS, DRAFTS, ETC.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society, shall be signed by such Officer or Officers as determined by resolution of the Executive Board. In the absence of such determination by the Executive Board such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President, or a Vice President of the Society.

**ARTICLE 3. DEPOSITS.** All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositaries as the Executive Board may select.

**ARTICLE 4. GIFTS.** The Executive Board may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

### **CHAPTER III. OFFICIAL RECORDS AND DUES**

**ARTICLE 1. BOOKS AND RECORDS.** The Secretary is the only Officer in addition to the President who can use the HMS letterhead in written or electronic communications, and may grant such privilege to other HMS Officers or Committee Chairs or members after the President's approval and only for fulfillment of a specific HMS duty. The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Executive Board, General Assembly and committees having any of the authority of and from the Executive Board, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Society may be inspected by any member, or his/her agent or attorney, for any proper purpose at any reasonable time.

**ARTICLE 2. FISCAL YEAR.** The fiscal year of the corporation shall begin on the first day of March and end on the last day of February in each year.

#### **ARTICLE 3. ANNUAL DUES.**

**SECTION 1. ANNUAL DUES.** The Executive Board may determine from time to time the amount of annual dues payable to the Society by members of each class.

**SECTION 2. PAYMENT OF DUES.** Dues shall be payable on or before the first day of February in each fiscal year.

**SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP.** When any member of any class shall be in default in the payment of dues for a period of ten (10) months from the beginning of the fiscal year or period for which such dues became payable, his/her membership may



thereupon be suspended at the discretion of the Executive Board in the manner provided in Chapter 2, Article 6 of the Constitution.

**ARTICLE 4. SEAL.** The Executive Board shall provide a corporate seal, which shall be the head of Aesculapius within the form of a circle and shall have inscribed thereon the name of the Society and the words "Hellenic Medical Society of New York."



**ARTICLE 5. WAIVER OF NOTICE.** Whenever any notice is required to be given under the provisions of the New York Non Profit Corporation Act or under the provisions of the Articles of Incorporation, in the Constitution, or the Bylaws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE 6. AMENDMENTS TO BYLAWS.** These Bylaws may be altered, amended or repealed and new Bylaws may be adopted. Such recommendations must be presented to the Executive Board and upon approval must circulate to the membership two (2) weeks prior to a General Assembly meeting or any special meeting. Special meetings for Bylaw changes require at least two (2) week written notice of intention to alter, amend or repeal or to adopt new Bylaws at such meeting. Adoption of changes to the Bylaws require a simple majority of the members present.

**ARTICLE 7. PARLIAMENTARY ORDER.** All questions of parliamentary order, not provided for in these Bylaws or in the Constitution, shall be determined by the parliamentary usage as contained in Roberts Rules of Order.