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BYLAWS

Missouri State Medical Association Alliance Amended March 2017

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ARTICLE I. NAME

The name of this organization shall be the Missouri State Medical Association Alliance.
(Hereinafter in these Bylaws referred to as the Alliance)

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ARTICLE II. PURPOSE

The purposes of the Alliance shall be:

- 13▪ to assist in those programs of the Missouri State Medical Association that improve the health and quality of life for all people;
- 14▪ to uphold the programs of the American Medical Association Alliance;
- 15▪ to promote health education;
- 16▪ to encourage participation of volunteers in activities that meet health needs;
- 17▪ to support health-related charitable endeavors; and
- 18▪ to coordinate and advise concerning the activities of the component Alliances of the state.

19▪
20
21 (Hereinafter in these Bylaws component Alliance refers to county Alliance)

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ARTICLE III. MEMBERSHIP

24

Section 1. Categories

25

A. Regular

26 A regular member shall be any member of a physician or medical student couple,
27 present or former, at least one of whom is a physician or medical student who is or was
28 eligible to be a member of the AMA, or an individual physician or medical student who is
29 eligible to be a member of the AMA.

30
31

B. Honorary

32 Honorary membership shall be conferred by the Voting Body at the Annual Meeting,
33 after recommendation by a three-fourths (3/4) vote of the Board of Directors, upon a
34 person who has rendered long and significant service to the Alliance. These members
35 shall be recorded in the annual directory of the Alliance.

36
37

Section 2. Rights and Privileges

38 A. All members shall be eligible to attend meetings, shall be represented by those
39 registered regular members attending, and shall receive official publications.

40
41 B. Regular members shall be eligible to vote, to hold office, and to attend the Annual
42 Meeting.

43
44 C. Honorary members shall have all the rights and privileges held at the time honorary
45 membership was conferred.

46

47 **Section 3. Dues**

48 A. Payment

49 Annual dues shall be paid by each member of the MSMA Alliance, except honorary
50 members who shall be exempt from payment of state dues.

51 B. Amount

52 Dues for regular members shall be determined by the Voting Body at the Annual
53 Meeting and shall remain in effect until changed upon recommendation of the Board of
54 Directors in consultation with the Finance Committee.

55 C. Receipt

56 1. Each component Alliance shall collect and remit per capita dues payable to the state
57 and national Alliances.

58 2. Dues shall be receivable by the state treasurer throughout the fiscal year.

59 3. Dues must be paid through the current fiscal year for the member to be in good
60 standing.

61

62 **ARTICLE IV. FISCAL YEAR**

63 The fiscal year shall be from July 1 through June 30.

64

65 **ARTICLE V. ANNUAL MEETING**

66 **Section 1. Definition**

67 The MSMA Alliance shall hold an annual meeting of the membership to conduct
68 business of the organization.

69

70 **Section 2. Composition, Duties, & Responsibilities**

71 Voting members at the annual meeting, or by method determined by the Board of
72 Directors, shall elect the officers and directors, with the exception of filling vacancies as
73 prescribed in Article IX, Section 3 determine policy for the MSMA Alliance by, but not
74 limited to, receiving and acting upon reports of the Board of Directors and by giving
75 guidance to the Board of Directors; amending the Bylaws, the Rules of the Annual
76 Meeting and Policy.

77

78 **Section 3. Annual and Special Meetings**

79 Members of the MSMA Alliance shall meet annually at the time and place designated by
80 the Board of Directors. Notice of time, place, and purpose of the annual meeting,
81 together with the slate of nominees for all offices and positions to be filled at such
82 annual meeting pursuant to these bylaws, shall be personally given or mailed or
83 electronically transmitted, and posted to the official web site of the MSMA Alliance
84 ("mailed" is defined throughout this document as: the United States mail, facsimile
85 transmissions, and private mail carriers handling nationwide mail services; "electronic
86 transmission" or "electronically transmitted" means any process of communication not
87 directly involving the physical transfer of paper that is suitable for the retention, retrieval,
88 and reproduction of information by the recipient) not less than thirty (30) days before the
89 annual meeting.

90

91 Special meetings of the organization may be called by the president or upon written
92 request of at least two-thirds (2/3) of the members of the Board of Directors, or at least

93 twenty-five (25) percent of the voting members of the organization. The purpose of
94 such special meetings shall be stated with the written request. No business shall be
95 transacted except that for which the meeting has been called. Notice of the time, place,
96 and purpose of the meeting shall be given personally, mailed, or electronically
97 transmitted to each member not more than thirty (30) days and not less than ten (10)
98 days before the special meeting.

99
100 **Section 4. Voting Procedures**

101 A. Entitlement to Vote

102 Each member in good standing shall be entitled to one vote.

103 B. Election of Officers

104 1. Officers shall be elected by a majority vote.

105 2. There shall be no nominations from the floor for officers.

106 C. Required Votes for All Other Matters

107 The required votes for all other matters shall be as provided by law, these bylaws, and
108 the adopted parliamentary authority.

109
110 **Section 5. Call**

111 The Call to the Annual Meeting, together with a tentative program, shall be
112 communicated preceding the Annual Meeting.

113
114 **ARTICLE VI OFFICERS**

115 **Section 1. Designations**

116 A. Elected Officers

117 The elected officers of the MSMA Alliance shall be a president, president-elect, up to
118 four (4) vice presidents, secretary, and treasurer.

119
120 **Section 2. Eligibility for Office, Election and Term**

121 The officers shall be elected together in the same year by eligible voting members at the
122 Annual Meeting for a term of one (1) year, beginning at the close of the annual meeting
123 at which such officers are elected and expiring at the close of the annual meeting at
124 which such officers' successors are elected and assume office, or, if earlier, upon such
125 individual's resignation, death, or removal from office.

126
127 **A. General Eligibility:**

128 1. To be eligible for nomination as president-elect, a member shall have served on the
129 Board of Directors for two (2) years.

130 2. To be eligible for nomination as secretary or treasurer, a member shall ~~have served~~
131 ~~on the Board of Directors for one (1) year.~~ **be a member in good standing.**

132 3. All members in good standing shall be eligible for nomination as a Vice President.

133
134 **Section 3. Duties of Elected Officers**

135 1. President

136 The president, who shall have the title of chair of the Board of Directors, and shall
137 preside at all meetings of the Alliance and the Board of Directors. The president shall be
138 responsible for seeing that the policies and directives of the membership and the

139 actions of the Board of Directors are carried into effect, and for reporting to the
140 members and to the Board of Directors on the conduct and management of the affairs
141 of the MSMA Alliance. The president shall be an ex-officio member of all committees,
142 except when nominating officers, and shall perform such other duties as are assigned
143 by the Board of Directors or as prescribed elsewhere in these bylaws. The president
144 may appoint advisors in consultation with the Board of Directors.
145

146 The president-elect shall assist the president in seeing that the policies and directives of
147 the membership and the Board of Directors are carried into effect. The president-
148 elect shall be ex-officio a member of all Committees, except when nominating officers
149 and shall perform such other duties as assigned by the Board of Directors or prescribed
150 elsewhere in these bylaws.
151

152 The secretary shall be responsible for seeing that notices are issued of all meetings of
153 the organization and Board of Directors and shall see that minutes of such meetings are
154 kept. The secretary shall be responsible for the custody of books, records and files, and
155 shall exercise the powers and perform such other duties usually incidental to the office
156 of secretary and shall exercise such other powers and perform such other duties as
157 may be assigned by the president or Board of Directors.
158

159 The Treasurer or other presidential designee shall be responsible for receipt and
160 custody of all monies of the MSMA Alliance and for the disbursement thereof as
161 authorized; keeping of accurate accounts of monies received and paid out; and
162 preparation and issuance of financial statements and reports. The treasurer shall
163 exercise the powers and perform such other duties usually incidental to the office of
164 treasurer, and shall exercise such other powers and perform such other duties as may
165 be assigned by the president or Board of Directors. The treasurer or other presidential
166 designee shall be chair of the Finance Committee.
167

168 All officers shall conform to the Bylaws, the parliamentary authority of the MSMA
169 Alliance, such other rules as the membership or Board of Directors shall adopt, the
170 federal laws of the United States, and state laws of Missouri.
171

172 **ARTICLE VII. NOMINATIONS, ELECTIONS, VACANCIES**

173 ***Section 1. Nominations:***

174 The nominating committee shall be responsible for vetting candidates and slating the
175 officers. **The nominating committee, chaired by the Immediate Past President,
176 shall be composed of the 3-5 elected members of the Governance Committee.**
177

178 ***Section 2: Responsibilities:***

179 The duties of the Nominating Committee shall be provided in the Procedures for
180 Nomination.
181

182 The Nominating Committee shall present to the voting members at the Annual Meeting
183 of the MSMA Alliance (or to members in good standing by mail or electronic means if

184 the election is held prior to the Annual Meeting) a single slate of nominees for the
185 Officers and a ballot for the Nominating Committee.

186
187 The Nominating Committee shall conform to the Bylaws, Policies, the Procedures for
188 Nomination, parliamentary authority of the MSMA Alliance, such other rules as the
189 registered voting members at the Annual Meeting or Board of Directors shall
190 adopt, federal laws of the United States, and state laws of Missouri.

191

192 **Section 3: Confidentiality:**

193 All activities involving vetting nominees and slating officers shall be confidential to the
194 extent allowed by applicable law.

195

196 **Section 4: Vacancies:**

197 Any vacancies on the Nominating Committee may be filled by the president upon the
198 recommendation of the Nominating Committee.

199

200 **ARTICLE. VIII. BOARD OF DIRECTORS**

201 **Section 1. Powers, Responsibilities, and Accountabilities**

202 The business and affairs of the MSMA Alliance shall be governed by the Board of
203 Directors except as may be otherwise provided in these bylaws.

204

205 **Section 2. Composition**

206 The Board of Directors shall be the President, President-elect, Immediate Past
207 President, Secretary, Treasurer and elected Vice Presidents. The Chairmen of
208 appointed Committees shall serve as non-voting ex-officio members.

209

210 **Section 3. Term of Office and Vacancies**

211 Members of the Board of Directors, shall serve for a term of one (1) year, beginning at
212 the close of the annual meeting at which they are elected or appointed, and expiring at
213 the close of the next annual meeting.

214

215 In the event of a permanent vacancy occurring by death, resignation, or otherwise, in
216 the office of president, the president-elect shall immediately become president and
217 serve until the close of the next annual meeting. If the president-elect succeeds to the
218 presidency nine (9) months or more prior to the following annual meeting, the registered
219 voting members, at the following annual meeting, shall elect another eligible person as
220 president prior to the election of the president-elect.

221

222 In the event of a vacancy in the office of president-elect, the Board of Directors, at a
223 regularly scheduled meeting or a special meeting called by the president for that
224 purpose shall elect a president-elect from among the elected officers upon the
225 recommendation of the Governance Committee for a term expiring at the close of the
226 next annual meeting of the organization. Nine (9) months shall be considered a full year
227 of service.

228

229 In the event of a permanent vacancy occurring by death, resignation, or otherwise, in
230 the positions of secretary, treasurer, or Vice President, the Board of Directors shall by a
231 majority vote, fill the positions upon the recommendation of the Nominating Committee
232 for a term expiring at the close of the next annual meeting of the organization. Nine (9)
233 months shall be considered a full year of service.

234
235 In the event of a vacancy in the office of Immediate Past President, the remaining
236 members of the Board of Directors, at a regular meeting or a special meeting called by
237 the President for that purpose, shall elect an Immediate Past President, electing the
238 most recent past president who is willing to serve. The Immediate Past President shall
239 fulfill the duties prescribed for that office in these bylaws and in the Rules of Procedure
240 for Nominations.

241
242 In the event of a temporary absence or disability of the president, the president-elect
243 shall preside at meetings of the organization and Board of Directors. The president-elect
244 shall have such other powers and perform such other duties as may be assigned by the
245 president or Board of Directors.

246
247 **Section 4. Duties**

248 The Board of Directors shall conform to the Bylaws, Policy, Procedure for Nomination,
249 parliamentary authority of the MSMA Alliance, and such other rules as the voting
250 members at the Annual Meeting shall adopt, the federal laws of the United States, and
251 the state laws of Missouri.

252
253 **Section 5. Regular Meetings**

254 The Board of Directors shall meet in person or virtually no less than once a year. Notice
255 of time, place and purpose of the meeting shall be given personally or mailed or
256 electronically transmitted to each board member not less than ten (10) days before the
257 meeting.

258
259 **Section 6. Special Meetings**

260 Special meetings may be called by the president. Special meetings shall be called by
261 the president within fourteen (14) days upon written request of a majority of the
262 members of the board of directors. The purpose and time of such meeting shall be
263 stated with the request, and no business shall be transacted except that for which the
264 meeting has been called. The location of the meeting shall be determined by the
265 president. Notice of the time, place, and purpose of the meeting shall be given
266 personally or mailed or electronically transmitted to each member of the board of
267 directors not less than two days before the meeting.

268
269 **Section 7. Quorum**

270 A majority of the members of the Board of Directors must be present (in person or
271 linked by telecommunication by means such that all members participating in the
272 meeting are able to hear one another) to constitute a quorum for transaction of
273 business.

274

275 **ARTICLE IX. COMMITTEES**

276 **Section 1. Designation**

277 The committees of the MSMA Alliance shall be:

278 Standing Committees

279 The Standing Committee shall be the Finance Committee, the Governance Committee,
280 and the Membership Committee.

281 Task Forces

282 Task Forces shall be appointed by the president in consultation with the Board of
283 Directors for specific projects and specified time periods.

284 Operating Committees

285 Operating Committees may be created by the President.

286 **Section 2: Appointments**

287 Chairs, unless otherwise designated, of Standing Committees, Task Forces, and
288 Operating Committees shall be appointed by the president.

289 **Section 3. Composition**

290 A. The Governance Committee shall include the Immediate Past President, the
291 Secretary, and three (3) to five (5) additional members who are **elected by the**
292 **membership**. The Governance Committee shall be responsible for organizational
293 affairs. The Immediate Past President shall chair the Nominating Committee. The
294 Secretary shall chair the section responsible for the Bylaws.

295 B. The Finance Committee may be chaired by the Treasurer or other Presidential
296 designee and **may** have two to four additional members appointed by the President in
297 collaboration with the Treasurer.

298 C. The Membership Committee shall be chaired by a Vice President and may have
299 three (3) to five (5) additional members. In addition, the President may appoint 1) an
300 MSMA Alliance member, who is a member of a Resident Physician couple and/or 2) a
301 member of a Medical Student couple to serve on the Membership Committee.

302 D. Operating Committees and Task Forces shall be composed of a chair and at least
303 two (2) additional members appointed by the President.

304 **ARTICLE X. PARLIAMENTARY AUTHORITY**

305 The rules of parliamentary practice shall govern proceedings of the Alliance, subject to
306 any special rules which have been or may be adopted.

307 **ARTICLE XI. AMENDMENTS**

308 These Bylaws may be amended at the Annual Meeting by two-thirds (2/3) of those
309 eligible and voting, a quorum being present, provided that previous notice has been
310 given to all members of the Board of Directors not less than one (1) month prior to said

321 meeting, and a summary of the proposed amendments printed in the Call to the Annual
322 Meeting or on the Alliance web site.

323

324 **ARTICLE XII. CONFLICTS OF INTEREST**

325 No contract or other transaction between the MSMA Alliance and one or more of its
326 Board members or any other corporation, firm, association or entity in which one or
327 more Board members are directors or officers or are financially interested, shall be
328 either void or voidable because of such relationship or interest or because such director
329 or directors are present at the meeting of the Board of Directors or a committee thereof
330 which authorizes, approves or ratifies such contract or transaction or because their
331 votes are counted to such purpose, if:

332

- 333 A. the fact of such relationship or interest is disclosed or known to the board of
334 directors or committee which authorizes, approves or ratifies the contract or
335 transaction by a vote of consent sufficient for the purpose without counting the
336 votes or consent of such interested board members, or
- 337 B. the contract or transaction is fair and reasonable as to the MSMA Alliance at the
338 time it is authorized by the board of directors or a committee.

339

340 Interested board members may be counted in determining the presence of a quorum at
341 a meeting of the board of directors or a committee thereof, which authorizes, approves
342 or ratifies such a contract or transaction.

343

344 **ARTICLE XIII. DISPOSITION OF ASSETS**

345 Upon dissolution of this organization, the Alliance shall, after paying or making
346 provisions for the payment of all the liabilities of the Alliance, dispose of all the assets of
347 the Alliance exclusively for the purposes of organizations organized and operated
348 exclusively for charitable, educational, religious or scientific purposes as shall at the
349 time qualify as an exempt organization or organizations under the section 501 (c)(3) of
350 the Internal Revenue Code of 1986 (or the corresponding provision of any future United
351 States Internal Revenue Law) as the Board of Directors shall determine.

352

353 (Rev. February 22, 2018)