

**Missouri State Medical Association
House of Delegates**

Resolution # 1
(A-24)

Introduced by: Committee on Constitution and Bylaws

Subject: Bylaws Change - Committees

Referred to:

1 **WHEREAS**, the MSMA Bylaws is the governing document of the Missouri State Medical Association
2 (MSMA); and,
3
4 **WHEREAS**, Chapter VII, Section 1, of the Bylaws lists the standing committees of the association; and,
5
6 **WHEREAS**, the Physicians Health Committee became a self-governing committee in 2020 under the
7 direction of the Physicians Health Foundation Board of Directors; and,
8
9 **WHEREAS**, the Physicians Health Foundation Board of Directors oversees operations and management
10 of the Missouri Physicians Health Program (MPHP); and,
11
12 **WHEREAS**, the members of the Physician Health Foundation Board of Directors will be nominated by the
13 MSMA House of Delegates beginning in 2025; and,
14
15 **WHEREAS**, some of MSMA’s current policies are over 30 years old; and,
16
17 **WHEREAS**, MSMA needs mechanisms to review current policies for relevance and redundancy and
18 resolutions to ensure they fit within the association’s mission statement; and,
19
20 **WHEREAS**, membership enrollment and participation are extremely important issues related to the
21 association’s viability and influence; and,
22
23 **WHEREAS**, MSMA has convened an informal membership committee in the past, but has never had a
24 bylaws-created Membership Committee; and,
25
26 **WHEREAS**, the Past Presidents Committee was enacted by a Bylaws change in 2017 and has never met;
27 and,
28
29 **WHEREAS**, nonprofit organizations should update their bylaws in a timely fashion to ensure compliance
30 with federal and state law and current internal governance practices, and to ensure sound governance
31 policies are in place; and,
32
33 **WHEREAS**, this proposed Bylaws change does not require a change to the MSMA Constitution;
34 therefore, be it,
35
36 **RESOLVED**, that the MSMA Bylaws, Chapter VII, Section 1, be amended as follows:
37

38 **Chapter VII. Committees and Commissions**

39 Section 1. Standing Committees of the Missouri State Medical Association, the Chairs of which shall be
40 appointed by the Association President unless otherwise provided in these Bylaws, will be as follows:

- 41 • Executive Committee
- 42 • Committee on Constitution and Bylaws
- 43 • Committee on Publication
- 44 • Committee on Legislative Affairs
- 45 • ~~[Physicians Health Committee]~~
- 46 • **Policy Review Committee**
- 47 • **Membership Committee**
- 48 • Conflict of Interest Committee
- 49 • ~~[Past Presidents Committee]~~

50 The Executive Committee shall consist of the Association President, the Immediate Past President,
51 President-Elect, First Vice President, Secretary, Treasurer, Council Chair and Council Vice Chair. The
52 President of the Association shall be Chair of the Executive Committee. The Executive Committee shall
53 plan and execute such work as may be necessary for the welfare of the Association and the conduct of
54 the Executive Vice President's office between meetings of the Council, but shall be responsible at all
55 times to the Council.

56
57 The Committee on Constitution and Bylaws shall consist of five members named by the President and
58 shall propose such amendments to the Constitution and Bylaws as are deemed wise and expedient and
59 bring before the House of Delegates such amendments as it or other members of the Association may
60 present for consideration. The President shall appoint one member for one year, two members for two
61 years and two members for three years. As the term of each expires, a successor shall be appointed for
62 a term of three years.

63
64 The Committee on Publication shall consist of five members and be appointed annually by the Council
65 and shall be responsible for general publication and distribution policies of the Journal. The editor of the
66 Journal shall be designated by the Council and also shall serve as Chair of the Committee on Publication.
67 The Editor shall be empowered to nominate an Editorial Board, subject to approval by the Council. The
68 members of the Editorial Board will assist the Editor in soliciting, preparing and reviewing material for
69 publication in the Journal.

70
71 The Committee on Legislative Affairs shall consist of fifteen members of the Association, appointed
72 annually by the President, and five ex officio members. The ex officio members shall be the Association
73 President, First Vice-President, President-Elect, Council Chair, and Council Vice-Chair. The Committee
74 shall consider legislative proposals affecting health problems of the people of the state and the practice
75 of medicine and shall make recommendations to the Council and the House of Delegates as well as
76 directing staff activities in such matters.

77
78 ~~[The Physicians Health Committee shall consist of members of the Association appointed by the
79 President for a term of three years. The Physicians Health Committee shall plan and execute programs
80 of professional assistance for members of this Association who may require assistance to continue or
81 return to their professional activities.~~

82
83 ~~The Committee shall evaluate, maintain, or monitor the quality and utilization of health care services or
84 exercise any combination of such responsibilities of the members in this program.]~~

85
86 **The Policy Review Committee shall consist of five members of the Association, appointed by the
87 President for a term of three years. For the initial appointments, The President shall appoint one**

88 member for one year, two members for two years and two members for three years. As the term of
89 each expires, a successor shall be appointed for a term of three years. The Policy Review Committee
90 shall meet at least annually to review association policies that have been in place for ten years or
91 longer to ensure MSMA's policies remain relevant. The Committee must review each association
92 policy at least once every ten years. The Committee shall present its policy review recommendations
93 to the membership for approval. The Committee shall also review proposed policy resolutions to
94 ensure resolutions fall within the association's mission, are relevant to MSMA's areas of influence,
95 and avoid redundancy with current policies.

96
97 The Membership Committee shall consist of nine members of the Association. Seven active members
98 shall serve a term of three years. One medical student member shall serve a one-year term. One
99 resident physician member shall serve a one-year term. No district shall have more than two active
100 members on the Committee. For the initial appointments, The President shall appoint three members
101 for one year, three members for two years, and three members for three years. As the term of each
102 expires, a successor shall be appointed. The Membership Committee shall meet at least semiannually
103 to review membership data and trends, review and initiate membership programs, and review
104 membership marketing. The Membership Committee shall report to the MSMA Council. The Council
105 Chair shall be an ex-officio member of the Membership Committee.

106
107 The Conflict-of-Interest Committee shall consist of five members of the Association, appointed by the
108 President for a term of two years. The Committee shall monitor any reported conflicts of interest and
109 determine appropriate outcomes. The Committee shall make recommendations to Council for the
110 amendment of the Conflict-of-Interest Policy when appropriate to adhere to statutory and regulatory
111 law.

112
113 ~~[The Committee of Past Presidents shall consist of the MSMA Past Presidents who are members of the~~
114 ~~Association and who volunteer to serve on the Committee. The Committee shall provide the MSMA~~
115 ~~Council and House of Delegates with advice on such matters as may be necessary to advance the~~
116 ~~Association's mission and causes.]~~

Fiscal Note: None

Current Policy: