BYLAWS

Missouri State Medical Association Alliance

Revised Proposed March 2017

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)

ARTICLE II. PURPOSE
The purposes of the Alliance shall be:
- to assist in those programs of the Missouri State Medical Association that improve the health and quality of life for all people;
- to uphold the programs of the American Medical Association Alliance;
- to promote health education;
- to encourage participation of volunteers in activities that meet health needs;
- to support health-related charitable endeavors; and
- to coordinate and advise concerning the activities of the component Alliances of the state. (Hereinafter in these Bylaws component Alliance refers to county Alliance)

ARTICLE III. MEMBERSHIP

Section 1. Categories
A. Regular
   1. A regular member shall be any member of a physician or medical student couple, present or former, at least one of whom is a physician or medical student who is or was eligible to be a member of the AMA, or an individual physician or medical student who is eligible to be a member of the AMA.
B. Honorary
   Honorary membership shall be conferred by the Voting Body at the Annual Meeting, after recommendation by a three-fourths (3/4) vote of the Board of Directors, upon a person who has rendered long and significant service to the Alliance. These members shall be recorded in the annual directory of the Alliance.

Section 2. Rights and Privileges
A. All members shall be eligible to attend meetings, shall be represented by those registered regular members attending, and shall receive official publications.
B. Regular members shall be eligible to vote, to hold office and To attend the Annual Meeting.
C. Honorary members shall have all the rights and privileges held at the time honorary membership was conferred.
**Section 3. Dues**

A. Payment

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

B. Amount

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

C. Receipt

1. Each component Alliance shall collect and remit per capita dues payable to the state and national Alliances.
2. Dues shall be receivable by the state treasurer throughout the fiscal year.
3. Dues must be paid through the current fiscal year for the member to be in good standing.

**ARTICLE IV. FISCAL YEAR**

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

**ARTICLE VI. ANNUAL MEETING**

**Section 1. Definition**

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

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

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

**Section 3. Annual and Special MEETINGS**

Members of the MSMA Alliance shall meet annually at the time and place designated by the Board of Directors.

Notice of time, place, and purpose of the annual meeting, together with the slate of nominees for all offices and positions to be filled at such annual meeting pursuant to these bylaws, shall be personally given or mailed or electronically transmitted, and posted to the official website of the MSMA Alliance (“mailed” is defined throughout this document as: the United States mail, facsimile transmissions, and private mail carriers handling nationwide mail services; “electronic transmission” or “electronically transmitted” means any process of communication not directly involving the physical transfer of paper that is suitable for the retention, retrieval, and reproduction of information by the recipient) not less than thirty (30) days before the annual meeting.
Special meetings of the organization may be called by the president or upon written request of at least two-thirds (2/3) of the members of the Board of Directors, or at least twenty-five (25) percent of the voting members of the organization.

The purpose of such special meetings shall be stated with the written request. No business shall be transacted except that for which the meeting has been called. Notice of the time, place, and purpose of the meeting shall be given personally, mailed, or electronically transmitted to each member not more than thirty (30) days and not less than ten (10) days before the special meeting.

Section 4. Voting Procedures

A. Entitlement to Vote

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

B. Election of Officers

1. Officers shall be elected by a majority vote.
2. There shall be no nominations from the floor for officers.

C. Required Votes for All Other Matters

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

Section 5. Call

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

ARTICLE VII - OFFICERS

Section 1. Designations

A. Elected Officers

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

Section 2. Eligibility for Office, Election and Term

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

A. General Eligibility:

1. To be eligible for nomination as president-elect, a member shall have served on the Board of Directors for two (2) years.
2. To be eligible for nomination as secretary or treasurer, a member shall have served on the Board of Directors for one (1) year.

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

Section 5. Duties of Elected Officers

1. President

The president, who shall have the title of chair of the Board of Directors, and shall preside at all meetings of the Alliance and the Board of Directors. The president shall be responsible for seeing that the policies and directives of the membership and the actions of the Board of Directors are carried into effect, and for reporting to the members and to the Board of Directors on the conduct and management of the affairs of the MSMA Alliance. The president shall be an ex-officio member of all committees, except when nominating officers, and shall perform such other duties as are assigned by the Board of Directors or as prescribed elsewhere in these bylaws. The president may appoint advisors in consultation with the Board of Directors.

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

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

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

All officers shall conform to the Bylaws, the parliamentary authority of the MSMA Alliance, such other rules as the membership or Board of Directors shall adopt, the federal laws of the United States, and state laws of Missouri.
ARTICLE VII. NOMINATIONS, ELECTIONS, VACANCIES

Section 1. Nominations
The Nominating Committee shall be responsible for vetting candidates and slating the officers.

Section 2: Responsibilities:
The duties of the Nominating Committee shall be provided in the Procedures for Nomination.

The Nominating Committee shall present to the voting members at the Annual Meeting of the MSMA Alliance (or to members in good standing by mail or electronic means if the election is held prior to the Annual Meeting) a single slate of nominees for the Officers and a ballot for the Nominating Committee.

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

Section 3: Confidentiality:
All activities involving vetting nominees and slating officers shall be confidential to the extent allowed by applicable law.

Section 6: Vacancies
Any vacancies on the Nominating Committee may be filled by the president upon the recommendation of the Nominating Committee.

ARTICLE VIII, BOARD OF DIRECTORS

Section 1. Powers, Responsibilities, and Accountabilities
The business and affairs of the MSMA Alliance shall be governed by the Board of Directors except as may be otherwise provided in these bylaws.

Section 2. Composition
The Board of Directors shall be the President, President-elect, Immediate Past President, Secretary, Treasurer and elected Vice Presidents. The Chairmen of appointed Committees shall serve as a non-voting ex-officio members.

Section 3. Term of Office and Vacancies
Members of the Board of Directors, shall serve for a term of one (1) year, beginning at the close of the annual meeting at which they are elected or appointed, and expiring at the close of the next annual meeting.
In the event of a permanent vacancy occurring by death, resignation, or otherwise, in the office of president, the president-elect shall immediately become president and serve until the close of the next annual meeting. If the president-elect succeeds to the presidency nine (9) months or more prior to the following annual meeting, the registered voting members, at the following annual meeting, shall elect another eligible person as president prior to the election of the president-elect.

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

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

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

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

Section 4. Duties

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

Section 5. Regular Meetings

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

Section 6. Special Meetings

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

**Section 7. Quorum**

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

**ARTICLE XI. COMMITTEES**

**Section 1. Designation**

The committees of the MSMA Alliance shall be:

A. Standing Committees
   - The Standing Committee shall be the Finance Committee, the Governance Committee, and the Membership Committee.

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

C. Operating Committees
   - Operating Committees may be created by the President.

**Section 2: Appointments**

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

**Section 3. Composition**

A. The Governance Committee shall include the Immediate Past President, the Secretary, and three (3) to five (5) additional members, who are appointed by the president. The Governance Committee shall be responsible for organizational affairs.

   The Immediate Past President shall chair the section responsible for the slating of officers (Nominating Committee). The Secretary shall chair the section responsible for oversight of the governance documents (Bylaws).

B. The Finance Committee shall be chaired by the Treasurer or other Presidential designee and shall have two (2) to four (4) additional members appointed by the president in collaboration with the Treasurer.

C. The Membership Committee shall be chaired by a Vice President and may have three (3) to five (5) additional members. In addition, the President may appoint 1) a MSMA Alliance member, who is a member of a Resident Physician couple and/or 2) a member of a Medical Student couple to serve on the Member Committee.
D. Operating Committees and Task Forces shall be composed of a chair and at least two (2) additional members appointed by the President.

ARTICLE X. AMENDMENTS
These Bylaws may be amended at the Annual Meeting by two-thirds (2/3) of those eligible and voting, a quorum being present, provided that previous notice has been given to all members of the Board of Directors not less than one (1) month prior to said meeting, and a summary of the proposed amendments printed in the Call to the Annual Meeting or on the Alliance web site.

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

A. the fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote of consent sufficient for the purpose without counting the votes or consent of such interested board members, or

B. the contract or transaction is fair and reasonable as to the MSMA Alliance at the time it is authorized by the board of directors or a committee.

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

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