

ST. LOUIS METROPOLITAN MEDICAL SOCIETY

Proposed Amendments to Bylaws November 2023

(1.) Current

CHAPTER I. MEMBERS

Section 2. Honor Members.

The Council may, at its discretion, place Active Members who have rendered distinguished service to medicine or to the community on an “honor list” and such members shall be known as “Honor Members.” They shall enjoy all the privileges of Active membership. **This member category has been eliminated and no new members will be added after December 31, 2018. All Honor Members as of December 31, 2018 are “grandfathered” and their membership status does not change.**

Proposed Change:

Section 2. Honor Members

The Council may, at its discretion, place Active or Retired Members who have rendered distinguished service to medicine or to the community on an “honor list” and such members shall be known as “Honor Members.” They shall enjoy all the privileges of Active membership. Honor members will be named only by special action taken by the Council.

(2.) Current

Section 3. Life Members.

The Council may, after due investigation and at its discretion, place members in good standing on the list of Life Members who are disabled or withdrawn from active practice upon request to the Council. Life membership may also be granted to those members in good standing who are at least 70 years old **or have been Active Members of component medical societies** more than 35 years. Such members shall enjoy all the privileges of Active membership, except to vote and hold elective office. **This member category has been eliminated and no new members will be added after December 31, 2018. All Life Members as of December 31, 2018 are “grandfathered” and their membership status does not change.**

Proposed Change:

Section 3. Life Members.

The Council may, after due investigation and at its discretion, place members in good standing on the list of Life Members who are disabled or withdrawn from

active practice upon request to the Council. Life membership may also be granted to those members in good standing who are at least 70 years old **and have been continuous members of SLMMS** more than 35 years. Such members shall enjoy all the privileges of Active membership, except to vote and hold elective office. **Life Member status can only be granted by special action taken by the Council.**

(3.) Current

CHAPTER II. MEMBERSHIP

Section 1. Application Procedure.

Any person who desires to become a member of the Society must submit an application in writing or online on the regular form. The application must be accompanied by the dues as provided for in Chapter X, Section 1, **and a recent photograph.** Applications shall be verified and processed by the Medical Society staff, and the **Executive Vice President** shall report to the Council with recommendations. The Council shall then vote on the application and two-thirds of the votes cast shall be necessary to elect.

Proposed Change:

Section 1. Application Procedure.

Any person who desires to become a member of the Society must submit an application in writing or online on the regular form. The application must be accompanied by the dues as provided for in Chapter X, Section 1. Applications shall be verified and processed by the Medical Society staff, and the **Executive Director shall report to the Council with recommendations. The Council shall then vote on the application and two-thirds of the votes cast shall be necessary to elect.**

(4.) Current

Section 12. Delinquency.

Members in arrears for the current year shall, after March 31, forfeit the right to vote, to hold office, and to enjoy all benefits of the Society until the dues are paid in full for the current year. Any member in arrears shall be **dropped** from membership in the Society at a date corresponding to the final drop date of the Missouri State Medical Association. The Council may forgive the dues of a member for one year in case of prolonged illness or other serious cause.

Proposed Change:

Section 12. Delinquency.

Members in arrears for the current year shall, after March 31, forfeit the right to vote, to hold office, and to enjoy all benefits of the Society until the dues are paid in full for the current year. Any member in arrears shall be **suspended indefinitely from membership in the Society. The Council may forgive the dues of a member for one year in case of prolonged illness or other serious cause.**

(5.) Current

Section 13. Delinquency and Reinstatement.

Members **dropped** from the Society for nonpayment of dues shall be eligible for membership on the same terms and in like manner as original applicants, **but shall be required to pay all indebtedness to the Society.**

Proposed Change:

Section 13. Delinquency and Reinstatement.

Members **dropped or suspended from the Society for nonpayment of dues shall be eligible for membership on the same terms and in like manner as original applicants.**

(6.) Current

Section 14. Suspension and Reinstatement.

Action by the Council to suspend a member from the Society shall be for a time fixed by the Council and commence on the date of Council action. Suspension will nullify all benefits of Society membership. Suspended members may be reinstated to Active membership on application to the Council. **They shall be required to pay all indebtedness to the Society, bringing dues up-to-date to include the time period during which the member was suspended.**

Proposed Change:

Section 14. Suspension and Reinstatement.

Action by the Council to suspend a member from the Society shall be for a time fixed by the Council and commence on the date of Council action. Suspension will nullify all benefits of Society membership. Suspended members may be reinstated to Active membership on application to the Council.

(7.) Current

CHAPTER III. OFFICERS

Section 1. President.

The President succeeds to office in the year after **he has been elected and served** as President-Elect.

Proposed Change:

Section 1. President.

The President succeeds to office in the year **after being elected and serving as President-Elect.**

(8.) Current

Section 7. Reelection.

The President, **Vice President** and Councilors shall not succeed themselves in office, but in default of an election at the regular time, the Officers and Councilors shall perform their duties until successors have been installed.

Proposed Change:

Section 7. Reelection.

The President and Councilors shall not succeed themselves in office, but in default of an election at the regular time, the Officers and Councilors shall perform their duties until successors have been installed.

(9.) Current

CHAPTER IV. COUNCIL

Section 3. **Executive Vice President**

The Council shall be empowered to select an **Executive Vice President** and other personnel as may be necessary to assist the Council, who need not be members of the Society, each of whom shall perform duties as the Council may designate and receive compensation and serve for such periods and under such conditions as the Council may determine.

Proposed Change:

Section 3. **Executive Director**

The Council shall be empowered to select an **Executive Director and other personnel as may be necessary to assist the Council, who need not be members of the Society, each of whom shall perform duties as the Council may designate and receive compensation and serve for such periods and under such conditions as the Council may determine.**

(10.) Current

Section 6. Regular Meetings of the Council.

The Council shall hold a minimum of **nine (9) regular monthly** meetings within the calendar year. Due notice of the time and place of meetings shall be sent to each Council member **and published in the magazine.**

Proposed Change:

Section 6. Regular Meetings of the Council.

The Council shall hold a minimum of **five (5) regular** meetings within the calendar year. Due notice of the time and place of meetings shall be sent to each Council member **via email and published online.**

(11.) Current

**CHAPTER V. DELEGATES TO THE
MISSOURI STATE MEDICAL ASSOCIATION**

Section 2. Delegates by Virtue of Office.

The President, President-Elect and Secretary-Treasurer shall serve as Delegates to the Missouri State Medical Association by virtue of their office. Each year, one-half of the Delegates shall be elected for a two-year term at the annual election. A Delegate may succeed himself/herself. **Each year a full complement of Alternates shall be elected at the annual election for a term of one year.**

Proposed Change:

Section 2. Delegates by Virtue of Office.

The President, President-Elect and Secretary-Treasurer shall serve as Delegates to the Missouri State Medical Association by virtue of their office. Each year, one-half of the Delegates shall be elected for a two-year term at the annual election. A Delegate may succeed himself/herself.

(12.) Current

CHAPTER VI. MEETINGS OF THE SOCIETY

Section 1. Annual Meeting.

There shall be an Annual Meeting for all members held in **January** of each year at which the newly elected officers are installed.

Proposed Change:

Section 1. Annual Meeting.

There shall be an Annual Meeting for all members held in **January or February** of each year at which the newly elected officers are installed.

(13.) Current

CHAPTER VII. DUTIES OF OFFICERS

Section 4. Secretary-Treasurer.

The Secretary-Treasurer shall be responsible for minutes of the proceedings of the Society, serves as the chief recording and corresponding officer, as the formal custodian of the records, is responsible for supervising the collection and disbursement of all funds of the Society, and insures that deposits and accounts are provided for as required by the Council, although the day to day handling of such duties may be assigned to a paid designee(s) approved by the Council. With the **Executive Vice President** and the assistance of an independent Certified Public Accountant through the annual **audit**, the Secretary-Treasurer shall make an accounting of all Society funds each year, and to the Council on a regular basis. The Secretary-Treasurer shall be an ex officio member of the Council.

Proposed Change:

Section 4. Secretary-Treasurer.

The Secretary-Treasurer shall be responsible for minutes of the proceedings of the Society, serves as the chief recording and corresponding officer, as the formal custodian of the records, is responsible for supervising the collection and disbursement of all funds of the Society, and insures that deposits and accounts are provided for as required by the Council, although the day to day handling of such duties may be assigned to a paid designee(s) approved by the Council. With the **Executive Director and the assistance of an independent Certified Public Accountant through the annual **review of the financial statements**, the Secretary-Treasurer shall make an accounting of all Society funds each year, and to the Council on a regular basis. The Secretary-Treasurer shall be an ex officio member of the Council.**

(14.) Current

CHAPTER IX. COMMITTEES

Section 10. Publication Committee.

The Publication Committee shall consist of no less than seven members, with the **Executive Vice President** serving as one of the members and as the committee chair. At least two members shall be appointed annually by the President each year for a term of three years. The committee shall work with staff to review formal publications of the Society and to make and solicit contributions for the Society's official journal, *St. Louis Metropolitan Medicine*.

Proposed Change:

Section 10. Publication Committee.

The Publication Committee shall consist of no less than seven members, with the **Executive Director** serving as one of the members and as the committee chair. At least two members shall be appointed annually by the President each year for a term of three years. The committee shall work with staff to review formal publications of the Society and to make and solicit contributions for the Society's official journal, *St. Louis Metropolitan Medicine*.

(15.) Current

CHAPTER X. DUES AND ASSESSMENTS

Section 1. Dues.

The annual dues to this Society of the various classes of membership shall be fixed by the Council at any regular meeting. Any change of dues to the Society shall be announced to the membership in the next available issue of *St. Louis Metropolitan Medicine* (SLMM) and/or by mailing to all voting members at least fourteen business days prior to the meeting where such action shall be deliberated and taken. Approval of any increases or decreases shall be decided by a two-thirds majority of the Council.

Dues of new applicants elected to membership shall be prorated on a **quarterly** basis as determined by the Council. **The amount shall be determined by the date of receipt of the application.**

Dues are due and payable January 1 of each year. Members not paying by March 31 shall become delinquent.

Members serving actively with the Armed Forces of the United States shall not be subject to the payment of dues during their term of service if their permanent duty station is in excess of fifty miles from the St. Louis metropolitan area.

Proposed Change:

Section 1. Dues.

The annual dues to this Society of the various classes of membership shall be fixed by the Council at any regular meeting. Any change of dues to the Society shall be announced to the membership in the next available issue of *St. Louis Metropolitan Medicine* (SLMM) and/or by mailing to all voting members at least fourteen business days prior to the meeting where such action shall be deliberated and taken. Approval of any increases or decreases shall be decided by a two-thirds majority of the Council.

Dues of new applicants elected to membership shall be prorated on a **semi-annual basis as determined by the Council. The amount shall be determined by the date of receipt of the application. **Dues collected during the fourth quarter shall be applied to the following year.****

Dues are due and payable January 1 of each year. Members not paying by March 31 shall become delinquent.

Members serving actively with the Armed Forces of the United States shall not be subject to the payment of dues during their term of service if their permanent duty station is in excess of fifty miles from the St. Louis metropolitan area.

(16.) Current

CHAPTER XI. ELECTIONS

Section 1. Nominations.

A meeting of the Nominations Committee shall be held each year **in June** to prepare a slate of candidates for President Elect, Vice President, Secretary-Treasurer, Councilors, and Delegates **and Alternate Delegates** to the Missouri State Medical Association. This slate shall be presented to the membership during a general meeting in September at which time additional nominations may be offered by members. The specific dates of such meetings shall be determined annually by the Council.

The Committee makes the first nomination for each office, however, a second nomination may be made by the membership at the general meeting. The method for choosing the second nominee for any office shall be by majority vote of those present. Such nomination shall be made from the floor, provided that no name shall be presented unless it is known that the member proposed is willing and able to serve if elected.

Proposed Change:

Section 1. Nominations.

A meeting of the Nominations Committee shall be held each year **during the summer to prepare a slate of candidates for President Elect, Vice President, Secretary-Treasurer, Councilors, and Delegates to the Missouri State Medical Association. This slate shall be presented to the membership during a general meeting in September at which time additional nominations may be offered by members. The specific dates of such meetings shall be determined annually by the Council.**

The Committee makes the first nomination for each office, however, a second nomination may be made by the membership at the general meeting. The method for choosing the second nominee for any office shall be by majority vote of those present. Such nomination shall be made from the floor, provided that no name shall be presented unless it is known that the member proposed is willing and able to serve if elected.

(17.) Current

CHAPTER XIV. MISCELLANEOUS

Section 4. **Audit.**

A complete **audit** of the financial records of the Society shall be made each year by a Certified Public Accountant. This report shall be accompanied by a management letter reviewing the financial procedures and controls exercised by the Society.

Proposed Change:

Section 4. Annual Review of Finances.

A complete **annual review** of the financial records of the Society shall be made each year by a Certified Public Accountant. This report shall be accompanied by a management letter reviewing the financial procedures and controls exercised by the Society.

(18.) Current

Section 5. Annual Report.

An annual report shall be issued by the Council **to the membership and published in the *St. Louis Metropolitan Medicine***. This report shall contain at a minimum a summary of the results of the annual financial audit and a summary of the membership growth or loss during the most recent year. This report shall be **published in the earliest available issue of *SLMM*** that is practically possible after the results of the financial **audit** have been received by the Council.

Proposed Change:

Section 5. Annual Report.

An annual report shall be issued by the Council and **made available to the membership**. This report shall contain at a minimum a summary of the results of the annual financial audit and a summary of the membership growth or loss during the most recent year. This report shall be **made available as early as** practically possible after the results of the financial **review** have been received by the Council.

(19.) Current

Section 8. Stock Ownership.

In the event the Society owns or later acquires stock ownership in a for-profit corporation or the beneficial ownership of a not-for-profit corporation, the voting rights of the Society in such case shall be exercised by the Council. In the event the Society owns or later acquires more than 50% of the stock or a for-profit corporation, then Directors so elected shall be limited to the **Executive Vice President** of the Society and members of the Council.

Proposed Change:

Section 8. Stock Ownership.

In the event the Society owns or later acquires stock ownership in a for-profit corporation or the beneficial ownership of a not-for-profit corporation, the voting rights of the Society in such case shall be exercised by the Council. In the event the Society owns or later acquires more than 50% of the stock or a for-profit corporation, then Directors so elected shall be limited to the **Executive Director** of the Society and members of the Council.

ST. LOUIS SOCIETY FOR MEDICAL AND SCIENTIFIC EDUCATION

Proposed Amendments to Bylaws November 2023

(20.) Current

ARTICLE IV – BOARD OF TRUSTEES

Section 2. Composition. The Board shall consist of **eleven (11)** trustees, consisting of the current President, President Elect, Vice President, and Secretary-Treasurer, the immediately past President, and **six (6)** individuals elected by the Members as set forth herein.

Proposed Change:

Section 2. Composition. The Board shall consist of **seventeen (17)** trustees, consisting of the current President, President Elect, Vice President, and Secretary-Treasurer, the **immediate** past President, and **twelve (12)** individuals elected by the Members as set forth herein.

(21.) Current

Section 3. Election and Terms of Office. Except as otherwise provided herein, each trustee shall serve a term of three (3) years, and shall be elected pursuant to the official ballot of the Members. The terms of the trustees shall be staggered, such that except as otherwise set forth herein, **two (2)** trustees shall be elected by the Members each year. Trustees shall be elected from among the Councilors of SLMMS. There is no limit on the number of consecutive terms a trustee may serve on the Board. Trustees shall hold office and perform their duties until their successors have been duly elected. Trustees shall be installed into office at the annual meeting in January and take office immediately after such installation.

Notwithstanding the foregoing, at the Member election held immediately prior to the 2011 Annual Meeting of Members (“2011 Annual Meeting”), six (6) trustees shall be elected to serve terms beginning on the date of the 2011 Annual Meeting, two of which shall serve one (1) year terms, two of which shall serve two (2) year terms, and two of which shall serve three (3) year terms. At the 2011 Annual Meeting, the Society shall accept the resignations of all previously elected trustees, and the six (6) newly elected trustees shall each be installed. Following the expiration of the terms beginning with at the 2011 Annual Meeting, each subsequent trustee shall serve a term of three (3) years.

Proposed Change:

Section 3. Election and Terms of Office. Except as otherwise provided herein, each trustee shall serve a term of three (3) years, and shall be elected pursuant to the official ballot of the Members. The terms of the trustees shall be staggered, such that except as otherwise set forth herein, **four (4)** trustees shall be elected by the Members each year. Trustees shall be elected from among the Councilors of SLMMS. There is no limit on the number of consecutive terms a trustee may serve on the Board. Trustees shall hold office and perform their duties until their successors have been duly elected. Trustees shall be installed into office at the annual meeting in January and take office immediately after such installation.

(22.) Current

ARTICLE VIII. MISCELLANEOUS

Section 5. Audit. An **audit** of the financial records of the Society shall be made each year by a Certified Public Accountant selected by the Board. The **audit** report shall be accompanied by a management letter reviewing the financial procedures and controls exercised by the Society.

Proposed Change:

Section 5. Audit. An **annual review** of the financial records of the Society shall be made each year by a Certified Public Accountant selected by the Board. The **review** report shall be accompanied by a management letter reviewing the financial procedures and controls exercised by the Society.

(23.) Current

Section 6. Annual Report. An annual report shall be **issued by the Board to the current membership and published in the *St. Louis Metropolitan Medicine***. This report shall contain at a minimum a summary of the results of the annual financial **audit** and a summary of contributions and expenditures during the applicable year. This report shall be **published in the earliest available issue of *SLMM* following the release to the Board of the Society's applicable financial audit.**

Proposed Change:

Section 6. Annual Report. An annual report shall be **approved by the Board and made available to the current membership**. This report shall contain at a minimum a summary of the results of the annual financial **review** and a summary of contributions and expenditures during the applicable year. **This report shall be made available as soon as possible following the release to the Board the results of the Society's applicable financial review.**