

Greater Kansas City Medical Society

By-Laws

ARTICLE I - NAME AND PURPOSES

Section 1 - Name

The name of this organization is the *Greater Kansas City Medical Society, Inc.*, hereinafter referred to as the *Society*. The *Society* is a mutual benefit (non profit) corporation within the meaning of the Kansas statues on corporations.

Section 2 - Purposes

The purposes of the *Society* include: 1) to serve as a collective advocate and support entity for the medical profession, particularly in Kansas and Missouri; 2) to serve as an advocate and support entity for the improvement of medical and health care for patient populations, especially for minority populations in Kansas and Missouri; 3) to foster collegiality among physicians and other health professionals, particularly in Kansas and Missouri; 4) to develop, launch and successfully maintain appropriate corporate vehicles for carrying out the mission and vision of the *Society*, and 5) to provide mentorship for under-represented minorities interested in medical careers.

ARTICLE II - MEMBERSHIP

Section 1 - Membership Qualifications

Each applicant, to whatever class of membership, shall be of good moral and professional character and must subscribe to the *Principles of Medical Ethics* of the American Medical Association and of the National Medical Association and to such as may, from time to time, be adopted by this *Society*, the AMA and the NMA; and shall recognize the authorized officers and judicial bodies of the *Society* as the proper authorities to interpret any doubtful points of ethics. The said physician or health care professional shall meet all requirements established by the Board of Directors as necessary for the attainment of any class of membership.

Membership shall not, however, be denied or abridged on account of gender, color, creed, race, religion, ethnic origin, age, disability or sexual orientation.

The term "physician" whenever used in these Bylaws includes both doctors of medicine and doctors of osteopathy.

Section 2 - Membership Classifications, Privileges and Dues

(A) Regular Active

To be eligible for election to regular active membership, an applicant must hold an unrevoked and unsuspended physician's and surgeon's certificate/license issued by the Board of Healing Arts in the State of Kansas or the Board of Registration and Healing Arts in the State of Missouri, which license/certificate shall not be subject to any conditions of probation or be held by a physician or surgeon practicing medicine on a federal enclave. Said applicant physician must reside or practice in the state of Kansas or Missouri. The applicant must be of good moral professional character.

Regular Active members are entitled to vote, to hold office, to serve as chairpersons or vice chairpersons on Standing, Ad Hoc and Special Committees, to serve on any committee as so appointed, and shall have the right to and shall be entitled to any distribution of property of the Society, should said distribution be approved by the Board of Directors and occur at the time of their membership. They shall pay dues as prescribed by the Board of Directors.

(B) Resident Physician Active

Any physician serving an approved internship, residency, or fellowship in the state of Kansas or Missouri whose qualifications are otherwise acceptable to the Board of Directors of the *Society* shall be eligible for Resident Physician Active membership. The term of such membership shall be so long as said physician is appointed as an intern, resident or fellow in Kansas or Missouri.

Resident Active members are entitled to vote, to hold office, to serve as chairpersons or vice chairpersons on Standing, Ad Hoc and Special Committees, to serve on any committee as so appointed, and shall have the right to and shall be entitled to any distribution of property of the Society, should said distribution be approved by the Board of Directors and occur at the time of their membership. They shall pay dues as prescribed by the Board of Directors.

(C) Medical Student Active

Students duly enrolled at any accredited school of medicine located in the state of Kansas or Missouri shall be eligible for Medical Student Active membership. The term of such membership shall be only so long as said member is enrolled in an accredited school of medicine located in Kansas or Missouri, and said membership shall terminate by its own terms and without further act of this *Society* in the event that said enrollment is terminated, whether on account of graduation or for any other reason.

Medical Student Active members shall not be entitled to vote or hold office or to serve as chairpersons or vice chairpersons of Standing Committees. They shall be allowed to serve as chairpersons of Ad Hoc committees. They shall be allowed to serve on committees as so appointed. They shall not have any right or title to any property of the *Society* and shall pay dues as prescribed by the Board of Directors.

(D) Associate Membership

To be eligible for election to an Associate membership, an applicant must hold the degree of Doctor of Medicine or Doctor of Osteopathy, or the equivalent, and must possess all the qualifications necessary for regular active membership except the applicant must hold an un-revoked and unsuspended license to practice medicine from another state, and must not hold a Kansas or Missouri license to practice medicine. Associate membership status shall be granted at the discretion of the Society.

Associate members shall be eligible to vote, but shall not be entitled to hold office or serve as a chairperson of a Standing Committee. They shall be allowed to serve as chairperson or vice chairperson of an Ad Hoc Committee and to serve on any committee as so appointed. They shall not have a right or be entitled to any property of the Society. They shall pay dues as prescribed by the Board of Directors.

(E) Multiple Membership

Any physician who is a member in good standing of a Kansas or Missouri medical society other than the Greater Kansas City Medical Society shall be eligible to apply for Multiple Membership status in the Society. Eligibility to become and remain a Multiple Membership member shall be solely within the discretion of the Board. Multiple Membership shall automatically terminate upon such member's ceasing to be a member in another Kansas or Missouri medical society other than the Greater Kansas City Medical Society.

Multiple membership members shall be eligible to vote, but shall not be entitled to hold office or serve as chairperson or vice chairperson of a Standing Committee. They shall be allowed to serve as chairperson or vice chairperson of an Ad Hoc Committee and to serve on any committee as so appointed. They shall not have a right or be entitled to any property of the Society. They shall pay dues as prescribed by the Board of Directors.

(F) Retired Membership

A physician who has formally announced his/her retirement from practicing medicine on a full-time basis in accordance to traditional work schedules for most physicians, regardless of whether said physician has or has not surrendered his/her license or has or has not obtained a license fee waiver from the Board of Healing Arts in the State of Kansas or the Board of Registration and Healing Arts in the State of Missouri, shall be eligible for a Retired membership. Upon resumption of the full time practice of medicine by any retired member, the Chairman of the Membership and Credentials Committee and the Secretary and Treasurer of the Board of the Society shall transfer such member from the retired classification to the active classification.

Retired members shall be entitled to vote and to hold office and to serve as chairperson or vice chairperson of Standing Committees, Ad Hoc Committees and Special Committees; and to serve on any committee to which they are duly appointed.

If a retired member, prior to his/her retirement, has been a member of the Greater Kansas Medical Society or had been a "member in good standing" of the Kansas City Medical Society or the Kaw Valley Medical Society for five (5) years or more prior to retirement, he/she shall have a right to and be entitled to any property of the Society, should said property distribution be approved by the Board of Directors and occur at the time of his/her status of retired member.

Retired members shall be required to pay dues in an amount two-fifths (40%) of the total dues paid by Regular Active members as prescribed by the Board of Directors. On the recommendation of the Membership & Credentials Committee and with a vote of fifty-one percent (51 %) of the Board of Directors, the Society may, at its discretion, waive the dues for a retired member.

(G) Probationary Membership

Except as otherwise prescribed in the Bylaws of the Society, to be eligible for probationary membership, a member must remain eligible for active membership, except that the member's physicians and surgeon's certificate/license is subject to conditions of probation imposed by the Board of Healing Arts in the state of Kansas or the Board of Registration and Healing Arts in the state of Missouri.

For the duration of the probation imposed by the Board of Healing Arts in the state of Kansas or the Board of Registration and Healing Arts in the state of Missouri, a Probationary Membership member shall not be eligible to vote, to hold office, to serve as chairperson or vice chairperson of a Standing, Ad Hoc or Special Committee; or be appointed to serve on any committee. The Probationary Membership shall pay dues as prescribed by the Board of Directors.

At the end of the probationary condition imposed by the Board of Healing Arts in the state of Kansas or the Board of Registration and Healing Arts in the state of Missouri, a Probationary Membership holder may appeal his/her status by submitting a request in writing to the Judicial Council, chaired by the Parliamentarian, asking that he/she convene a special session of the Judicial Council to hear his/her appeal to be elevated to another membership classification.

The Judicial Council's ruling shall be final, save for one allowable appeal by the Probationary Membership member to the Society's Board of Directors; in which case the Probationary Membership member shall make that appeal in writing as a petition endorsed by at least five (5) Active Members.

(H) Honorary Membership

A physician, elected official, philanthropist, civic leader, community activist or health professional who especially distinguishes himself or herself by services or achievements as a doctor of medicine, or an individual who has especially distinguished himself or herself by services rendered or achievements attained in the field of public health or in research or in any other work contributing to the uplifting of the art and science of medicine or the delivery of health care services to patients, may be elected to Honorary membership. Honorary members must be proposed in writing by at least four Active members to the Membership & Credentials Committee. The Membership & Credentials Committee shall submit the name and portfolio of the proposed candidate to the Board of Directors whose simple majority vote shall confirm the conference of Honorary Membership status upon the candidate.

Honorary members shall not be entitled to vote or to hold office or to have any right or title to any property of the Society, and shall not be required to pay dues.

(I) Emeritus Membership

Emeritus membership shall be reserved for retired members who especially distinguish themselves in their service to the Society and to the uplifting of the art and science of medicine and/or health care and shall, upon confirmation by a two-thirds vote of the Board of Directors, be entitled to be referred to as Emeritus, i.e. Treasurer Emeritus, President Emeritus, et cetera. Names of candidates for the Emeritus Membership status shall be submitted to the Membership and Credentials Committee which shall present the candidate's information and portfolio to the Board.

Emeritus members shall be entitled to vote and to have a right or title to any property of the Society. Emeritus members shall not have a right to hold office, but shall be ex-officio members of all Standing and Ad Hoc Committees. They shall not be required to pay dues.

(J) Adjunctive Membership

Health professionals other than doctors of medicine and doctors of osteopathy shall be eligible for Adjunctive Membership. Doctors of Dentistry, Doctors of Podiatry, Doctors of Pharmacy, Doctors of Naturopathy, Psychologist Ph.D.s, et cetera who are licensed to practice in the state of Kansas or Missouri and who are engaged in the delivery of health care services to persons in Kansas or Missouri may apply to hold Adjunctive Membership in the Society.

Adjunctive members shall be allowed to vote, but shall not be eligible to hold elective office or to serve as chairperson or vice chairperson of Standing Committees; but shall be allowed to serve as members of all committees as duly appointed. They shall be allowed to be appointed chairpersons or vice chairpersons of Ad Hoc Committees. Adjunctive members shall not be entitled to any property of the Society. They shall be required to pay dues as prescribed by the Board of Directors of the Society.

(K) Leave of Absence Members

Leave of Absence members shall not be entitled to vote or hold office or to be appointed chairperson or vice chairperson of any Standing, Ad Hoc or Special Committee. They shall not have any right or be entitled to any property of the Society and shall be required to pay dues as prescribed by the Board of Directors. The Leave of Absence membership shall be conferred at the discretion of the Board of Directors. A member seeking the Leave of Absence membership status must submit a request in writing to the Chairperson of the Membership and Credentials Committee who shall review and process the request and subsequently forward his/her recommendation to the Society's Board.

Section 3 - Procedure for Admission

(A) Application

Application for membership shall be made in accordance with the rules and regulations in effect at the time of application. The application shall be received and processed by the Membership and Credentials Committee. The Membership and Credentials Committee shall conduct an investigation of the qualifications of the applicant in accordance with the "Membership Committee Guidelines" and upon completion of the investigation shall present its recommendation to the Board Directors.

Each and every applicant is deemed to agree that if elected to membership, the applicant will be bound by the Articles of Incorporation and the Bylaws of the Society and by the *Principles of Medical Ethics* of the American Medical Association and the National Medical Association.

(B) Election

After satisfactory credentials have been received, application requirements met, and recommendations made by the Membership and Credentials Committee, the Board of Directors may elect an applicant to full membership by an affirmative vote of fifty-one percent (51 %) of the Board of Directors present.

(C) Termination of Application

Applicant status shall automatically terminate if the applicant fails to complete the application requirements and/or fails to be approved for membership in the Society within twelve (12) months after application is received. An applicant may, however, re-apply for membership by completing a new application and submitting the appropriate application fee, if any, at least twenty-four (24) months from the date of the most recent application.

No further application shall be considered from such applicant until the expiration of twenty four (24) months from the date of the most recent application. If a rejected applicant does re-file as provided for in this section, such physician shall receive none of the benefits or privileges normally accorded applicants until the application is favorably acted upon by the Board.

During the investigation and vetting of an applicant's portfolio by the Membership and Credentials Committee, the Chairperson of said committee may, at his/her discretion, extend a courtesy to the applicant by allowing him/her to attend certain general membership meetings, pending the determination and recommendation of the Membership and Credentials Committee, subject to the final approval of the Society's Board of Directors.

(D) Appeals

Appeals shall be processed as provided in the National Medical Association Bylaws and in accordance with the Bylaws of this Society.

Section 4 - Membership in Good Standing

Membership shall become effective and a member shall be in "good standing," unless otherwise disqualified, upon payment of dues as prescribed by the Board of Directors of the Society.

Section 5 - Change of Membership Classification

When a member no longer meets the requirements of the membership status to which he/she has been elected, it shall be mandatory that he/she seek a change in membership classification. The applicant shall state the facts of his/her change of status to the Membership and Credentials Committee in writing within ninety days of such change of status. After review and recommendations are made by the Membership and Credentials Committee, the Board of Directors may grant a change in membership classification by an affirmative vote of two-thirds of the Board of Directors present.

Any applicant for a change of membership classification whose request is denied by the Board of Directors shall be eligible to re-apply for change one (1) year from the date of such denial. The Board of Directors may at its discretion initiate proceedings designed to clarify the appropriate status of any member.

Section 6 - Transfer to Other Component Societies

Any member in good standing, against whom no charges are pending, wishing to be transferred to another component Medical Society with the state of Kansas or Missouri shall be granted a transfer certificate accompanied by a "Letter of Standing" from the Society, without cost, subject to the provisions of the Constitution and Bylaws of the National Medical Association and in accordance with the Bylaws of this Society.

Section 7 Termination of Membership

(A) Resignation

Any member in good standing may resign by filing with the Chairman of the Membership and Credentials Committee or the Secretary of the Board of Directors a written resignation statement which will be accepted by the Board of Directors only after all indebtedness of said member to the Society has been paid, up to the date of filing the statement of resignation. Reinstatement of membership shall be as in accordance with the Bylaws, Article II, Section 8.

(B) Automatic Termination for Failure to Pay Dues

Membership in the Society shall terminate automatically if dues or any other indebtedness owed to this Society remain unpaid one hundred twenty (120) days after any becomes due. For good cause shown by the member prior to termination, the Board may continue membership on such terms as the Board establishes. The *Society*, through its Board Treasurer and Finance Committee, shall make reasonable efforts to provide written notification to any member whose membership is due to lapse for nonpayment or indebtedness.

(C) Automatic Termination, Suspension or Probation Based on Expiration, Cancellation Or Disciplinary Action By the Kansas or Missouri State Licensing Boards

Whenever a member's license to practice medicine and surgery in the State of Missouri or Kansas expires, is cancelled or is revoked, membership in the Society shall be immediately and automatically terminated as of the date that the action by the Board of Healing Arts becomes effective.

Upon receipt of a copy of the Kansas Board of Healing Arts' or the Missouri Board of Registration and Healing Arts' notice that a member of the Society has been placed on probation for a stated period of time, or that a member's license has been suspended or surrendered to a court on order of a judge, the member's membership shall immediately and automatically be terminated, suspended or placed on probation as provided by the Bylaws of the National Medical Association and Article II, Section 2 (H) of these Bylaws.

(D) Censure, Probation, Suspension or Termination of Membership

The Society, for good cause, may expel, suspend, place on probation or otherwise censure any member in accordance with the Bylaws of the National Medical Association. Good cause warranting adverse action shall include: 1) being adjudged guilty of a criminal offense involving moral turpitude; 2) being adjudged guilty by this Society in accordance with procedural requirements of the Bylaws of the National Medical Association of gross misconduct as a physician or a surgeon; 3) violation of any of the provisions of these Bylaws, 4) violation of any of the Principles of Medical Ethics promulgated from time to time by the National Medical Association; or 5) failure to comply with a request by, cooperate with or appear before any Standing Committee or Ad Hoc Committee or the Board of Directors after reasonable notice.

Section 8 - Reinstatement

Any previous member (all categories except Emeritus) who has been terminated for any reason may be reinstated by a two-thirds affirmative vote of the Board of Directors followed by payment of current dues. A former member shall make application for membership in the same manner as a new member. All dues and assessments owing the Society at the time of the loss of membership must be paid prior to reinstatement.

ARTICLE III - FISCAL POLICIES AND DUES

Section 1 • Fiscal Year

The fiscal year of the Society shall be October 1 to September 30.

Section 2 - Annual Dues

(A) Assessment of Dues

Funds shall be raised by annual per capita assessment of dues upon members of the Society.

(B) Fixing of Dues

The annual dues of the Society shall be established by the Board of Directors each year.

C) Amount of Dues

The annual dues for each member shall be dues solely for the Society as prescribed by the Board of Directors of the Society.

(D) Payment of Dues

Society's annual dues shall be due and payable on September 1 of each year and must be paid on or before December 31 of that same year. Dues shall become delinquent on January 1 of the succeeding year. The Society shall not collect or receive dues for the American Medical Association, National Medical Association, Kansas Medical Society, Missouri State Medical Association or the Mound City Medical Forum.

Each member of the Society must provide to the Treasurer of the Board and the Finance Committee the specific name, address, city, state and zip code of the entity or person to whom either a "Notice of Dues" or an "Invoice" for payment of dues is to be sent. Members may specify whether they wish to have their dues notices sent to their offices or residences or to a corporate administrator for their practice or place of employment.

(E) Reduction, Deferment or Waiver

In the event that payment of dues would create a severe hardship for a member, the Board of Directors of this Society may, at the member's written request and the Board's discretion, defer, reduce, or waive the payment of dues of this Society for a time specified.

Section 3 - Application Fee

The levying of an application fee for any class or classes of membership may be established by a majority vote of the Board of Directors present at any meeting of the Board. Application fees, should said fees be established, shall be due and payable upon the date of the application for membership to this Society.

Section 4 - Special Assessments

The levying of special assessments may be undertaken with a majority recommendation of the Treasurer and Finance Committee to the Board of Directors of this Society who must approve said recommendation by a two-thirds vote of the Board members present, which shall then be followed by a ratification of the general membership by a vote of fifty-one percent (51%).

Section 5 - Accounts and Audits

The financial books and accounts of the Society shall be kept in accordance with sound accounting practices and shall be either reviewed or audited bi-annually by an independent certified public accountant. The Board of Directors shall make its decision to review or audit the accounts no later than the last regular meeting of the Board in a given fiscal year. The audited or reviewed financial report shall be available to each member of the Society upon written request to the Executive Director or the Treasurer of the Board.

Section 6 - Surety Bonds

At the discretion of the Board of Directors of this Society, the Society shall require and maintain surety bonds for the President and Treasurer of the Board, executive and administrative employees, accountants, legal advisers, consultants and/or agents of the Society. The Society shall underwrite the costs for the surety bonds for each individual, at its discretion.

Section 7 - Other Income

Nothing in these Bylaws shall be so construed as to imply that membership dues and/or special assessments shall be the only sources of income for this Society.

ARTICLE IV - GENERAL MEMBERSHIP MEETINGS

Section 1 - Meetings

(A) Annual Meeting

The Society shall hold an Annual Meeting each year for the purpose of conducting specific business required by these Bylaws and electing officers. Notice of the time and place of the meeting shall be given to members in sufficient time prior to the meeting.

(B) Regular Meetings

The Society shall hold a regular meeting of the general membership every other month for the purpose of conducting ongoing business of the Society as required by these Bylaws. The general membership shall be notified of the date, time and place of the meetings, and shall be given sufficient notification as to allow the maximum to attend.

Inasmuch as the *Annual Convention and Scientific Symposia* of the National Medical Association is most often held during the month of August, the regular meeting of the *Society* shall be waived for the month of August.

(C) Regular Board of Directors Meetings

The Society's Board of Directors shall hold a meeting once each month for the purpose of conducting the ongoing and special business of the Society as required by these Bylaws. The Board members shall be notified of the date, time and place of the Board meetings, and shall be given sufficient notification as to allow the maximum to attend.

Section 2 - Special Meetings

Special Meetings may be called at the discretion of the President of the Board of Directors upon written request of fifteen (15) voting members of the Society. Only the business stated in the notice shall be transacted.

Section 3 - Standing Committee Meetings

A meeting for each Standing Committee shall be held each month as required by these Bylaws. The chairperson of each Standing Committee shall set the date, time and place of the meeting. The meeting, at the discretion of the chairperson, may be held face-to-face, via tele-conferencing or by online Internet communications.

Section 4 - Executive Committee Meetings

Executive Committee meetings shall be held from time to time as prompted and required by Society business or issues sufficiently urgent as to warrant the convening of the Executive Committee. At the President's discretion, the meeting may be held face-to-face, via tele-conferencing or by online Internet communications. The President shall set the date, time and place, if required, and notify the members of the Executive Board in sufficient time as to allow the maximum to attend.

Section 5 - Ad Hoc Committee Meetings

The Chairperson of an Ad Hoc Committee, as duly appointed by the President to undertake and address a specific initiative or responsibility, shall convene the meetings of said Ad Hoc Committee in a manner, frequency and timeliness as to sufficiently fulfill the charge put to the Ad Hoc Committee. At the chairperson's discretion, the Ad Hoc Committee meetings may be held face-to-face, via tele-conferencing or by online Internet communications.

Section 6 - Quorum

(A) Regular General Membership Meetings

A quorum for any meeting of the general membership of this Society shall be ten percent (10%) of the voting members.

(B) Regular Board of Directors Meetings

A quorum for any of the regular Board of Directors meetings shall be fifty (50%) of the members of the Board of Directors.

(C) Special Meetings

A quorum for any Special Meeting, shall be ten (10%) of the eligible voting members of the Society's general membership.

(D) Standing Committee Meetings

A quorum for all Standing Committee Meetings shall be fifty (50) percent of the committee's membership.

(E) Executive Committee Meetings

A quorum of all Executive Committee meetings shall be at least sixty (60) percent of the committee's membership.

Section 7 - Voting

Unless otherwise specified in these Bylaws, a simple majority vote shall decide all questions. If a quorum is not present at any regular or special meeting of the Society or upon discretion of the Board of Directors, a written ballot on any item of business may be sent to the voting members. The ballots may be sent by U.S. Mail or, at the discretion of the President and Secretary of the Board of Directors, may be sent via facsimile or electronic mail. Regardless of the number of ballots so returned, a simple majority vote shall decide all questions.

Every member of the Society is bound by the strictest ethical considerations when voting. Every member shall refrain from voting on any issue, which might affect that person individually, or any other organization in which that person is a member or has an interest.

ARTICLE V - OFFICERS

Section 1 - Personnel

The officers shall be the President, President-Elect, Immediate Past President, Vice President, Secretary, Treasurer and Parliamentarian.

Section 2 - Nominations

The Nominating Committee shall present the names of candidates for each office to be filled after validating each candidate's eligibility. The slate shall be sent to each voting member of the Society prior to the Annual Meeting. The Chairperson and Vice Chairperson of the Nominating Committee Meeting shall coordinate with the Board Secretary and Communications Committee to accomplish the "sending of the ballot" to each voting member. The requests and preferences of voting members as to which "address" (office or residential) and by which medium (U.S. Mail, Facsimile or Electronic Mail) their ballot is to be forwarded shall be accommodated, if at all possible. The ballot may contain names of more than one candidate vying for the same office. Additional nominations, with the consent of the nominees, may be made from the floor by eligible voting members at the Annual Meeting.

Section 3 - Election

Officers shall be elected by a written ballot or show of hands at the Annual Meeting or sent within ten days prior to the Annual Meeting. They shall assume office on the first day of October. If only one candidate is nominated for an office to be filled, the presiding officer shall declare such a candidate elected.

Section 4 - Duties and Term

(A) President

The president shall be the chief executive officer and spokesperson of the Society, and shall preside at the Society's Annual Meeting, its Board of Directors meetings, its Executive Board Meetings, its Special Call meetings and its regular monthly meetings. The President shall appoint all chairpersons of the Standing Committees and any Ad Hoc and Special Committee chairpersons, as required, from time to time. The President shall appoint the chairpersons of all committees not otherwise provided for in these Bylaws and shall be an ex-officio member of all committees, except for the Judicial Council and the Nominating Committee. The President is elected as President-Elect and is in that position for one year, succeeds to the Presidency for the term of one year, and then succeeds to Immediate Past-President in which he/she serves for one year. The president may appoint eligible active members to any of the Standing, Ad Hoc or Special Committees. The President shall prepare and present a report to the general membership at the Annual Meeting; said report shall be included in the Annual Report. The President shall be responsible for preparing the agenda for all meetings except the Nominating Committee and the Judicial Council. The agenda for the general membership meetings shall include the opportunity to address "old business" and "new business," as well as announcements from the general membership. The president shall be bonded.

(B) President-Elect

The President-Elect shall assist the President in the discharge of his or her duties, and, in the absence of the President, shall preside. The term of office is one year.

(C) Immediate Past-President

The Immediate Past-President or most recent Past-President, who is still a voting member, shall be the chair of the Nominating Committee. The Immediate Past-President shall appoint a Vice Chairperson to the Nominating Committee and eligible members to said committee in order to carry out the duties of his/her office. The term of office is one year.

(D) Vice President

The Vice President shall be the Chairperson of the Programs Coordinating Committee and shall appoint a Vice Chairperson and eligible members to said committee in order to carry out the duties of his/her office. The Vice President shall be responsible for coordinating efforts of the Society's on-going programs and perennial or annual events. He/she shall prepare and issue a report to the Board of Directors at the Annual Meeting.

(E) Secretary

The Secretary shall be responsible for overseeing the recording, keeping and reporting of all of the Society's minutes generated from its Annual Meeting, its Board of Directors meetings, its Executive Committee meetings, its Special Committee meetings and its general membership meetings. The Secretary shall be responsible for maintaining and producing, upon an appropriate request from members of the Board of Directors, Standing Committee Chairpersons and/or Ad Hoc Committee Chairpersons, any correspondence, reports, and/or records attendant to the official business of the Society. The Secretary shall be the Chairperson of the Communications Committee and shall appoint a Vice Chairperson and eligible members to said committee in order to carry out the duties of his/her office. The Secretary shall give a report of the minutes at each meeting and shall supervise the production of the non-financial portion of the Annual Report. He/she shall prepare and maintain a current mailing list, complete with addresses, telephone numbers, E-mail addresses, facsimile numbers, and home telephone numbers of all classifications of members and shall ascertain the preference of each as to where and/or how their meeting notices shall be forwarded. The Secretary and the Communications Committee shall forward meeting notices and other correspondence to the membership in a timely manner; and shall update or correct obsolete or incorrect address or telephone information regarding the individual members.

(F) Treasurer

The Treasurer shall be responsible for the accounting and safeguarding of dues and funds belonging to the Society and for the disbursement of funds for appropriate expenses and accounts payables. The Treasurer shall be the Chairperson of the Finance Committee to which he shall appoint a Vice Chairperson and eligible members to said committee in order to carry out the duties of his /her office. The Treasurer shall be responsible for insuring the filing each year of all financial returns, tax statements and required documents with the state and federal authorities. The Treasurer shall supervise the production of the financial component of the Annual Report.

He/she shall be responsible for preparing the "notices of dues" or "invoices for dues" for all members and coordinate the mailing of said notices in a timely manner. The Treasurer shall maintain records of dues paid and dues owing by each classification of member, and shall report such information from time to time at regular Board meetings. The Treasurer shall prepare and give a summary of income and disbursements at each regular meeting. The Treasurer shall be bonded.

(G) Parliamentarian

The Parliamentarian shall be responsible for the orchestration of the conduct of business at each Board meeting and each regular meeting. He/she shall serve as the Chairman of the Rules Committee and shall appoint a Vice Chairperson and eligible members to said committee in order to carry out the duties of his/her office. The Parliamentarian shall be thoroughly familiar with Sturgis' Rules of Order and the Society's Bylaws and shall maintain a copy of Sturgis' Rules of Order and the Society's Bylaws at the Annual Meeting, Board of Directors meetings and general membership meetings. The Parliamentarian shall serve as Chairperson of the Judicial Council, whenever it is convened; to hear appeals as specified in these Bylaws Article VI, Section 7, and Article IX.

Section 5-Vacancies

(A) President

If the office of President becomes vacant, the President-Elect shall succeed to the Presidency for the un-expired term and for one year thereafter.

(B) President-Elect

If the Office of President-Elect becomes vacant, the Vice President shall succeed to the position of interim President-Elect for the un-expired term. At the next regular elections, a President, President-Elect and Vice-President shall be elected.

(C) Secretary or Treasurer

If the office of Secretary or of Treasurer becomes vacant, the Board of Directors shall appoint a replacement to serve the un-expired term.

(D) Immediate Past-President

If the office of Immediate Past-President becomes vacant, the most recent Past-President, still a voting member, shall serve the un-expired term.

ARTICLE VI-BOARD OF DIRECTORS

Section 1-Personnel and Term

The Board of Directors shall consist of fifteen (15) members including the President, President-Elect, Immediate Past-President, Vice President, Secretary, Treasurer and Parliamentarian, plus the Chairperson of each Standing Committee. The composition of the Board of Directors shall be representative of the Society's membership. The term of office shall be one year.

Unless otherwise determined, each Board Member shall be allowed to serve five (5) consecutive years in a position, if successfully elected to each consecutive term.

Section 2-Nominations and Election

Nominations and election shall be as in the Bylaws, Article V, Section 2 and 3.

Section 3-Authority

The Board of Directors shall be the governing body of the Society and shall have all the powers granted to boards of directors of non-profit corporations as provided for by the laws of the State of Kansas, except as they may be reduced by these Bylaws.

Section 4-Meetings

The Board of Directors shall hold regular meetings at time and places as the Board may designate. Special meetings of the Board may be called by the President or upon the request of three (3) members of the Board of Directors. Due notice of the time and place of said meetings shall be given to each Director.

Section 5-Quorum and Voting

Eight (8) members of the Board of Directors shall constitute a quorum and a simple majority vote shall decide all questions, unless otherwise specified in the Bylaws.

Each member of the Board of Directors is bound by the strictest ethical considerations whenever voting as a member of the Board of Directors. Said Director shall refrain from voting on any issue, which might affect that person individually, or another organization in which that person is a member or has an interest. On his/her honor, he/she shall recuse himself/herself in such instances.

Section 6-Duties

The Board of Directors shall be the legislative body of the Society and shall conduct all business, except as otherwise provided in the Bylaws. The Board shall approve the annual budget, shall set the annual dues for the Society and shall pass upon the credentials of all applicants for membership in the Society. It shall be responsible for approving and implementing action on committee recommendations unless otherwise specified in the Bylaws. The Board may purchase, lease and/or sell property and may employ such professional, scientific, technical and clerical help as may be needed. The Board may take action on any matter of public health or proposed legislation having medical application. The Board, through the Society as a whole or a committee thereof, may cooperate with other medical and lay organizations for like purpose. The Board may establish subsidiaries, foundations, for-profit corporations and/or other legal entities to pursue the implementation of the Society's mission, vision, purposes and objective.

Section 7-Appeals

If a member, in a duly constituted meeting of members, takes issue with the action of the Board, which action does not bear upon the finances or election of members or officers, he/she may make a motion for the Board to reconsider the action, or make a motion to declare that a dispute exists. Any such dispute between the membership and the Board shall be heard by the Judicial Council upon written petition signed by ten (10%) percent of the voting members or by request of the President.

Section 8 - Disqualification for Non-Attendance

Any member of the Board of Directors who has been absent for three or more regular meetings of the Board in one year, unless excused for good and sufficient reason by the Board, shall thereupon be disqualified as a Director.

Section 9 - Vacancies

If a directorship becomes vacant, the Board of Directors shall appoint a replacement to serve the un-expired term. If a Director is elected to a titled office, he/she shall serve the full term of elected office and his directorship shall be considered vacant.

ARTICLE VII - EXECUTIVE COMMITTEE

The Executive Committee shall be composed of the President as Chair, Immediate Past President, Vice President, Secretary and Treasurer. It shall have the power of the Board of Directors between meetings of the Board. All actions of the Executive Committee shall be submitted to the Board at its next regular meeting for approval and ratification. It shall study suggested changes in the Bylaws and submit proposed amendments to the general membership for adoption as provided in Article XIII of these Bylaws.

The Executive Committee shall prepare a budget and submit it to the Board of Directors no less than 45 days prior to the end of the fiscal year, together with its recommendations. A majority of the committee members shall constitute a quorum.

ARTICLE VIII - EXECUTIVE DIRECTOR

The Society Board of Directors shall hire and employ a qualified person to serve as Executive Director of *the Society*. The Executive Director shall serve as the chief administrative officer of the Society and shall be required to carry out the goals, objectives and directives of the Society Board of Directors. The Executive Director shall be bonded.

ARTICLE IX - DELEGATES

Delegates and Alternate Delegates to the National Medical Association annual convention shall be voting members elected to a term of one year for the purpose of representing the Society at the Annual and Special Sessions of the National Medical Association (usually the first week in August). The President and the President-Elect shall be nominated as a Delegate and Alternate Delegate, respectively. The Delegates shall prepare and produce a report to be presented to the next general membership meeting following the Annual Convention of the NMA.

ARTICLE X - COMMITTEES

Section 1- Appointment and Terms

The Society shall have such Standing, Ad Hoc and Special Committees as the Board shall approve, subject to these Bylaws. Unless specified otherwise in these Bylaws, the President shall appoint, with the approval of the Board, chairpersons for Standing Committees, Ad Hoc Committees and Special Committees. Vacancies occurring among Committee Chairpersons of all Committees, unless otherwise specified in these Bylaws, shall be filled by the President with the approval of the Board. Committee Chairpersons shall appoint a Vice Chairperson and shall appoint eligible members to their respective Committee in order to fulfill the duties of that Committee. The President also shall have the authority to appoint eligible members to Standing Committees, Ad Hoc Committees and Special Committees.

Section 2 - Authority

Committee recommendations shall be reported to the Board of Directors for action, unless otherwise provided herein, and no independent course of action will be pursued by any committee without express approval of the Board.

Section 3 - Quorum and Voting

A majority of the committee members shall constitute a quorum. Any member of the Society who serves on a committee is bound by the strictest considerations whenever voting as a committee member. Said committee member should refrain from voting on any issue, which might affect that person individually, or another organization of which that person is a member or has an interest.

Section 4 - Standing Committees

(A) Duties

Standing Committees shall be permanent Committees as set forth by these Bylaws, and shall be Chaired by a member appointed by the President. The appointment is for one year. A Standing Committee chairperson is responsible for: 1) appointing a Vice Chair of his /her committee; 2) appointing a sufficient number of eligible members to serve on said Committee to enable the Committee to fulfill its duties; 3) convening a meeting each month, either face-to face, via telephone conferencing or by Internet on-line communication; 4) preparing and providing a report for regular business meetings; and for providing to the Board of Directors or Executive Committee reports as they may request from time to time; 5) preparing and providing a year-end summary for the Annual Report.

(B) Governmental Affairs Committee

The Governmental Affairs Committee shall be responsible for monitoring, assessing and recommending action or activities by the Society in response to or as a pro-active initiative to proposed federal and state legislation, promulgations, directives, or policy changes impacting or likely to impact the practice of medicine in the United States, and in particular, the states of Kansas and Missouri, and the delivery of health care to patients of other nations.

The Committee shall be responsive to requests made by federal and state elected officials seeking input or testimony on various Federal and State House and Senate Committee and Sub-Committee hearings or during preparations for the possibility of introducing new legislation.

The Committee shall, from time to time; invite federal elected or appointed officials to general membership meetings in an effort to promote an exchange of information deemed important to the Society.

The Committee shall, from time to time with the approval of the Board of Directors, shall prepare information to be posted to the Society's Website about the Society's stance on vital issues facing the medical profession or the delivery of health care to patients.

(C) Mentorship Committee

The Mentorship Committee shall be responsible for undertaking the objective of providing support, tutoring, counseling and guidance to medical students, especially minority medical students, in Kansas and Missouri. The Committee shall also design and initiate, with the approval of the Board of Directors, a viable program for assisting Kansas and Missouri medical students, interns, residents and fellows with a more comprehensive understanding of the profession of medicine and to help them to matriculate the various stages of their medical education and training.

The Committee shall actively recruit Society members to participate in the mentorship program which would include allowing medical protégés to "shadow" them during hospital rounds, spend time with them in clinical settings and by counseling them when required. It shall prepare information about the mentorship program to be posted on the Society's Website.

(D) Membership and Credentials Committee

The Membership and Credentials Committee shall be responsible for actively seeking out, recruiting, receiving the applications of and vetting candidates for membership in the Society. The Committee shall prepare and produce all standard and special applications for membership, and shall make them available to prospective members via U. S Mail, facsimile or by electronic mail, including a downloadable version posted on the Society's Website.

The Committee shall investigate and verify the information provided by applicants and shall make recommendations for membership to the Society's Board of Directors. The Committee shall share with the prospective member essential information about the Society, such as membership classifications, amounts of dues, general meeting times and places, et cetera.

The Committee shall be responsible for actively seeking the appropriate information with which to compile, develop and maintain an official "Membership Roster," which shall included current names, addresses, telephone numbers and E-mail addresses, of each members, regardless of classification, and which shall be duplicated and made available to all members of the Board of Directors and committee chairpersons. It shall be made available to all members upon request.

The Committee shall actively undertake to learn the names and contact information of physicians in Kansas and Missouri who may become likely candidates for membership. The Committee members, at their discretion, may from time to time, invite prospective members to general membership meetings in order that the candidates might meet members of the Society.

The Committee may from time to time, with the approval of the Board of Directors, sponsor a "membership recruitment" function, activity or initiative to enhance its efforts at gaining new members for the Society.

(E) Professional Development Committee

The Professional Development Committee shall be responsible for assisting the members of the Society in their efforts to achieve their requirements of continuing medical education, meeting criteria for maintaining hospital privileges, preparing and submitting responses to the Boards of Healing Arts, preparing and submitting responses to the Centers for Medicare and Medicaid, or otherwise maintaining and upgrading their official professional credentials.

The Committee shall disseminate information about upcoming CME symposia, whether offered locally, in the region or online. The Committee shall obtain and distribute information to members of the *Society* from the Boards of Healing Arts, Best Practices Commissions, the Joint Committee on Accreditation for Health Care Organizations, the National Medical Association, the American Medical Association, the Missouri State Medical Association and the Kansas Medical Society.

The Committee shall prepare and submit, from time to time, updates regarding key professional development tools, seminars, and opportunities to be posted to the Society's Website.

(F) Legacy and Archives Committee

The Legacy and Archives Committee shall be responsible for researching, assembling, cataloging and preserving information, artifacts, photographs and data about members of the Society and the contributions they have made and are presently making to the field of medicine, their respective disciplines, and to the communities in which they reside.

The Committee shall actively seek out pertinent materials essential and complementary to the archival effort, and shall preserve all of the *Society's* Annual Reports, seminar agendas, symposia handouts, invitations, programs and other historical documents produced by the Society. It shall seek to gather information on both the Kansas City Medical Society and the Kaw Valley Medical Society.

The Committee shall serve as the history-gathering arm of the Society and shall, upon request of the Board of Directors or a Chairperson of a Standing Committee, provide historic information or data, which may be required from time to time.

Individual members may make requests to the Committee concerning the history of the Society and shall be granted their request within a reasonable amount of time.

The Committee shall prepare and submit, from time to time, information, biographies, and historical data to be posted on the Society's Website.

(G) Community Outreach Committee

The Community Outreach Committee shall be charged with maintaining a favorable, cooperative and uplifting relationship with individual residents and community organizations within Kansas and Missouri.

The Committee shall serve as a cooperating liaison for interaction with community groups and local organizations providing health services to residents of Kansas and Missouri.

The Committee, with the approval of the Board of Directors, may from time to time, spearhead an initiative designed to foster within the local communities of Kansas and Missouri a greater appreciation and understanding of the Society's endeavors and its goals.

The Committee shall prepare and submit, from time to time, information concerning its activities to be posted on the Society's Website.

Section 5 - Ad Hoc Committees and Special Committees

Ad Hoc and Special Committees shall be appointed by the President at any time, subject to the authorization or approval of the Board of Directors, to perform special tasks, pursue special concerns or develop new initiatives. Terms and duties shall be determined by the Board and by the stipulations with in these Bylaws.

ARTICLE XI - JUDICIAL COUNCIL

The Judicial Council shall be convened solely for matters surrounding violations, charges, or allegations of unprofessional conduct or violations of the *Principles of Medical Ethics* or issues concerning the reinstatement of probationary status members. It shall be chaired by the Parliamentarian, who shall appoint four members to serve with him/her on the Council.

The Council shall conduct its business in a timely manner in accordance with these Bylaws, and shall have the authority to suspend or expel any member, should he or she be found in violation of these Bylaws or the Code of Ethics of the Kansas Board of Healing Arts or the Missouri Board of Registration and Healing Arts. The Council shall have the authority to reinstate a Probationary Status member, should he or she be found worthy of reinstatement. All matters shall be decided by simple majority of the members present. A quorum is at least three (3) members.

The Council shall be dissolved upon resolution and dispensation of the immediate matter before it. It shall re-convene at the time of another matter or matters.

ARTICLE XII - PARLIAMENTARY AUTHORITY

Sturgis' Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by specific rules or procedures adopted by this *Society*. In the case of opinion in interpretation of these Bylaws, it shall be the duty of the Board of Directors to determine the construction thereof, and its decision shall be final.

ARTICLE XIII - ADVISORY BOARD

The Board of Directors of the Society shall have the authority to establish and appoint distinguished members of the Greater Kansas City community to an Advisory Board. The Advisory Board shall consist of no more than eleven (11) persons and shall provide information, advice, counsel and recommendations, from time to time, to the Board. Advisory Board members shall be invited each year to attend the Annual Meeting and shall lend their prestige, philanthropy and expertise, at their discretion, to the Society.

ARTICLE XIV - AMENDMENTS

Section 1- Amendment by the Board of Directors

The Board of Directors may amend these Bylaws by the following procedure: 1) The written narrative of the proposed new bylaw, change to a current bylaw, alteration of a current bylaw, update or modernization of a current bylaw, or a proposed repeal of a current bylaw shall be submitted to the Board of Directors at least five (5) days prior to the next regular meeting of the Board; 2) at that regular meeting of the Board, the proposed amendment shall be fully reviewed, discussed and considered, but not acted upon; persons supporting or opposing the proposed amendment shall be permitted to attend said Board meeting and to share their concerns; 3) the Secretary of the Board and the Communications Committee shall be instructed to prepare and disseminate, to the eligible voting members, the official written narrative of the proposed amendment and that it shall be formally and finally considered by the Board of Directors at the Board's next regular meeting. The notification shall also include the date, time and place of the Board's next regular meeting. 4) at the next or ensuing regular meeting of the Board, the proposed amendment shall be considered and voted upon by members of the Board. In order to be adopted, the amendment shall receive the approval of no less than two-thirds vote of all members of the Board, to wit, at least ten (10) votes.

Section 2 - Amendment Limitations

The Board of Directors may adopt, amend or repeal these Bylaws unless the action would:

- (A) materially and adversely affect the Active Members' rights as to voting, dissolution, redemption or transfer;
- (B) effect an exchange, reclassification or cancellation of all or part of the Active Memberships;
- (C) authorize a new class of Active Membership;
- (D) increase or extend the terms of directors;
- (E) allow any director to hold office by designation or selection rather than by election by the Active Members in any other manner than that which is presently codified by these Bylaws;
- (F) increase the quorum for Active Members' meetings;
- (G) authorize cumulative voting.
- (H) create, expand, restrict, repeal or otherwise change proxy rights;
- (I) change the authorized number of directors;
- (J) change the minimum or maximum number of directors; or
- (K) change from a fixed number of directors to a variable number of directors, or vice versa.

Section 3 - Amendment by Members

New Bylaws may be adopted, or these Bylaws may be amended or repealed by approval of the Active Members. Amendments to these Bylaws may be proposed by ten percent (10%) of the Active Members in good standing or by a member of the Board of Directors.

Active Members may amend these Bylaws by the following procedure: 1) the written narrative of the proposed new bylaw, change to a current bylaw, alteration of a current bylaw, update or modernization of a current bylaw, or a proposed repeal of a current bylaw shall be submitted at a quorum session of a regular monthly meeting of the membership at the time designated on the agenda for "new business." 2) the written narrative of the proposed amendment, accompanied by a dilly signed petition bearing the signatures of ten percent (10%) of the Active Members in good standing shall be submitted to the Board Secretary, who shall read, aloud, the proposed amendment and shall verify the accompanying petition bearing the signatures; 3) the Board Secretary and the Communication Committee shall be charged with the duty of mailing to all members of the Society, in an expedited manner, an authentic copy of the amendment narrative, along with a list of the names supporting the amendment, plus an official notification that said proposed amendment shall be presented, discussed, considered and voted upon at the next general meeting of the Society, with said date, time and place of the next regular meeting of the Society contained therein; 4) at the next or ensuing regular meeting of the Society, the proposed amendment shall be presented on the agenda as "old business" and shall be discussed, considered and voted upon. In order to be adopted the proposed amendment shall receive the approval of no less than two-thirds vote of all Active Members in good standing in attendance of said meeting. The total number of approving votes, however, must exceed ten percent (10%) of the total voting membership of the Society whether present or not present at said meeting.

ARTICLE XV - RATIFICATION AND ADOPTION

These Bylaws shall be deemed ratified and adopted at a duly authorized and quorum meeting of the organizers of this Society; and shall, along with its Articles of Incorporation by the state of Kansas, prevail as the authority for the conduct of business for Greater Kansas City Medical Society, Inc.

DATE

PRESIDENT OF THE BOARD OF DIRECTORS

SECRETARY OF THE BOARD OF DIRECTORS

Affirmation of Signatures

NOTARY PUBLIC SEAL

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