



SMA

SOUTHERN MEDICAL ASSOCIATION

BYLAWS

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Article I. Membership

Section 1. Definition

The membership of this Association shall be by invitation or application to physicians who are licensed to practice medicine in the United States, District of Columbia, and U.S. Territories and commonwealths. The Association may also have such types of membership as deemed appropriate by the Board of Directors. Voting rights and right to hold office are restricted to Medical Doctors (MD) and Doctors of Osteopathic Medicine (DO).

Section 2. Classifications

There shall be the following classes of members:

A. Class A - Voting Member

Class A members are considered to have voting rights, and the right to hold office.

B. Class B - Associate Member

Class B members are considered members but do not have voting rights, they do not have the right to hold office.

Section 3 Good Standing

Members are required to be in “good standing” which means they must keep their membership payments current and active. Members whose dues are considered unpaid by the home office are considered inactive and eligible for benefits and right to vote. Any member who has had his/her medical license or any license suspended or revoked by a state board of medical examiners or comparable licensing agency shall automatically forfeit his/her membership in the Association.

Section 3. Reinstatement

A former member whose chooses to rejoin may be reinstated provided the meet all membership requirements

Section 4. Other Membership

The Association may have such types of membership as deemed appropriate by the Board of Directors. The Board of Directors may modify, add, remove, or restrict the benefits of, or the requirements for, any membership type of the Association.

Section 5. Application

The membership application, full payment of dues, and all supporting documentation as defined in the Policies and procedures

Section 7. Termination

Any member who has had his/her medical license or any license suspended or revoked by a state board of medical examiners or comparable licensing agency shall automatically forfeit his/her membership in the Association. In addition, the Board of Directors can terminate/revoke any membership for any reason by majority vote.

Section 8. Dues and Assessments

The dues or assessments shall be determined by the Board of Directors.

Article III. Officers

Section 1. Elected Officers

The Elected officers of the Association shall be those in the Presidential chain to include a President, a President-Elect, a President-Elect Designate, and the two (2) most Immediate Past Presidents. The term for each elected officer is one (1) year.

Section 2. Appointed Officers

The appointed officers of the Association shall consist of an Executive Director and the Chairperson of each standing committee as defined in Article VI. Other Officers may be appointed as deemed necessary by the Board of Directors.

Article IV. Duties of Officers

Section 1. President

The President shall preside over all meetings of the Association and the Executive Committee and serve for one (1) year. He/she shall be the Chairman of the Executive Committee, will appoint all committees not otherwise herein provided for, and shall serve as an ex-officio/non-voting member of all committees.

Section 2. President-Elect

The President-Elect shall assume all responsibilities as assigned by the President. In the absence or incapacity of the President, the President-Elect shall assume the duties and responsibilities of the President.

Section 3. President-Elect Designate

The President-Elect designate shall assume all responsibilities as assigned by the President-Elect. In the absence or incapacity of the President-Elect, the President-Elect Designate shall assume the duties and responsibilities of the President-Elect.

Section 4. Immediate Past President

The Immediate Past President shall assume all responsibilities as assigned by the President. In the absence or incapacity of both the President and President-Elect, the Immediate Past President shall preside and assume the assigned duties of the President and President-Elect until the next annual election. The Immediate Past President shall also be responsible for review of Association Bylaws as needed.

Section 5. Executive Director

It shall be the duty of the Executive Director to implement and carry out the Policies and Procedures as set forth by the Board of Directors and Executive Committee, maintain a register of names and addresses and membership status of all members, conduct all official correspondence of the Association, and maintain specific records of Annual Meetings for future reference. The Executive Director serves as an ex-officio/non-voting member of all committees.

Article V. Board of Directors

Section 1. Definition

The Board of Directors shall be the governing body of the Association in accordance with the laws of the State of Alabama and as stated in the Constitution, Bylaws, and Policies and Procedures of the Association. The Board of Directors shall be composed of the President, President-Elect, President-Elect Designate, the two (2) most immediate Past President's, Executive Director, and the Chairpersons from each Standing Committee.

Executive Committee

- President
- President-Elect
- President-Elect Designate
- The two (2) most Immediate Past Presidents
- Executive Director (Ex-Officio/Non-Voting)

Standing Committee Chairs

- Budget and Finance Committee
- Membership Committee
- Education Committee
- SMA Alliance Committee

Section 2. Authority

The authority to manage the Association is vested in the Board of Directors which shall direct the affairs of the Association to conform with laws under which the Association is incorporated and by the provisions of the Bylaws. It is the responsibility of the Board of Directors to develop and approve all Policies and Procedures by which the Association conducts its affairs.

Section 3. Meetings of the Board of Directors

The Board of Directors shall meet at least twice yearly. Attendance at these regular and special meetings of the Board of Directors, as well as at various committee meetings of the Association and at meetings of other organizations or agencies as assigned by the President, shall be required of each Director unless excused by the President. Officers and members of the Board may resign should unforeseen difficulties preclude their active participation.

Section 4. Quorum

The presence of a majority of its voting members shall constitute a quorum for the transaction of business at any regular or special meeting of the Board of Directors.

Article VI. Standing Committees

Section 1. Executive Committee

The Executive Committee serves as an advisory body to the President, Executive Director, and the Board of Directors. The Executive Committee serves as the governing body of the Association when the Board of Directors is not in session. Actions of the Executive Committee must be ratified by the Board of Directors.

The Executive Committee shall consist of elected officers; the President, the President-Elect, President-Elect Designate, and the two most immediate Past Presidents. The Executive Director serves as an ex-officio/non-voting committee member. The Executive Committee may establish Ad Hoc Committees as deemed necessary.

Section 2. Membership Committee

Duties

The Membership Committee shall oversee the development of all member benefits for the Association to ensure the Association fulfills its stated mission. The Committee will review existing benefits and identify new benefits for inclusion and maintain member benefits and services provided to SMA members.

Composition

The Committee is composed of one (1) Physician Member (MD/DO) serving as Chair and any number of Active Members of any member classification as deemed necessary by the Board of Directors.

Qualifications

Chair and all Members must be active dues paying members in good standing.

Appointment

The Chair and Members are appointed by the President upon completion of their term. All appointments must be approved by a majority vote of the Board of Directors.

Term

Both the Chair and Members serve for a period of two (2) years and may be reappointed for one (1) additional term.

Removal

Removal of the Chair or any committee member requires a simple majority vote of the Board of Directors.

Section 3. Education Committee

Duties

The Education Committee shall oversee the development of all educational activities and programming for the Association to ensure the Association fulfills its stated CME mission. The Education Committee will serve the Association through content review, content recommendation, speaker recommendation and procurement, as well as offer direction with regard to grants and sponsorships.

Composition

The Education Committee is composed of one (1) Physician Member (MD/DO) serving as Chair and any number of Active Members of any member classification as deemed necessary by the Board of Directors.

Qualifications

Chair and all Members must be active dues paying members in good standing.

Appointment

The Chair and Members are appointed by the President upon completion of their term. All appointments must be approved by a majority vote of the Board of Directors.

Term

Both the Chair and Members serve for a period of two (2) years and may be reappointed for one (1) additional term.

Removal

Removal of the Chair or any committee member requires a simple majority vote of the Board of Directors.

Section 4. Budget and Finance Committee

Duties

The Budget and Finance Committee shall oversee all financial matters of the Association and to advise the Board of Directors regarding such financial matters. The Budget and Finance Committee also serves as the Board of Directors for SMA Services Inc., SMA's wholly owned financial services division.

Composition

The Budget and Finance Committee is composed of one (1) Physician Member (MD/DO Classification) serving as Chair and up to seven (7) Physician Member (MD/DO Classification).

Qualifications

Chair and all Members must be active dues paying members in good standing.

Appointment

The Chair and Members are appointed by the President upon completion of term. All appointments must be approved by a majority vote of the Board of Directors.

Term

The term of the Committee Chair shall be two (2), two-year (2-year) terms.

The term of all Committee Members shall be two (2), three-year (3-year) terms.

Removal

Removal of the Chair or any Committee Member requires a simple majority vote of the Board of Directors.

Section 5. SMA Alliance Committee

Duties

The SMA Alliance Committee shall increase participation in the SMA. The SMAA shall create and host family-based educational and social activities that support and strengthen families. The SMAA shall develop and promote fundraising activities on behalf of the SMA. The SMAA will serve as ambassadors by attending meetings and bestowing awards as directed by the SMA Board of Directors.

Composition

The SMA Alliance Committee is composed of one (1) Member of any classification serving as Chair and any number of Active Members of any member classification as deemed necessary by the Board of Directors.

Qualifications

Chair and all Members must be active dues paying members in good standing.

Appointment

The Chair is appointed by the President. All appointments must be approved by a majority vote of the Board of Directors.

Term

Both the Chair and Members serve for a period of two (2) years and may be reappointed for one (1) additional term.

Removal

Removal of the Chair requires a simple majority vote of the Board of Directors.

Section 6. Ad Hoc Committees

Ad Hoc Committees may be created as deemed necessary. Committee members shall be members of the Association or special consultants to the Association. Ad Hoc Committee members do not serve on the Board of Directors.

Article VII. Election, Vacancy, Removal

Section 1. Election

The election process for President-Elect Designate begins six (6) months prior to the Annual Meeting. The President-Elect Designate is elected by eligible SMA members in good standing voting by ballot prepared by the SMA Home office. Candidates for the office of President-Elect Designate are eligible Physician Members (MD/DO) in good standing who have served two (2) consecutive years on one (1) or more Standing Committees. Procedures for election are defined in Policies and Procedures.

Section 2. Vacancy

- **President.** A vacancy in the office of President shall be filled by the President Elect for the remainder of the term of office; the promoted President Elect will then serve his/her full elected term as President.
- **President-Elect.** A vacancy in the office of President-Elect shall be filled by the President-Elect Designate

who will serve as President-Elect for the remainder of the vacated term of office and will then serve his/her full elected term as President-Elect.

- **President-Elect Designate.** A vacancy in the office of President-Elect Designate shall be assumed by the candidate receiving the next highest number of votes in the election of President-Elect Designate. If no alternative candidate exists, an emergency election is initiated to fill the vacancy.
- **Immediate Past Presidents.** A vacancy in the office of either of the two (2) most Immediate Past Presidents shall be filled by any candidate who has served as Past President. The vacancy will be filled by Executive Committee appointment as determined by majority vote of the Executive Committee.
- **Executive Director.** Vacancies in the office of Executive Director will be filled through the creation of an Ad Hoc Search Committee appointed by the Board of Directors. This Ad Hoc Committee will conduct the search for eligible candidates and present a slate of applicants to the Board of Directors for consideration. The Board of Directors may appoint an interim Executive Director.

Section 3. Removal

Any officer may be removed from office for cause by a two-thirds (2/3) vote of the Board of Directors. Any vacancy that shall occur as a result of removal from office shall be filled in the same manner as is provided in these Bylaws. Procedure for removal is defined in Policies and Procedures.

Article VIII. Meetings

Section 1. Annual Meeting

The membership of the Association shall meet on a date and at a time and place designated by the Board of Directors.

Section 2. Special or Interim Meetings

Special meetings may be called as deemed appropriate by the Board of Directors.

Section 3. Notice of Meetings

The members shall be notified by the Board of Directors at least sixty (60) days before any annual or special meeting is to be held.

Section 4. Quorum

A quorum for the annual meeting shall consist of twenty percent (20%) of the members in attendance, who are in good standing, and who are eligible to vote.

Article X. Rules of Order

The rules contained in the current edition of *Roberts' Rules of Order, Newly Revised*, shall govern the proceedings of the Association.

Article XI. Amendments

A proposed amendment to the Bylaws must first be approved by the Board of Directors, or signed by at least twenty-five percent (25%) of the active membership. Amendments must be presented to the membership at least thirty (30) days before a vote is to be taken. Members shall have thirty (30) days after the date that the ballot is sent to respond. Failure to vote shall be considered an affirmative vote. An affirmative vote of two-thirds (2/3) of the membership shall be necessary for adoption.

Amended and Revised: November , 2019