



Bylaws

2026-2031

LIST OF CONTENTS

- 1
- 2
- 3 TITLE 1 [PURPOSE](#)
- 4 TITLE 2 [MEMBERSHIP](#)
- 5 TITLE 3 [OFFICERS, CHAIRS, and DIRECTORS](#)
- 6 TITLE 4 [BOARD OF DIRECTORS](#)
- 7 TITLE 5 [DISTRICT SOCIETIES](#)
- 8 TITLE 6 [RESIDENT COMPONENT](#)
- 9 TITLE 7 [COMMITTEES](#)
- 10 TITLE 8 [ANNUAL AND SPECIAL MEETINGS](#)
- 11 TITLE 9 [MEDICAL ETHICS & DISCIPLINE](#)
- 12 TITLE 10 [EXECUTIVE OFFICE](#)
- 13 TITLE 11 [FUNDS AND EXPENDITURES](#)
- 14 TITLE 12 [RULES OF ORDER](#)
- 15 TITLE 13 [REFERENDUM](#)
- 16 TITLE 14 [BYLAWS AMENDMENTS](#)

TITLE 1

PURPOSE & DEFINITIONS

PURPOSE

It shall be the purpose of this society to associate and affiliate into one organization all the reputable physicians in the State of Missouri who are engaged in the practice of, or are otherwise interested in the specialty of anesthesiology; encourage specialization in this field and in other ways to make available to more people the benefits to be derived from the services of qualified physician anesthesiologists; to raise the standards of the specialty by fostering and encouraging research and scientific progress in anesthesiology; to disseminate information in regard to anesthesiology; to protect the public against irresponsible and unqualified practitioners of anesthesiology; to edit and publish publications in the field of anesthesiology and related fields; to safeguard the interest of its members; and in all ways to develop and further the specialty of anesthesiology for the general elevation of the standards of medical practice.

DEFINITIONS SECTION

A "meeting" is defined as an in-person gathering as well as electronic mail, video, and or audio conferences.

A "communication" is defined as physical or electronic mail, or any online Notification

[Return to List of Contents](#)

TITLE 2

MEMBERSHIP

2.1 QUALIFICATIONS FOR MEMBERSHIP

2.1.1 Membership in this Society is a privilege and not a right and is contingent upon compliance with these Bylaws.

2.1.2 No person shall be accepted or continued as a member unless they are of good moral character and adhere to the ethical standards of the medical profession.

2.1.3 All members shall recognize and comply with:

- (a) The *Guidelines for the Ethical Practice of Anesthesiology* of the American Society of Anesthesiologists (ASA), and
- (b) The *Principles of Medical Ethics* of the American Medical Association.

2.1.4 No person shall be accepted for membership unless practicing in accordance with the principles of this Society as stated in these Bylaws.

2.1.5 Members shall continuously meet the requirements of their membership category and all applicable ASA and MSA Bylaws.

2.2 CATEGORIES OF MEMBERSHIP

The categories of membership of this Society shall conform to those of the American Society of Anesthesiologists, Inc. (ASA), and include:

Active, Affiliate, Resident/Fellow, Retired, Medical Student, Educational, Anesthesiologist Assistant, Student Anesthesiologist Assistant, Educational Student, Anesthesia Administrator and Executive (AAE), Life, and Honorary.

The MSA shall not establish categories that conflict with or expand eligibility beyond those permitted by the ASA Bylaws.

2.2.1 Active Members

Active Members shall be Doctors of Medicine or Osteopathy licensed to practice medicine in the United States or its territories, who have successfully completed an accredited training program in anesthesiology (ACGME, AOA, or equivalent).

- (a) Active members must also be members of ASA and a component society.
- (b) An individual may belong to only one component society.
- (c) Active members serving in the Uniformed Services or as contract physicians in Department of Defense facilities may belong to the Uniformed Services component.

- 44 • (d) An Active Life Member is a past president of ASA who otherwise meets active
45 membership criteria.

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47 **2.2.2 Affiliate Members**

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49 Affiliate membership shall consist of:

- 50 • (a) Physicians not in the clinical practice of anesthesiology,
51 • (b) Scientists interested in anesthesiology but not engaged in clinical anesthesia,
52 and
53 • (c) Physicians practicing and residing outside the United States.

54
55 Affiliate members shall have no vote and may not hold elected office but may serve on
56 committees at the invitation of the President.

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59 **2.2.3 Educational Members**

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61 An Educational Member shall be a non-physician provider of anesthesia care who is
62 neither a physician nor an anesthesiologist assistant and who subscribes to:

- 63 • (a) The *ASA Guidelines for the Ethical Practice of Anesthesiology*, and
64 • (b) The *ASA Anesthesia Care Team* statement.

65
66 Application shall be made to the Secretary of the Society.

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69 **2.2.4 Honorary Members**

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71 An Honorary Member shall be a physician, scientist, or other individual not otherwise
72 eligible for active membership who has attained outstanding eminence in
73 anesthesiology or related fields.

- 74 • Nominations may be submitted by component societies or ASA members to the
75 ASA Committee on Distinguished Service Award.
76 • Approval requires a two-thirds vote of the ASA House of Delegates.

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79 **2.2.5 Retired Members**

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81 A Retired Member shall be an individual who:

- 82 • (a) Has been an active or affiliate member for 20 or more years or has earned
83 FASA designation with significant service, and
84 • (b) Has retired from the practice, research, or administration of anesthesiology,
85 receiving no income from such activities.

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87 Active or affiliate members who are permanently disabled and unable to practice may
88 also request retired status. Written requests shall be submitted to the Society.

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2.2.6 Resident and Fellow Members

A Resident or Fellow Member shall be a physician in full-time training in an accredited anesthesiology residency or fellowship program.

- (a) Membership includes the ASA Resident and Fellow Component and either the state or Uniformed Services component.
- (b) Applications must be endorsed by the training program director.
- (c) Membership continues through December 31 of the year of graduation, after which members are automatically advanced to Active status.

2.2.7 Medical Student Members

A Medical Student Member shall be an individual in full-time training at an LCME- or AOA-accredited medical school.

Applications shall be endorsed by the chair of the anesthesiology department or a faculty representative.

2.2.8 International Resident/Fellow and Medical Student Members

Individuals enrolled in comparable anesthesiology training or medical programs outside the United States may be accepted in accordance with ASA criteria.

International members may not vote or hold office.

2.2.9 Anesthesiologist Assistant Members

An Anesthesiologist Assistant Member shall be a Fellow member in good standing of the American Academy of Anesthesiologist Assistants (AAAA).

2.2.10 Student Anesthesiologist Assistant Members

A Student Anesthesiologist Assistant Member shall be an individual in full-time training in an accredited Anesthesiologist Assistant program, with verification from the program director.

2.2.11 Educational Student Members

An Educational Student Member shall be a trainee in an anesthesia care team role who is not a physician or anesthesiologist assistant trainee.

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2.2.12 Anesthesia Administrator and Executive (AAE) Members

An AAE Member shall be a non-clinical professional employed or contracted by an anesthesia group or department comprised of ASA Active members.

Applications must be endorsed by one ASA AAE member and one ASA Active member within the applicant’s group.

2.2.13 Life Members

Life Members shall include all past presidents of the American Society of Anesthesiologists and shall have full voting and office-holding rights within MSA.

2.3 RIGHTS AND PRIVILEGES

2.3.1 Only Active and Life Members shall have the right to vote and hold office, except as otherwise provided by these Bylaws.

2.3.2 Other categories of members may, at the invitation of the President:

- (a) Serve on committees,
- (b) Attend Reference Committee hearings, and
- (c) Participate in meetings of the House of Delegates.

2.3.3 Retired and Honorary Members shall have all rights of Active Members except the right to hold office and shall be exempt from dues and assessments.

2.3.4 Educational and Affiliate Members may receive educational benefits as approved by the MSA House of Delegates.

2.4 DUES AND ASSESSMENTS

2.4.1 Changes to MSA membership dues shall be recommended by the Board of Directors to the MSA House of Delegates for approval.

2.4.2 Approved changes shall take effect in the following calendar year.

2.4.3 There shall be no dues or assessments for Life, Honorary, or Retired Members.

2.4.4 Dues shall be due January 1 each year and are nonrefundable.

181
182 2.4.5 Members whose dues are delinquent by the date specified in MSA Administrative
183 Procedures may have membership benefits suspended.

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185 2.4.6 All Active, Resident, and Retired Members must maintain membership in ASA;
186 failure to do so shall result in automatic termination of MSA membership.

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190 **2.5 APPLICATION AND APPROVAL**

191
192 2.5.1 Application for membership shall be made using the online form available on the
193 MSA website.

194
195 2.5.2 The Secretary shall verify that the applicant is in good standing within the medical
196 community and meets all requirements of the membership category.

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200 **2.6 DISCIPLINE, SUSPENSION, AND EXPULSION**

201
202 2.6.1 A member may be censured, suspended, or expelled for:
203 • (a) Revocation or suspension of medical license,
204 • (b) Conviction of a felony or offense involving moral turpitude,
205 • (c) Conduct unbecoming a physician,
206 • (d) Violation of the Bylaws or ethical standards of this Society or ASA.
207 2.6.2 Investigations and hearings shall be conducted per procedures established
208 by these Bylaws and consistent with ASA Title IX.

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212 **2.7 EFFECT OF SUSPENSION OR EXPULSION**

213
214 2.7.1 Suspension shall be for a definite period, during which all rights and privileges of
215 membership are suspended.

216
217 2.7.2 Expulsion terminates all rights and privileges of membership and vacates any
218 office held.

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227 **2.8 REINSTATEMENT**

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229 2.8.1 A member who has been dropped or expelled may be reinstated by reapplying
230 under standard procedures, paying any arrears, and receiving approval by the Board of
231 Directors.

232

233 2.8.2 Suspended members are automatically reinstated upon expiration of the
234 suspension, though vacated offices are not restored.

235

236 2.8.3 The Board of Directors may waive arrears when justified by unusual
237 circumstances.

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[Return to List of Contents](#)

1 **TITLE 3**
2 **OFFICERS, CHAIRS and DIRECTORS**

3
4 **OFFICERS**

5
6 The officers of this society shall be a President, a President-elect, a Vice
7 President, a Secretary-Treasurer, a Speaker and Vice-Speaker of the House of
8 Delegates, and the Missouri Director and Missouri Alternate Director to the ASA.
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10
11 **ELECTION**

12
13 The officers shall be elected by the House of Delegates at each annual meeting
14 in the manner provided in these Bylaws.
15

16
17 **REQUIREMENT**

18
19 No person shall be eligible for election as an officer of this society unless he or
20 she has been a MSA member in good standing of this society for a minimum of
21 two (2) years, immediately prior to that member's election. If a transfer member
22 has been an ASA member in good standing for the previous two years and held
23 leadership positions in another ASA component society, that member may be
24 eligible to run for Vice Speaker by 2/3 board majority vote and approval.
25

26
27 **TERMS OF OFFICE**

28
29 The terms of office of the President, President-Elect, Vice-President and
30 Secretary Treasurer shall be from the close of the annual meeting at which they
31 were elected until the close of the following annual meeting and only serve one
32 term.
33

34 The Speaker, and Vice-Speaker of the House of Delegates shall be elected for
35 terms of two (2) years, which will commence from the close of the annual
36 meeting at which they were elected.
37

38 The terms of office of the Missouri Director and Alternate Director to the ASA
39 shall be three (3) years, commencing at the close of the annual meeting of the
40 ASA House of Delegates following their election. No individual shall serve more
41 than four (4) consecutive terms (twelve [12] years total). Exceptions may be
42 granted by the Board of Directors, upon petition and by majority vote, when
43 deemed in the best interests of the Society.
44

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2 LIMITATION OF TERMS
3

4 No member may be elected to consecutive terms as President or President-Elect
5 of this society. Any time spent serving as active President due to a vacancy shall
6 not be counted as any portion of a term of office as President of this society.
7

8
9 DUTIES OF OFFICERS
10

11 The officers of this society are charged and entrusted with the following duties:
12

13
14 President
15

- 16 ● The President shall counsel with all officers, directors,
17 delegates, district directors, committees and members to further
18 the aims and the activities of this society to the fullest extent.
19
- 20 ● The President shall administer the affairs of this society
21 according to the policies and directives of the Board of Directors
22 and the House of Delegates.
23
- 24 ● The President shall appoint all committees, except as otherwise
25 provided; and in addition to being a member and the presiding
26 officer of the Board of Directors, he or she shall be an ex-officio
27 member of all committees.
28
- 29 ● The president shall preside over all board meetings and
30 business conducted.
31
- 32 ● The President shall perform such other services, as custom,
33 necessity and parliamentary usage require.
34
- 35 ● Counter sign all obligations in excess of \$2,500 along with
36 secretary treasurer.
37
- 38 ● Serve as a voting member of the board.
39
- 40 ● The President shall serve as a voting member in the MSA HOD.
41
- 42 ● The President shall ensure delegates of the MSA to the ASA
43 HOD are prepared to serve in this role.
44
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1 President-Elect

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- 3 ● The President-Elect shall assist the President in administering
- 4 the affairs of this society according to the policies and directives
- 5 of the Board of Directors and the House of Delegates in
- 6 anticipation of the term of office as President. The President-
- 7 Elect shall preside in the absence of the President at the
- 8 meetings of this society or the Board of Directors.
- 9
- 10 ● The President-Elect shall serve in such other positions as
- 11 provided in the bylaws or as directed by the President.
- 12
- 13 ● The President-Elect shall be an ex-officio member of all
- 14 committees.
- 15
- 16 ● Serve as voting member of board
- 17
- 18 ● The President-Elect shall serve as a voting member of the MSA
- 19 HOD
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- 21

22 Vice-President

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- 24 ● The Vice-President shall familiarize himself or herself with the
- 25 personnel and work of the various committees and of the
- 26 society in general.
- 27
- 28 ● The Vice-President shall be ready to counsel with the President
- 29 on matters affecting the future of this society.
- 30
- 31 ● The Vice-President shall be an ex-officio member of all
- 32 committees.
- 33
- 34 ● Serve as voting member of board
- 35
- 36 ● The Vice President shall serve as a voting member of the MSA
- 37 HOD
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- 39

40 Secretary-Treasurer

- 41
- 42 ● The Secretary-Treasurer should maintain and preserve the
- 43 records and valuable papers of this society and act as the
- 44 Corporate Secretary insofar as the execution of official
- 45 documents or institution of official actions are required.
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- The Secretary-Treasurer shall receive, disburse, manage and account for all funds of this society, as directed by the Board of Directors.
- The Secretary-Treasurer shall be required to present a financial report at all Board meetings. The Secretary-Treasurer shall pay all authorized obligations of this society by vouchers. Obligations in excess of \$2500.00 must be countersigned by the President.
- The Secretary-Treasurer shall keep a detailed account of all receipts and disbursements and shall make an annual report to the society concerning the financial transactions for the preceding fiscal year, the funds of this society in his or her care, and his or her actions as Secretary- Treasurer.
- The Secretary-Treasurer shall make other reports as may be requested by the Board of Directors and shall subject his or her accounts to such examination as the board of directors may at any time order.
- Serve as a voting member of the board.
- The Secretary-Treasurer shall serve as a voting member of the MSA HOD.

Speaker of the House of Delegates.

- The Speaker of the House of Delegates shall preside at meetings of the House of Delegates.
- The Speaker of the House of Delegates shall serve as chairman of the Bylaws and Rules Committee.
- The Speaker of the House of Delegates shall oversee the compilation of the annual meeting proceedings, which will be distributed by the executive director’s office to the membership.
- Serve as a non-voting member of the board.

Vice-Speaker of the House of Delegates

- The Vice-Speaker of the House of Delegates shall assist the Speaker in the performance of his or her duties.

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- The Vice-Speaker of the House of Delegates shall perform the duties of the Speaker when the Speaker requests him or her to do so, or when the Speaker is unable to act.
- The Vice-Speaker, unless otherwise delegated by the President, shall serve as the annual meeting chair.
- Serve as a non voting member of the board.

Missouri Director and Alternate Director to ASA

- The Missouri Director shall serve on the Board of Directors of the ASA, as a representative for the Missouri component society of the ASA.
- The Missouri Director shall report to this society the actions taken and the recommendations made by the ASA Board of Directors.
- The Missouri Director shall report to the ASA House of Delegates on actions taken and the recommendations made by the Board of Directors of the MSA and the actions approved at the annual meeting by the membership.
- The Missouri Director shall have been a MSA member for at least three (3) years prior to serving as Director.
- Serve as a voting member of the board.
- The Missouri Director shall serve as a voting member of the MSA HOD.

Missouri Alternate Director

- The Missouri Alternate Director shall serve as a voting member of the MSA Board of Directors.
- The Missouri Alternate Director serve as a voting member of the MSA HOD.
- The Missouri Alternate Director shall step into the role of the Missouri Director should the Missouri director be unable to do so.

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VACANCIES

If for any reason an officer becomes unable or unwilling to perform the duties of his or her office, or moves from the jurisdiction of the constituent area, which elected him or her to office, the office shall be declared vacant. Vacancies in office shall be filled in the following manner; if not addressed, vacancies may be filled by a candidate nominated by the president and approved by board.

- President

The President-Elect shall immediately assume office. When the President- Elect fills the office of the President for a portion of an unexpired term, he or she shall serve to finish this term and the term for which he or she was elected.

- President-Elect

The Vice-President shall become President-Elect.

MSA DISTRICT DIRECTORS

COMPOSITION

Each District will have one (1) MSA Director, and shall be elected to the Board of Directors in the manner and for the term of office hereinafter provided.

ELIGIBILITY

Each Director and Alternate Director shall have been a voting member of his or her District Society for at least two (2) years immediately prior to election. If a transfer member has been an ASA member in good standing for the previous two years and held leadership positions in an ASA component society, that member may be eligible to run for District Director or Alternate Director by 2/3 board majority vote and approval.

ELECTION PROCEDURE

Directors and Alternate Directors shall be elected electronically by a majority vote of the district members participating and voting by electronic means for voting at

1 the annual meeting of each District Society that each Director-elect is to
2 represent.

3
4 The results of the election shall be reported to the administrative office by
5 January 15th prior to the annual meeting.
6

7
8 **TERMS OF OFFICE**
9

10 The terms of office of the Directors and Alternate Directors shall be for three (3)
11 calendar years.

12 No Director shall be eligible to serve more than three (3) consecutive years.
13

14
15 **POWERS AND DUTIES**
16

17 Each Director shall serve on the Board of Directors of this society as the
18 representative of the District from which he or she is elected, make a report
19 relating to the work and to the condition of the specialty in his or her the
20 Director's District at the annual meeting of the Board of Directors, and submit a
21 report to the administrative office by January 15th before the annual meeting of
22 the Board of Directors; and report to the members of his or her District Society
23 the actions taken and recommendations made by the Board of Directors. The
24 district directors shall also serve as voting members for the MSA HOD. The
25 District Directors shall ensure the delegates from their district are prepared to
26 serve at the MSA HOD.
27

28
29 **VACANCIES**
30

31 Director: When a vacancy occurs in the office of a Director of this society, the
32 Alternate Director shall immediately assume the office for the unexpired term. If
33 there is no alternate director for the district, the president may nominate a
34 replacement to be approved by the board.
35

36 Alternate Director. When a vacancy occurs in the office of an Alternate Director
37 of this society, the vacancy shall be filled by nomination of the president and will
38 immediately assume director position upon approval of the board.
39

40
41 **COMMITTEE CHAIRS**
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43 The committee chairs of this society shall lead the committee to which they are
44 appointed according to the purpose of the committee detailed in the committee
45 section of these bylaws. All committee chairs shall serve as voting members for
46 the MSA HOD.

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APPOINTMENT

The President, unless otherwise specified in these Bylaws, shall appoint members of committees to fill vacancies as they occur.

TERMS OF POSITION

All appointments to committee chairs shall be for one year unless otherwise specified in these Bylaws. A Chair may be appointed by the president for any number of successive one year terms.

[Return to List of Contents](#)

TITLE 4

BOARD OF DIRECTORS

COMPOSITION

This committee consists of all of the current officers of the society including President, President-Elect, Vice President, Secretary-Treasurer, Immediate Past-President, Missouri Director to ASA and Missouri Alternate Director to ASA, Northern District Director, Southern District Director, Eastern District Director and Western District Director as well as past MSA Presidents who may serve as non-voting Board of Director members.

PURPOSE

The Board of Directors shall have general charge of all the business affairs of this society in the interim between the annual meetings of the society, unless a special meeting should be called. To this end, the Board of Directors may take any action not in conflict with a former action of the society as may be necessary to meet previously unforeseen situations, and may exercise in such cases the full power of the society; provided that the Board of Directors may not act to bind this society in any way beyond the next meeting of the society.

To oversee the functions of the society and to promote education and advocacy for the specialty of anesthesiology.

GENERAL POWERS AND DUTIES

The Board of Directors shall make inquiry concerning the practice of anesthesiology in this Missouri State, and shall have authority to adopt such methods as may be deemed most efficient for protecting the interests of patients and their physicians in the medical specialty of anesthesiology. It shall encourage postgraduate and research work, and shall endeavor to have the results intelligently discussed and utilized.

- Financial

All monies of this society received by the Board of Directors, or its authorized representatives, must be duly authorized for and paid to the Secretary-Treasurer. The Board of Directors shall have the power to inspect and audit the accounts of the Secretary-Treasurer, other

1 officers, the committees, or other officials of this society on all matters
2 pertaining to the finances or expenditures of this society.

3
4
5 ● Committees

6
7 The Board of Directors shall have the power to create committees from
8 its number, and to endow them with authority to act in the interim
9 between meetings of the Board of Directors upon specific matters
10 which would ordinarily require special meetings of the Board of
11 Directors. These committees may be augmented by appointment of
12 additional members of this society who are not members of the Board
13 of Directors.

14
15 Board of Directors shall determine and prescribe procedural detail
16 relative to the Bylaws, to be contained in the MSA budget component
17 of policies and procedures. The Board of Directors shall have final
18 authority of the MSA budget component of policies and procedures..

19
20 Board of Censors: Board of Censors shall be appointed from the Board
21 of Directors by the MSA President and may convene on direction by
22 the MSA President. It shall consider all questions of a professional
23 nature involving the rights and standings of members, whether in
24 relation to this society, or to other members, or to District Societies.

25
26
27 MEETINGS

28
29 The Board of Directors shall hold at least an annual meeting, in person or
30 teleconference, within two (2) months prior to each annual meeting, and a
31 second meeting during the annual meeting of the ASA.

32
33 ● Presiding Officer

34
35 The President shall serve as the presiding officer of the Board of
36 Directors, except as otherwise provided in these Bylaws.

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39 ● Quorum

40
41 A majority of the Board of Directors shall constitute a quorum.

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44 ● Voting Members.

1 All members of the Board of Directors shall have the same voting
2 privileges, except as otherwise provided in these Bylaws.

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4
5 ● Additional Meetings.

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7 Other meetings of the Board of Directors may be called at any time
8 during the year by the President upon reasonable notice, or upon
9 petition of three (3) members of the Board of Directors.

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11
12 ● Non-Voting Members.

13
14 The Speaker and Vice-Speaker of the House of Delegates shall attend
15 the meetings of the Board of Directors without vote. They shall not
16 attend meetings of the Board of Directors when it acts as a Board of
17 Censors or in Executive Meeting.

[Return to List of Contents](#)

1 **TITLE 5**
2 **DISTRICT SOCIETIES**

3
4 **COMPOSITION**

5
6 The State of Missouri shall be divided into the following Districts:

- 7
8 ● District 1 - Eastern District, City of St. Louis, St. Louis, St. Charles and
9 Jefferson Counties
10
11 ● District 2- Western District, Jackson, Cass, Clay, Platte and Buchanan
12 Counties
13
14 ● District 3 - Northern District, Bounded by the southern borders of
15 Henry, Benton, Morgan, Miller, Osage, Gasconade, and Franklin
16 Counties
17
18 ● District 4 - Southern District, Bounded by the northern borders of
19 Bates, St. Clair, Hickory, Camden, Pulaski, Maries, Phelps, Crawford,
20 Washington, St. Francois, and Ste. Genevieve Counties.
21

22
23 **LEADERSHIP**

24
25 Each district shall be led by a District Director as further detailed in TITLE 3 of
26 these bylaws.
27

28
29 **MEMBERSHIP**

30
31 Active and Resident members must maintain membership in a District Society.
32 No person may hold membership in two (2) District Societies at the same time.
33

34
35 **MAINTENANCE OF MEMBERSHIP**

36
37 Membership in the MSA shall be a requisite for membership in a District Society.
38 No other society membership shall be required, except as provided in these
39 Bylaws.
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1 DUTIES OF DISTRICT SOCIETIES
2

- 3 ● Each district shall conduct a district meeting each year at least 30 days prior to
4 the MSA annual House of Delegates (HOD). This meeting may be held by
5 electronic means.
6
7 ○ During the meeting the district shall nominate and confirm an appropriate
8 amount of delegates for the MSA HOD in accordance with the annual
9 meeting section of the bylaws.
10
11 ● The District shall create an annual report to be included in the HOD agenda and
12 produce a report at least 30 days prior to the first session of the MSA HOD.

[Return to List of Contents](#)

1 **TITLE 6**
2 **RESIDENT COMPONENT**

3
4 **PURPOSE**

5
6 To encourage Residents to become actively involved with and participate in the
7 activities of the society so that they will be better able to function as full Active
8 members of organized Anesthesiology once their residency is completed.
9

10
11 **COMPOSITION**

12
13 Supported by a Chair of the Resident Component, the Board of Residents shall
14 be composed of the President, the Vice President, and one (1) Resident
15 Representative from each anesthesiology residency program in the State of
16 Missouri.
17

18
19 **MAINTENANCE OF MEMBERSHIP**

20
21 Membership in the MSA shall be a prerequisite for membership in the Resident
22 Component.
23

24 The President, or their designee, shall be responsible for forwarding to the MSA
25 administrative office, when and if revisions or changes are adopted by the
26 Resident Component membership, a current copy of the Resident Component
27 Bylaws. Any such submission should occur no later than January 15 of the
28 following year, or as otherwise requested by the MSA. These Bylaws shall not
29 conflict with the MSA Bylaws or the ASA Bylaws.
30

31
32 **DELEGATE**

33
34 The Resident Section shall be entitled to send four (4) duly qualified delegates to
35 the ASA Resident House of Delegates (HOD), with the goal of representing each
36 anesthesiology residency program in Missouri.
37

1 Priority in delegate selection shall be given to the Resident Component President
2 and Vice President. The remaining delegate and alternate delegate positions
3 shall be filled by members of the Board of Residents.
4

5 It shall be the duty of the President, or their designee, to forward the names of
6 the ASA Resident delegates and alternate delegates to the MSA administrative
7 office no later than two (2) months prior to the ASA Resident HOD meeting.
8

9 If a member of the Board of Residents who has been selected as a delegate is
10 unable to attend the ASA House of Delegates, they shall first seek a replacement
11 from within their own residency program.
12

13 14 ELECTION

15
16 The Board of Residents shall be composed of the officers of the Resident
17 Component, consisting of the President and Vice President, together with one (1)
18 Resident Representative from each anesthesiology residency program in
19 Missouri. Nominations for officer positions may be submitted by any member of
20 the MSA. If multiple nominations are submitted for the same officer position, the
21 election shall be decided by a vote of the full Resident Component membership.
22 Elections shall be conducted by secure electronic means and decided by simple
23 plurality, with the candidate receiving the most votes declared elected. In the
24 case of an uncontested race, the sole nominee shall be elected by acclamation.
25 The Vice President elected in the prior year shall automatically assume the office
26 of President at the conclusion of their term, and if the President's office becomes
27 vacant mid-term, the Vice President shall assume the office of President for the
28 remainder of the term.
29

30 Each anesthesiology residency program in Missouri shall elect one (1) Resident
31 Representative to serve on the Board of Residents. Nominations for Resident
32 Representative shall come solely from within each residency program. If more
33 than one nomination is submitted within a program, that program shall conduct
34 an internal vote of its residents to determine the Representative. Representatives
35 may be from any clinical year, provided they will remain in training for the full
36 term. If a Resident Representative is subsequently elected as an officer of the
37 Resident Component, that program shall conduct a new election to select a
38 replacement Representative.
39

1 The names of the elected Board of Residents shall be reported to the
2 membership of the Resident Component and forwarded to the MSA
3 administrative office within seven (7) days of the close of the annual election.

[Return to List of Contents](#)

Title 7

Committees

COMPOSITION

Each committee shall be composed of six regular members unless otherwise specified in these Bylaws or the MSA budget component of policies and procedures. These members will be appointed by the President except as otherwise provided in these Bylaws.

Additional committee members may be appointed in the following categories:

- Adjunct Member

An adjunct committee member is a member of MSA whose initial appointment shall be for a one year term, whose subsequent adjunct appointments to the same committee shall be for one-year terms, and who will have a vote on committee decisions.

- Consultant Member

A consultant committee member is a nonmember of MSA whose appointment shall be for one-year term and who will not have a vote on committee decisions.

- Review Member

A review committee member is an MSA member whose appointment shall be for one-year terms, who reviews and compiles material for presentation at committee meetings and/or for analytic purposes, and who will not have a vote on committee decisions.

- Ex-Officio Members

A member who serves by virtue of the office held and is identified as ex-officio may be appointed to a committee for one-year terms; has the same rights, including a vote, as other committee members; shall not be obligated to attend meetings; and shall not count in determining a quorum.

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AD HOC COMMITTEES

The President may appoint ad hoc committees. Such committees shall be limited to the tenure of office of the President appointing them or their final report, whichever comes first.

The President appoints these committees for specific purposes during his or her term of office; however, they shall not receive assignments that conflict with or duplicate the functions of any Regular/Standing Committee.

SUBCOMMITTEES

A subcommittee may be formed at the request of the committee chair or other officer.

A new subcommittee requires the approval of the President unless solely composed of serving committee members.

Appointees may include individuals who are ineligible for MSA membership but require approval by the President unless delegated.

A subcommittee's term is one year, or fraction thereof, but without limits to the number of terms.

Subcommittees are not recognized in the list of committees but may be recognized elsewhere in MSA publications or on the MSA website.

COMMITTEES OF THE HOUSE OF DELEGATES

The MSA House of Delegates may create a committee or committees to plan, institute, and execute a program or activity of this society. The members of such committees shall be appointed by the President and the committee shall report each year to the House of Delegates.

PURPOSE

It shall be the aim and purpose of committee work and committee appointments to equitably divide and increase responsibility of the work of the society among the individual members, thereby stimulating their personal efforts toward betterment of all conditions affecting physicians as individuals and this society as a whole.

1
2 No function outside of those authorized by these Bylaws may be undertaken by
3 any committee without approval by the Executive Committee or the Board of
4 Directors.

5
6
7 **REPORTS**

8
9 Each committee shall submit a written report in duplicate to the Secretary-
10 Treasurer not later than ten (10) weeks before each annual meeting, and shall
11 submit such other reports as the Board of Directors may require.
12

13
14 **EXPENSES**

15
16 Expenditures shall not be made, nor other obligations incurred without the
17 consent and approval of the President and Secretary-Treasurer. Statements for
18 approval of expenditures shall be certified by the Chairs of the various
19 committees and forwarded to the Secretary-Treasurer for payment.
20

21
22 **COMMITTEES**

23
24 The President may choose which standing committees to appoint chairs to and
25 utilize throughout their tenure.

- 26
27 ● Committee on Bylaws and Rules
- 28 ○ Composition: Three (3) or more members, preferably at least
 - 29 one (1) of whom was a member of the retiring committee and
 - 30 the Speaker of the House of Delegates.
 - 31
 - 32 ○ Purpose: Consider matters pertaining to the Bylaws and Rules,
 - 33 and to make such recommendations as may arise therein in
 - 34 order to further the work of this society.
 - 35
 - 36 ○ The MSA Bylaws shall be reviewed every 5 years. This
 - 37 Committee on Bylaws and Rules will provide a summary report
 - 38 stating review conclusions to the MSA HOD in years ending with
 - 39 a zero or a five.
40
- 41
- 42 ● Committee on Membership
- 43 ○ Composition: No fewer than three (3) members, with no
 - 44 maximum limit on membership. Each district shall have at least
 - 45
 - 46

1 one (1) representative, either the District Director or an
2 appointed representative, and at least one (1) representative
3 from each anesthesia residency program to foster early career
4 engagement. For districts without a residency program, at least
5 one (1) representative from an early-career fellow or similar role
6 shall be included. Additionally, the committee shall include at
7 least one (1) Certified Anesthesiologist Assistant (CAA).
8

9 ○ Purpose: Oversee matters pertaining to membership, including
10 engagement, recruitment, and retention efforts.
11

12 ○ Duties:
13

14 ▪ Develop and implement strategies to recruit and retain
15 members, including engaging Certified Anesthesiologist
16 Assistants (CAAs) and early-career professionals.
17

18 ▪ Provide quarterly updates to the Board on membership
19 status, including key recruitment and retention efforts,
20 and report on the committee's alignment with national
21 campaigns and local district needs.
22

23
24 ● Judicial Council, Ethics and Awards Committee
25

26 ○ Composition: This committee shall consist of five (5) members.
27 Each member shall be appointed for a period of five (5) years.
28 The term of office of one member shall expire at the close of
29 each calendar year. A new member shall be appointed by the
30 new President to begin his or her duties on the first day of the
31 ensuing calendar year. Members may be reappointed at the end
32 of the five year term by the President. Only Active members in
33 good standing for a period of ten (10) years immediately prior to
34 their appointment shall be appointed to this Committee. The
35 chairman shall be appointed by the president each year.
36

37 ○ In the event of a vacancy, the President shall appoint an Active
38 member who has been in good standing for ten (10) years
39 immediately prior to that member's appointment to complete the
40 unexpired term.
41

42 ○ Three (3) members of the Judicial Council, Ethics and Awards
43 Committee present at a formal meeting shall constitute a
44 quorum, and any final action taken by the Committee shall
45 require a majority vote of the members present.
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- Duties
 - Shall consider all matters concerning the ethics and professional conduct of members of this society in accordance with Title 13 of these Bylaws.
 - At the direction of the Board of Directors, to consider all requests and make proposals when appropriate to the House of Delegates and/or the Board of Directors for all positions eligible for awards or honors, either local or national. In this regard, suggestions from all members of the society, in addition to other sources, shall be considered.
 - At the direction of the Board of Directors, to consider all requests and make proposals when appropriate to the House of Delegates and/or the Board of Directors for all positions eligible for awards or honors, either local or national. In this regard, suggestions from all members of the society, in addition to other sources, shall be considered.
- Committee on Planning
 - Purpose: The Committee on planning shall plan, direct, administer and evaluate the annual scientific and business meetings of this society. This Committee will plan the organization of the meetings for this meeting.
 - Composition: This Committee shall consist of at least five (5) members in good standing who have been members of this society for a minimum of three years. This committee shall be chaired by the Vice Speaker unless otherwise determined by the president.
 - The Vice Speaker shall serve as the chair of the planning committee unless otherwise delegated by the President.
 - Purpose: Plan and organize the annual meeting for the Missouri Society.
 - The Executive Director shall make all hotel arrangements necessary for the business and scientific meetings. This will include mailing of notices, registration, organization of rooms for business and scientific meetings, technical exhibits and program printing.

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- Committee on Communications
 - Composition: This committee will consist of six (6) members including the Missouri Director, Alternate Director, President and Immediate Past President. There will also be a consultant member who represents the public relations firm employed by the society.
 - Purpose: This Committee will oversee the compilation, publication, distribution and business arrangements for all communication by the society through newsletters, email, websites, or social media such as Facebook, Twitter, etc.
 - This Committee shall publish all important notices and pertinent information regarding MSA for the information of the membership.

- Committee on Government, Legal and Economic Affairs
 - Composition: Six (6) or more members, at least two (2) of whom shall have served on the retiring Committee.
 - Purpose: Consider matters pertaining to the legal affairs of the society in relation to the public, to other organizations, and to its members. Consider matters of pertinence to anesthesiologists arising in the State or Federal legislatures. Consider matters affecting the economic status of the practice of anesthesiology. Advise and make reports and recommendations to the Executive Committee and to the Board of Directors in regard to these matters.

- Committee on Resident Section
 - Composition: Three (3) or more members, preferably actively involved in Resident training. Program Directors for the residency programs in the State will be invited to serve on this committee. The president shall appoint a chair to actively support the Resident Component and its Executive Committee
 - Purpose: Serve as liaison and support for the Resident Section in Title 4.

- Nominating Committee
 - Composition: This committee will consist of three past presidents including the immediate past president who will serve as the chair.

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- Purpose: Members of this committee will compile a list of MSA officer candidates and delegates to the ASA for the upcoming year.
- Anesthesia Care Team Committee
 - Composition: This committee will consist of a minimum of three up to six members of the society.
 - Purpose: The purpose of this committee is to promote the role of the Anesthesia Care Team.
- Anesthesiologists Assistants Committee
 - Composition: This committee will consist of a minimum of three up to six members of the society.
 - Purpose: This committee exists to promote the role of anesthesiologists assistants in the anesthesia care team.
- MSA Educational Fund (MSAEF) Committee
 - Composition: This committee will consist of a minimum of three members of the society.
 - Purpose: The purpose of this advisory committee is to award monetary grants in support of anesthesia education.
- MSA Educational Support Fund (MSAESF) Committee
 - Composition: This committee will consist of a minimum of three members of the society.
 - Purpose: The members of this committee will act as directors of the fund which is to be used to promote the practice of Anesthesiology in Missouri.
- Committee on State Boards and Commissions
 - Composition: This committee will consist of a minimum of three members up to a total of six members of the society.

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- Purpose: This committee will act as a liaison between the society and state boards and commissions.
- MSA PAC Liaison
 - Composition: This committee will consist of from one to three members of the society.
 - Purpose: This committee will communicate with members regarding fund raising for political advocacy at the state level.
- ASA PAC Liaison
 - Composition: This committee will consist of from one to three members of the society.
 - Purpose: This committee will communicate with members regarding fund raising for political advocacy at the national level.
- Committee for Medicare Advisory (Carrier Advisory)
 - Composition: This committee will consist of three members of the society.
 - Purpose: This committee will act as a liaison between the society and representatives of Medicare.
- Missouri State Medical Association Inter-specialty Committee
 - Composition: This committee will consist of the President and President-Elect of the society.
 - Purpose: One of the members will participate in the Inter- specialty Committee meeting at the annual Missouri State Medical Association meeting in order to represent the specialty of Anesthesiology.
- Committee on History of the MSA Society
 - Composition: This committee will consist of a minimum of one and no more than three members.

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- Purpose: This committee archives important historical developments and communicates with members about the history of the society.
- Committee for Anesthesiologists Day at the Capitol
 - Composition: This committee consists of a minimum of ten and up to twenty members who have participated in visits to the legislature.
 - Purpose: Members of this group represent the society on the annual anesthesiologists day at the capitol and help with testimony regarding pertinent bills before the legislature.
- Reference Committee
 - Composition: This committee is appointed by the President
 - Reference committees of the House of Delegates shall be appointed no later than one (1) month prior to the annual meeting to analyze all business to be considered by the House of Delegates and to make appropriate recommendations from the floor at the annual meeting.

[Return to List of Contents](#)

1 **TITLE 8**
2 **ANNUAL MEETING, MSA &**
3 **ASA HOD, AND SPECIAL**
4 **MEETINGS**

5
6 **ANNUAL MEETING**

7
8 This society shall hold an annual meeting at such time and place as has been
9 fixed by the Board of Directors. In the event of change, due notice shall be
10 forwarded to the membership as early as possible, and not less than three (3)
11 weeks before the new date selected.
12

13
14 **REGISTRATION**

- 15
16 • Every member attending an annual meeting shall have his or her name officially
17 registered. When his or her right to membership has been verified, it shall be duly
18 documented of his or her right to attend that Meeting.
19
20 • No member shall take part in any of the proceedings of an annual meeting until
21 the member has complied with the provisions of this section.
22

23
24 **GUESTS**

- 25
26 • Any person may become a guest of this society during the annual meeting upon
27 invitation by an Officer or Director, and shall be accorded the privilege of
28 observing the functions of the Meeting.
29
30 • The guest may address the Meeting upon invitation by the House of Delegates.
31

32
33 **PROGRAMS**

34
35 There shall also be included in the program of each annual meeting at least one
36 (1) business meeting of the House of Delegates for election of Officers, receipt of
37 reports from Officers, Directors, Delegates, Committees and other officials, and
38 transactions of other business affairs of the society.

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RESOLUTIONS

All resolutions and similar official actions issued to the public or to other organizations in the name of this society shall first be approved by the House of Delegates or the Board of Directors.

SPECIAL MEETINGS

Special meetings of the membership of this society may be called by the President upon approval by the Board of Directors. Special Meetings shall be held at the *time* and place *fixed* by the Board of Directors. Notice of Special Meetings and the subject or subjects to be presented shall be forwarded to each member of the Society at least thirty (30) days in advance of the date established for the meeting. (See 11.05.06)

MSA HOUSE OF DELEGATES

COMPOSITION

The House of Delegates shall consist of the Officers, the Directors, the Missouri Director and Alternate Director to ASA, the Chairmen of standing committees, all past presidents and all duly elected delegates. Voting members shall be those duly elected Delegates.

- Duly Elected Delegates

Each District Society shall be entitled to send four (4) duly qualified delegates to The MSA House of Delegates. Any District Society having more than one hundred (100) voting members on October 1st shall, that year, be entitled to one (1) additional Delegate for each fifty (50) voting members or fraction thereof over and above the first one hundred (100) voting members.

It shall be the duty of the Director of each District Society to forward to the administrative office by January 15th prior to each annual meeting, a list of Delegates and Alternate Delegates of that District Society for the current year.

- Terms and Election of Delegates

- Term

The terms of office of the Delegates and Alternate Delegates shall be two (2) calendar years.

- Election

Delegates and Alternate Delegates shall be selected at an annual meeting of each District Society.

PURPOSE

The House of Delegates shall be the primary legislative and governing body of this society.

POWERS AND DUTIES

The House of Delegates is charged and entrusted with the final authority in all matters, except where final authority is delegated elsewhere by these Bylaws, and the transaction of all business of this society not otherwise specifically provided for in these Bylaws.

- Financial

It shall receive the recommendations of the Board of Directors concerning an annual budget prepared by the Secretary- Treasurer and after giving due consideration to these recommendations, it shall make annual appropriate recommendations for the expenditures of this society. The Secretary-Treasurer shall have the authority to redistribute any funds within the constraints of the approved budget.

- Committee

It shall have the authority to appoint committees for special purposes, which may be composed of members of this society who are not members of the House of Delegates. Such committees shall report to the House of Delegates, and may be present and participate in the debates on their reports.

1 DELEGATES

2
3 Each Delegate or Alternate to the House of Delegates shall be entitled to only
4 one (1) vote, and shall represent the District Society by or for which he or she
5 was appointed and no other.

- 6
7
 - Qualification

8
9 A delegate or his or her Alternate to the House of Delegates may serve if
10 they are a voting member in good standing with the society.

- 11
12
13
 - Substitution

14
15 A Delegate or his or her Alternate, accepted and seated, shall serve
16 without substitution throughout the annual meeting or other meetings of
17 the House of Delegates.

18
19
20 MEETINGS

21
22 The House of Delegates shall meet during each annual meeting at the time
23 established by the Board of Directors. It may recess from time to time as may be
24 necessary to complete its business, provided that its hours shall conflict as little
25 as possible with the scientific meeting.

- 26
27
28
 - Presiding Officer

29
30 The Speaker shall serve as the presiding officer of the House of
31 Delegates.

- 32
33
34
 - Quorum

35
36 Fifty percent (50%) of the MSA officers and District Delegates or their
37 seated Alternates shall constitute a quorum of the House of Delegates.

- 38
39
40
 - Votes

41
42 Except as otherwise provided in these Bylaws, all questions shall be
43 determined by the affirmative vote of not less than a majority of those
44 voting.

1 The Speaker or Vice-Speaker may vote only when presiding and then only
2 to break a tie vote.

3
4
5 ● Order of Business

6
7 The Order of Business shall be followed as outlined in the MSA
8 Administrative Procedures.

9
10 The official order of business for the House of Delegates will be followed,
11 unless otherwise ordered by a two-thirds (2/3) vote of the Delegates
12 present and voting.

13
14
15 ● Reference Committees

16
17 Reference committees of the House of Delegates shall be appointed no
18 later than one (1) month prior to the annual meeting to analyze all
19 business to be considered by the House of Delegates and to make
20 appropriate recommendations from the floor at the annual meeting.

21
22
23 **SPECIAL MEETINGS**

24
25 A Special Meeting may be called by the President with the approval of the Board
26 of Directors. Written notice of the time and place of a Special Meeting shall be
27 mailed to each member of the House of Delegates at least thirty (30) days prior
28 to such meeting. (See 10.06).

29
30
31 ● Order of Business at a Special Meeting

32
33 At a special meeting of the House of Delegates, the order of business
34 shall be determined by the President with the approval of the Executive
35 committee. It shall be available to the members of the House of Delegates
36 before the start of the meeting and may be altered by a two-thirds (2/3)
37 vote of the delegates present and voting.

38
39
40 **ELECTION PROCEDURE**

41
42 Election of Officers and Delegates to the ASA House of Delegates by the MSA
43 House of Delegates shall be by secret ballot unless a single candidate is
44 nominated to an office. A majority of the votes cast shall be necessary to elect. If
45 on any ballot no nominee shall receive a majority, the name receiving the
46 smallest number of votes shall be dropped, and the balloting shall proceed in that

1 manner until a majority is obtained. Nominations of all Officers shall be made
2 from the floor of the House of Delegates.
3
4

5 PUBLICATION 6

7 A summary of the proceedings of the House of Delegates shall be published
8 following each annual meeting. A copy shall be distributed to all members
9 who participated in the MSA House of Delegates (HOD).
10

11 **ASA HOD DELEGATES and ALTERNATE DELEGATES** 12 13

14 ELIGIBILITY 15 16

17 The Delegates and Alternate Delegates to ASA from the MSA shall have been
18 voting members of this society in good standing for at least two (2) years,
19 immediately prior to their election. It shall be the responsibility of the President to
20 ensure the MSA delegates to the ASA HOD be prepared to serve in their role. It
21 shall be the responsibility of the District Directors to ensure the delegates from
22 their district to the MSA HOD be prepared to serve in their role.
23
24

25 ALLOCATION 26

27 The number of Delegates and Alternate Delegates elected by this society to ASA
28 shall be established in the manner provided by the ASA Bylaws.
29
30

31 ELECTION 32

33 The President-Elect of MSA shall begin a three (3) year term as Delegate to ASA
34 upon election to office. The term of the President-Elect shall coincide with his/her
35 office. If upon election the President-Elect is currently an ASA Delegate, this
36 Delegate position shall become vacant. Additional delegates, Alternate
37 Delegates and the Missouri Alternate Director to the ASA shall be elected at the
38 Annual meeting of the MSA House of Delegates from among MSA members.
39

40 The Missouri Alternate Director shall begin a three (3) year term upon his/her
41 election to office.
42
43
44
45
46

1 TERMS OF OFFICE

2
3 Delegates shall serve for three (3) years and Alternate Delegates shall serve for
4 one (1) year. Their terms of office shall commence at the end of MSA Annual
5 meeting with the exception of that of the Missouri Director to ASA and the
6 Missouri Alternate Director to ASA whose term as Delegate shall coincide with
7 the period of office.
8

9
10 DUTIES

11
12 Delegates from this society are charged with the responsibility of attending each
13 meeting of the ASA House of Delegates of and all related meetings of the
14 Missouri Delegation, or of otherwise making certain that this society is
15 represented therein.
16

17 A Delegate who fails in this responsibility either by not attending without sufficient
18 cause or who fails to notify his or her Alternate or the Secretary- Treasurer of this
19 society of his or her possible or impending absence in reasonable time shall
20 immediately forfeit the right to hold office or be eligible during the ensuing two (2)
21 years.
22

23 Delegates and Alternates shall, whenever possible, counsel with the officers and
24 Board of Directors of this society on all matters pending in the ASA House of
25 Delegates in the interest of making certain that the action taken therein is in
26 accord with the desires of this society.
27

28
29 ALTERNATES

30
31 In the event a Delegate is unable to attend a meeting or meeting of the ASA
32 House of Delegates, any elected or appointed alternate delegate shall be eligible
33 to serve in his or her place during that meeting, as provided in the ASA Bylaws.
34

35 Alternate delegates shall attend all meetings required of delegates. Alternate
36 Delegates are expected to attend the Missouri Caucus, the Midwest Caucus and
37 the First House of Delegates in preparation for service if needed.
38

39 Further duties and expectations of delegates and alternate delegates can be
40 found in the MSA budget component of policies and procedures.
41
42
43
44
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46

1 VACANCIES

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3

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5

When a vacancy occurs in the office of delegate to ASA, the MSA President shall fill the vacancy from the alternate delegates until the next annual meeting, at which time a successor shall be elected for the unexpired term.

[Return to List of Contents](#)

TITLE 9

MEDICAL ETHICS & DISCIPLINE

The Principles of Medical Ethics of the American Medical Association or of any statement of principle or policy by this society or by ASA as the same may be amended from time to time, or of any bylaws, rule, regulation or resolution of this society or of ASA, shall be binding upon the membership of this society. In the event of any contradiction among these various principles, those of this society shall take precedence and then those of ASA shall take next precedence.

JUDICIAL COUNCIL, ETHICS AND AWARDS COMMITTEE

- Composition

The Judicial Council shall be composed of five active or life members in good standing for a period of ten (10) years immediately prior to their term.

The Chair shall be named by the President each year.

One member of the Judicial Council shall be nominated each year by the President, appointed by the Board of Directors and serve for a term of five (5) years.

A member selected by the President to fill an unexpired term shall serve to complete the unexpired term.

- Jurisdiction

The Judicial Council shall have original jurisdiction over complaints which may result in expulsion or sanction of a member of this society based upon the following grounds:

- Failure to abide by the provisions of these Bylaws.
- Theft or dishonesty in connection with the affairs of the society.
- Failure to cure a conflict of interest.
- Conviction in a court of law of a felony or an offense involving moral turpitude.
- Revocation or suspension of a license to practice medicine.

- 1 ○ Conduct which holds the society or the specialty of anesthesiology in
2 disrepute.
- 3 ○ Failure to adhere to Guidelines for the Ethical Practice of Anesthesiology
4 of ASA.

5
6 The Judicial Council shall have original jurisdiction over impeachment
7 proceedings which may result in removal of an Officer of this society based upon
8 malfeasance or misconduct in office.

9
10 The Judicial Council shall have original jurisdiction over matters referred by the
11 President for review when the President becomes aware of a conviction of a
12 member but no complaint regarding such conviction has been brought by another
13 member of this society.

14 15 16 PROCEDURES FOR PROCESSING COMPLAINTS

17 18 19 ● Complaint

20
21 Specific complaints or charges of unethical conduct on the part of a member (the
22 “Respondent”) shall be referred to the Judicial, Ethics, and Awards Committee by
23 the President or the Secretary-Treasurer. A specific complaint shall consist of a
24 written, signed accusation naming the accused and including the particulars of the
25 breach of ethics involved. Such complaints may be made by the “Complainant”
26 which can be any member, the general public, the President in the name of the
27 society, or the Board of Directors.

28 29 30 ● Investigation

31
32 Upon receipt of a complaint, the Judicial, Ethics, and Awards Committee shall
33 forward a copy to the Respondent, give the Respondent an opportunity to respond in
34 writing within 30 days, and conduct such investigation of the Respondent’s
35 professional conduct as may be necessary to determine whether an investigation is
36 warranted. If a majority of the members of the Committee shall determine that there
37 is substantial basis for charge of professional misconduct and that the charge, if
38 sustained, would constitute a cause for disciplinary action under these Bylaws, then
39 said Committee shall direct the member to appear before it at a hearing.

40 41 42 ● Notice of Charge

43
44 If the Judicial Council determines that a hearing is not warranted, it shall notify the
45 Complainant and the Respondent in writing. Any such decision shall be final.

1 If the Judicial Council determines that a hearing is warranted, it shall notify the
2 Complainant and the Respondent in writing and give the member written notice of
3 the charges made against him or her and of the time and place of the hearing with
4 respect thereto, by mailing said notice to the member by registered mail to his or her
5 last address as it appears on the records of the society. The notice shall also advise
6 the Respondent that the Respondent has thirty (30) days in which to submit any
7 further written response and/or a request for an oral evidentiary hearing.
8
9

10 • Hearing

11
12 At the hearing, the Respondent and the Judicial, Ethics, and Awards Committee may
13 be represented by legal counsel and may call and cross-examine witnesses and
14 produce evidence pertaining to the charges. The Respondent shall be entitled to
15 representation by counsel at Respondent's expense. The Judicial, Ethics, and
16 Awards Committee, by letter signed by its Chairman or by two (2) of its members,
17 may, upon not less than ten (10) days notice, direct any member of the society to
18 appear before it at a hearing to give evidence with respect to the charges. Failure of
19 a member to respond to such summons without satisfactory excuse shall be cause
20 for discipline under these Bylaws. All witnesses, including the accused if he or she
21 shall testify, shall be sworn before a notary public or other officer duly authorized to
22 administer oaths in the county in which the hearing is held. The Judicial, Ethics, and
23 Awards Committee is authorized in its discretion to reimburse witnesses who are not
24 members of the society for expenses actually incurred in attending the hearing. All
25 evidence or information given to or before the Committee shall be privileged. The
26 proceedings at each hearing shall be steno graphically reported and upon payment
27 of the cost hereof, the accused shall be entitled a copy of such report.
28
29

30 • Degree of Discipline

31
32 There shall be three degrees of discipline: (1) censure, (2) suspension from the
33 rights and privileges of membership, (3) expulsion from membership. The
34 imposition of discipline may also be suspended upon such terms and conditions
35 as may be specified.
36
37

38 • Findings

39
40 After the conclusion of the hearing, the Judicial, Ethics, and Awards Committee shall
41 make its findings of the facts concerning the charges. A finding by the Judicial,
42 Ethics, and Awards Committee that the member has not violated any principal,
43 policy or any matter referred in this Title shall be final and conclusive. If the Judicial,
44 Ethics and Awards Committee shall find such a violation, it shall submit its findings in
45 writing to the Board of Censors appointed by the President of this society. The
46 Committee will also submit recommendations concerning the discipline, if any, to be

1 imposed upon the member, and a copy of the stenographic report of the
2 proceedings held before it in this matter.

3
4
5 ● Notification

6
7 The Judicial, Ethics and Awards Committee shall in every case serve upon the
8 member a copy of its findings of fact and recommendations, if any, by mailing a copy
9 to the member by registered mail to his or her last address as it appears in the
10 records of the society.

11
12
13 BOARD OF CENSORS

14
15 If a member shall feel aggrieved either by the findings of factor by the
16 recommendations of the Judicial, Ethics, and Awards Committee, he or she may
17 obtain a hearing before the Board of Censors appointed from the Board of Directors
18 by the MSA President at the time of the appeal.

19
20
21 ● Appeal and Bond

22
23 A written application for such a hearing must be filed with the Secretary-
24 Treasurer of this society at any time within twenty (20) days after the Judicial,
25 Ethics, and Awards committee shall have mailed to him or her a copy of its
26 findings of fact and its recommendations. In such application, the member shall
27 specify which of the findings of fact or recommendations he or she contends to
28 be erroneous. Such application shall be accompanied by a penal bond in the
29 sum of two thousand dollars (\$2,000). If after such hearing, the findings of fact of
30 the Judicial, Ethics, and Awards Committee shall be affirmed and its
31 recommendations accepted, the member shall forfeit to the society all or such
32 share of said bond as shall represent the necessary expenditures on the part of
33 the society incident to such appeal. If the appeal of the member is upheld, the
34 bond shall be refunded to him or her in entirety.

35
36
37 ● Hearing

38
39 At the hearing before the Board of Censors, the member shall have the right to
40 appear in person and to be represented by legal counsel. No evidence shall be
41 taken at said hearing which shall be based only on the notice of charges served
42 on the member, the minutes of the proceedings before the Judicial, Ethics, and
43 Awards Committee, the findings of fact and recommendations of the Judicial,
44 Ethics, and Awards Committee and the application for the hearing. In its
45 discretion the Board of Censors may remand the matter to the Judicial, Ethics,

1 and Awards Committee to take further testimony or such other proceedings as it
2 may direct.

3
4 • Findings

5
6 After the conclusion of such hearings the Board of Censors shall, provided it
7 does not remand the matter to the Judicial, Ethics, and Awards Committee make
8 its own findings of fact to the extent it does not concur with the findings of fact of
9 the Judicial, Ethics, and Awards Committee, and shall decree what discipline, if
10 any, shall be imposed upon the member.

11
12
13 • Notice

14
15 Notice of the action of the Board of Censors in these respects shall be served
16 upon the member by mailing written notice of such action to him or her by
17 registered mail addressed to his or her latest address as it appears on the
18 records of this society. In all instances, notices of the action of the Board of
19 Censors shall be served upon the Judicial, Ethics, and Awards Committee.

20
21
22 FINAL APPEAL

23
24 If the member shall feel aggrieved by any final decision of the Board of Censors,
25 he or she may exercise his or her right to appeal from such final decision to ASA,
26 in accordance with the Bylaws and resolutions of that society. The imposition of
27 discipline shall be stayed until the accused shall have exhausted his or her
28 remedies on such appeal or shall have failed to perfect such appeal within the
29 time allowed therefore.

30
31
32 IMPEACHMENT OF OFFICERS

33
34
35 • Impeachment

36
37 Any Officer, Director, Delegate or other official of this society may be impeached and
38 removed from office upon the recommendation of the Board of Directors and
39 subsequent confirmation by a two-thirds (2/3) majority of the House of Delegates in
40 attendance at an annual meeting or Special Meeting

1 • Charges

2
3 All charges of impeachment shall be directed to the Board of Directors, shall be
4 made in writing, and shall be signed by at least ten (10) Active members who
5 thereby agree to substantiate their statements with proof.

6
7 • Investigation

8
9 Upon receipt of a petition, the Board of Directors shall forward a copy to the Officer,
10 give the Officer an opportunity to respond in writing within thirty (30) days, and
11 conduct such investigation as may be necessary to determine whether a hearing is
12 warranted.

13
14
15 • Notice

16
17 If the Board of Directors determines that a hearing is not warranted, it should send
18 communication of such to the Petitioners and the Officer. Any such decision will be
19 final.

20
21 If the Board of Directors determines that a hearing is warranted, it shall send
22 communication of such to the Petitioners and the Officer.

23
24
25 • Impeachment Hearings

26
27 The Board of Directors shall conduct impeachment hearings in accordance with the
28 hearing procedures set forth in 9.3. The Petitioners shall be parties for purposes of
29 the hearing and shall present evidence and arguments in support of the charges.
30 Petitioners and the Officer may be represented by counsel at their own cost.

31
32
33 ACTION BY THE BOARD OF DIRECTORS

34
35 The Speaker shall convene a meeting of the Board of Directors to act upon all
36 resolutions for sanction of a member or removal of an Officer.

37
38 The President of this society shall present the findings.

39
40 The member or officer, personally or through counsel, may present an argument
41 against the resolution for sanction or removal.

42
43 Following presentations on behalf of the Judicial, Ethics, and Awards Committee
44 or the Board of Directors and on behalf of the member or Officer the resolution of
45 sanction or impeachment shall be subject to debate in accordance with the rules
46 of the Board of Directors.

1
2 If the Board of Directors, after a diligent and careful investigation, finds just and
3 sufficient cause for removal of a particular Officer or Director, it shall present its
4 findings and recommendations at an annual meeting or a Special Meeting of the
5 House of Delegates and shall give the Accused written notice of its findings and
6 recommendations at least fifteen (15) days prior to that Annual or Special
7 Meeting.

8
9 Voting shall be set by secret written ballot. A two thirds (2/3) vote of those
10 present and voting shall be required to pass a resolution for sanction of a
11 member or removal of an Officer. The decision of the Board of Directors shall be
12 final.

13 14 15 HEARINGS

16
17 The Board of Directors or the Judicial, Ethics and Awards Committee or the
18 Board of Censors shall provide at least 30 days notice of the date, time and
19 location of the hearing.

20
21 Upon request of any party, the Board of Directors, the Judicial, Ethics and
22 Awards Committee, or the Board of Censors may order production of relevant
23 evidence that is within the possession of this society.

24 25 26 SANCTIONS

27
28 The sanctions recommended shall be one of the following:

- 29
30 ● Censure which will result in a written reprimand to the member from this
31 society with no loss of the benefits of membership.
- 32
33 ● Suspension which shall cause the member to lose the benefits of
34 membership in this society for a period of time as determined by the Board
35 of Directors, after which the individual may be fully reinstated upon the
36 request of the individual.
- 37
38 ● Expulsion, which shall cause the member to lose the benefits of
39 membership in the society. Reapplication from an expelled member may
40 be considered after a prescribed period as determined by the Board of
41 Directors.

1 PUBLICATION

2

3 Notice of any disciplinary action taken pursuant to this Title shall be published in
4 the official publication of the society following final appeals to ASA if any, by the
5 accused.

[Return to List of Contents](#)

TITLE 10

EXECUTIVE OFFICE

PURPOSE

The executive office is the official headquarters and business office of this society.

LOCATION

The executive office of this society shall be located in a place approved by the House of Delegates.

EXECUTIVE DIRECTOR

The Executive Director shall be an employee or contracted position of this society, employed by and under the director and supervision of the Board of Directors.

- Duties

The Executive Director shall act as general administrative officer and business manager of this society; supervise and be responsible for the functions of the executive office of this society; and attend the annual meetings of this society and the meetings of the Board of Directors.

The Executive Director shall make all hotel arrangements necessary for the business and scientific meetings. This will include mailing of notices, registration, organization of rooms for business and scientific meetings, technical exhibits and program printing.

- Report

The Executive Director shall submit a report annually to the Board of Directors outlining the accomplishments of the executive office.

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- Administrative Procedures

The Executive Director shall maintain a set of working Administrative Procedures of the society which do not warrant inclusion in the Bylaws. These Procedures shall be reevaluated annually by the President and Secretary Treasurer. These Procedures may be promulgated or changed by the Board of Directors or House of Delegates. They shall implement the Bylaws; and shall not be in conflict with the Bylaws. Any question as to whether a subject belongs in the Bylaws or Administrative Procedures will be decided by majority vote of the House of Delegates.

[Return to List of Contents](#)

1 **TITLE 11**
2 **FUNDS AND**
3 **EXPENDITURES**

4
5 **FUNDS**
6

7 Funds of this society shall be raised by an annual per capita assessment on each
8 class of membership as provided elsewhere in these Bylaws. The amount of
9 assessment shall be established in the manner provided in these Bylaws. Funds
10 may also be derived by voluntary contributions, from bequests, patents and
11 copyrights, by income from this society's publications and in any other manner
12 approved by the Board of Directors.
13

14
15 **EXPENDITURES**
16

17 Funds may be appropriated by the House of Delegates at the annual meeting
18 and by the Board of Directors to defray the expenses of this society and for such
19 other purposes as will promote the welfare of anesthesiology.
20
21

22 **TITLE 12**
23 **RULES OF ORDER**

24
25 **RULES OF ORDER**
26

27 The deliberations of this society shall be governed by parliamentary usage as
28 contained in the latest edition of "Sturgis: The Standard Code of Parliamentary
29 Procedure" when not in conflict with these Bylaws.
30
31
32
33
34

1 **TITLE 13**
2 **REFERENDUM**

3
4 **INITIATION**

5
6 The House of Delegates or the Board of Directors may be a two-thirds (2/3) vote
7 of the members present and voting at a meeting thereof, order a general
8 referendum on any question pending before those bodies.
9

10
11 **VOTING PROCEDURE**

12
13 The question shall then be submitted to the voting members of this MSA Society
14 who may vote by electronic means. A valid referendum shall require a vote by at
15 last one-third (1/3) of the members eligible to vote, and a majority vote of the
16 members voting shall determine the question. The voting shall be considered
17 completed at the end of one week from the day the question of the referendum is
18 communicated electronically to voting members.
19
20

21 **TITLE 14**
22 **BYLAWS AMENDMENTS**

23
24 **BYLAWS AMENDMENTS**

25
26 These Bylaws may be amended by the House of Delegates in either of two ways:

27
28 By a two-thirds (2/3) majority of those voting, provided that,

- 29
30
- 31 ● The proposed Bylaws change was accepted by a majority of those
32 voting in the immediate preceding Annual or Special Meeting of the
33 House of Delegates; or
 - 34 ● The proposed Bylaws change has been approved by a two-thirds (2/3)
35 majority of those voting in the Board of Directors.
- 36

37 By a three-fourths (3/4) majority of those voting.
38

1 Bylaws changes shall take effect at the close of the meeting of the House of
2 Delegates at which they are approved unless otherwise specified at the time of
3 approvals.

4
5 MSA shall have bylaws that will remain consistent with the current ASA Bylaws.
6 When a conflict is identified, the issue shall be referred to the MSA Bylaws
7 Committee by the MSA President for recommendation of resolution.

8
9 The MSA Bylaws shall be reviewed every 5 years.

[Return to List of Contents](#)