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1 **TITLE 1**

2 **PURPOSE & DEFINITIONS**

3
4 **PURPOSE**
5

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

19 **Definitions Section**

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

22 A "communication" is defined as physical or electronic mail, or any online
23 notification

24
25 **TITLE 2**

26 **MEMBERSHIP**

27
28 **QUALIFICATIONS**

29 Membership in this society is a privilege and not a right and is contingent
30 upon compliance with the requirements specified in these Bylaws. No person
31 shall be accepted or continued as a member of this society unless he or she
32 is of good moral character and adheres to the ethical standards of the
33 medical profession. No person shall be accepted for membership unless he

1 or she meets the above requirements and is at the time practicing in
2 accordance with the principles of this society as stated in these Bylaws.

3 4 COST OF MEMBERSHIP

5
6 Changes in MSA membership dues shall be recommended by the Board of
7 Directors to the MSA House of Delegates. These changes if approved by the
8 HOD will take effect the next calendar year.

9 10 CATEGORIES

11
12 The categories of membership of this society shall conform to those of The
13 American Society of Anesthesiologists, Inc. (ASA) including: Active, Affiliate,
14 Resident, Retired, Medical Student, Educational including Nurse Anesthetists and
15 Anesthesiologist Assistants, Life and Honorary.

16
17 The additional MSA membership categories and requirements may not conflict with
18 provisions in ASA Bylaws nor add to component society membership individuals who
19 are not eligible for ASA membership.

20
21 The requirements for eligibility shall be compatible with ASA Bylaws in the various
22 categories of membership are:

23 2.01.01.01 **Active Members**

24 The active membership of this society shall consist of each active
25 member of a component society Active members are Doctors of Medicine
26 or Osteopathy who are licensed to practice medicine in one or more of
27 the fifty states, the District of Columbia, or any U.S. Territory who have
28 successfully completed a training program in anesthesiology, accredited
29 by ACGME, the American Osteopathic Association, or equivalent
30 organizations, and who are in compliance with any further membership
31 requirements listed in the Administrative Procedures.

32 2.01.01.01.01 A member may be an active member of only one component
33 society.

34 2.01.01.01.02 Active members of this Society who maintain an unrestricted
35 license (or approved waiver per Department of Defense
36 instruction) to practice medicine in the United States of America
37 and who are on active duty in any of the Uniformed Services or a
38 contract physician to a DOD facility as their primary place of
39 practice may belong to the Uniformed Services component.

40 2.01.01.01.03 Active members of this Society must be members of a component
41 society and maintain permanent residence or primary practice
42 within said component society but may practice within the
43 jurisdiction of other component societies during the calendar year.

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2.01.01.02 Affiliate Members

- 2.01.01.02.01 The affiliate membership of this Society shall consist of:
- 2.01.01.02.02 Members of a component society who are:
- 2.01.01.02.03 Physicians not in the clinical practice of anesthesiology
- 2.01.01.02.04 Scientists, who, while not engaged in administering clinical anesthesia to humans, are nevertheless interested in anesthesiology
- 2.01.01.02.05 Physicians who practice and reside outside the United States.

2.01.01.03 Educational Members

An educational member shall be a provider of anesthesia care who is neither a physician nor an anesthesiologist assistant.

- 2.01.01.03.01 Application Each provider of care applicant as described in 2.2.3 shall file with the Secretary of this Society an application and:
- 2.01.01.03.02 If providing anesthesia care as part of the anesthesia care team, signed statements subscribing to:
- 2.01.01.03.03 The Guidelines for the Ethical Practice of Anesthesiology and
- 2.01.01.03.04 The Anesthesia Care Team statement as approved by the House of Delegates.

2.01.01.04 Life Members

Each past president of the American Society of Anesthesiologists shall be a life member.

2.01.01.05 Honorary Members

- 2.01.01.05.01 A physician, a scientist or other individual not otherwise eligible for active membership in the Society who has attained outstanding eminence in anesthesiology or related fields.

1 2.01.01.05.02 Nominations of honorary members may be submitted by
2 component societies or by members of ASA to the Chair of the
3 Committee on Distinguished Service Award on approved forms,
4 together with a current curriculum vitae, by the date specified in
5 the Administrative Procedures. This committee shall review the
6 names of nominees submitted and may make recommendations of
7 candidates to the House of Delegates.

8 2.01.01.05.03 Nomination(s), along with a summary of the nominee's
9 achievements and qualifications, shall be submitted to the House
10 of Delegates for approval by ballot with a two-thirds vote required.

11

12 2.01.01.06 Retired Members

13 2.01.01.06.01 An individual who has been an active and/or affiliate member for
14 20 or more years and has retired from practice.

15 2.01.01.06.02 An individual who has been an active and/or affiliate member for
16 20 or more years and has reached the age of 70 years.

17 2.01.01.06.03 Active members of this society who do not meet the requirements
18 in 2.2.6.1 or 2.2.6.2 and are permanently disabled and unable to
19 engage in the practice of their profession, shall, at their request,
20 be placed in retired membership status.

21 2.01.01.06.04 A written request to change to retired member status shall be
22 submitted to the Secretary of this Society. The member may
23 choose membership in the component society of permanent
24 residence or of previous practice if such category is available in
25 that component.

26

27 2.01.01.07 Resident and Fellow Members

28 2.01.01.07.01 A resident and fellow member is a physician in full-time training in
29 an anesthesiology residency or fellowship program.

30 2.01.01.07.02 Resident and fellow members shall belong to both the Resident
31 and Fellow Component Society and either their state component
32 society or the Uniformed Services component.

33 2.01.01.07.03 Each applicant shall file with the Secretary of this Society an
34 application endorsed by the Director of the Training Program. A
35 copy of the application shall be forwarded to the Secretary of the
36 appropriate component society.

1 2.01.01.07.04 Applicants are eligible for resident and fellow membership during
2 each year of training, concluding on December 31 of the year of
3 graduation. Graduates of residency or fellowship training will be
4 automatically advanced to the active member category.

5
6 **2.01.01.08 Medical Student Members**

7 2.01.01.08.01 A medical student member shall be an individual in full-time
8 training in a medical school approved by the Liaison Committee on
9 Medical Education (LCME) or the American Osteopathic
10 Association.

11 2.01.01.08.02 Each applicant shall file with the Secretary of this Society an
12 application endorsed by the chair of the department of
13 anesthesiology certifying compliance with Section 2.2.8.1. In
14 situations when there is no anesthesiology department at the
15 applicant's medical or osteopathic school, an application can be
16 endorsed by a representative of the student's college of medicine
17 or the ASA Secretary.

18
19 **2.01.01.09 International Resident/Fellow and Medical Student Members**

20 2.01.01.09.01 International Residents/Fellows An international resident/fellow
21 member is a physician in an anesthesiology training program
22 outside the US and its territories and who is a graduate of a
23 medical school approved by the Liaison Committee on Medical
24 Education or the American Osteopathic Association, or of a
25 medical school listed in the World Directory of Medical Schools.

26 2.01.01.09.02 International Medical Students An international medical student
27 member must be enrolled in a medical school that has been
28 determined by the National Committee on Foreign Medical
29 Education and Accreditation to use comparable accreditation
30 standards to the standards of the LCME or the AOA, and is listed
31 in the World Directory of Medical Schools.

32 2.01.01.09.03 International resident and medical student members may not hold
33 office or vote within the ASA or its components.

34
35 **2.01.01.10 Anesthesiologist Assistant Members**

36 2.01.01.10.01 An anesthesiologist assistant member shall be a provider of

1 anesthesia care who is a Fellow member in good standing of the
2 American Academy of Anesthesiologist Assistants (AAAA).

3

4 **2.01.01.11 Student Anesthesiologist Assistant Member**

5 A student anesthesiologist assistant member shall be an individual in full
6 time training in an Anesthesiologist Assistant program.

7 2.01.01.11.01 Each student anesthesiologist assistant application shall file, with
8 the secretary of this Society, an application and confirmation of
9 training by the program director or coordinator.

10

11 **2.01.01.12 Educational Student Member**

12 An educational student member shall be an anesthesia care team
13 provider trainee who is not a physician or anesthesiologist assistant
14 trainee.

15 2.01.01.12.01 Each educational student applicant shall file, with the secretary of
16 this Society, an application and confirmation of training by the
17 program director or coordinator.

18

19 **2.01.01.13 Anesthesia Administrator and Executive Members**

20 An anesthesia administrator or executive member shall be an anesthesia
21 administrator or executive (AAE) who is employed by an anesthesia
22 group, institution, or company comprised of ASA Active members.

23 2.01.01.13.01 Applicants shall file with the secretary of this Society an
24 application and endorsement of an ASA Active member
25 associated with the applicant.

26

27

28 **APPLICATION FOR MEMBERSHIP**

29

30 Application for membership form shall be posted on the MSA website.

31

32 **APPROVAL FOR MEMBERSHIP**

33

34 The Secretary shall establish good standing in the medical community.

35

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1 RIGHTS AND PRIVILEGES

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Members in good standing of this society possess rights and privileges as follows:

2.06.01. Active

Active Members shall be entitled to full privileges of this society. Active members shall have the right of voting and of holding office in this society, except as otherwise provided by these Bylaws.

2.06.02 Affiliate

Affiliate Members shall be entitled to the benefits and privileges of the society and may be appointed to committees. However, they shall not serve as officers, delegates, directors or committee chairpersons; nor shall they vote in any referendum.

At the invitation of the President, they may:

2.06.02.01 Serve on MSA committees

2.06.02.02 Attend Reference Committee hearings or meetings of the House of Delegates

2.06.03 Resident

Resident Members shall be entitled to the benefits and privileges of the society and may be appointed to committees. However, they shall not serve as officers, delegates, directors or committee chairpersons; nor shall they vote in any referendum.

At the invitation of the President, they may:

2.06.03.01 Serve on MSA committees

2.06.03.02 Attend Reference Committee hearings or meetings of the House of Delegates

2.06.04 Retired

Retired Members shall be accorded all the rights and privileges of active members but shall be exempt from the payment of assessments and shall not hold office.

At the invitation of the President, they may:

2.06.04.01 Serve on MSA committees

2.06.04.02 Attend Reference Committee hearings or meetings of the

1 House of Delegates
2 2.06.04.03 Medical Student

3
4 Medical student members shall be entitled to the benefits and privileges of
5 the society and may be appointed to committees. However, they shall not
6 serve as officers, delegates, directors or committee chairpersons; nor shall
7 they vote in any referendum.

8
9 At the invitation of the President, they may:

10
11 2.06.04.04 Serve on MSA committees

12
13 2.06.04.05 Attend Reference Committee hearings or meetings of the
14 House of Delegates

15
16 2.06.05 Educational Members

17
18 Educational Members shall be entitled to such educational benefits as
19 approved by the MSA House of Delegates.

20
21 At the invitation of the President, they may:

22
23 2.06.05.01 Serve on MSA committees

24
25 2.06.05.02 Attend Reference Committee hearings or meetings of the
26 House of Delegates

27
28 2.06.06 Life

29
30 Life members shall be entitled to all the benefits and privileges of active
31 membership. Life members shall have the right of voting and of holding
32 office in this society, except as otherwise provided by these Bylaws.

33
34 2.06.07 Honorary

35
36 Honorary members shall be entitled to all of the benefits and privileges of
37 active membership but shall be exempt from the payment of assessments
38 and shall not hold office.

39
40 MAINTENANCE OF OTHER MEMBERSHIPS

41
42 All active, resident and retired Members of this society are required to
43 maintain membership in the ASA. Such members who fail to comply
44 with this provision shall be expelled from this Society immediately upon
notification by ASA.

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1 Active and resident members of this society are required to maintain
2 membership in the district section having jurisdiction over the location of
3 their principal professional activity.

4
5 CENSURE, SUSPENSION, AND EXPULSION

6
7 A member of this society may be censured, suspended, or expelled for good
8 cause.

9
10 2.08.01. Causes:

11
12 2.08.01.01 Revocation or suspension of a member's license to
13 practice medicine or osteopathy by a regularly constituted state
14 authority.

15
16 2.08.01.02 Conviction in a court of law of a felony or an offense
17 involving moral turpitude.

18
19 2.08.01.03 Conduct unbecoming of a physician.

20
21 2.08.01.04 Any cause or act which is detrimental to this society.

22
23 2.08.01.05 Failure to abide by the provisions of these Bylaws.

24
25 2.08.01.06 Violation of the standards of professional conduct
26 approved by this society.

27
28 2.08.02 Investigation

29
30 Investigations and hearings involving a member of this society shall be
31 conducted in accordance with these Bylaws.

32
33 2.9 EFFECT OF SUSPENSION AND EXPULSION

34
35 Suspension or expulsion of a member of this society affects his or her status as
36 follows:

37
38 2.09.01 Suspension.

39
40 Suspension of a member shall be for a definite period of time and may, at the
41 sole discretion of the Board of Directors, be commuted at any time. During
42 the period of suspension, the member shall not be entitled to exercise the
43 rights or privileges of membership. If the suspended member is an Officer,
44 Director, Delegate, or member of the Judicial, Ethics, and Awards Committee
45 of this society, the Board of Directors may, at its discretion, declare his or her
46 position vacant.

1 2.09.02 Expulsion.

2
3 All rights and privileges of a member in this society and its property cease upon
4 his or her termination of membership or expulsion. Any office held by such
5 member in this society thereupon becomes vacant.
6

7 2.10 REINSTATEMENT

8
9 2.10.01 A member of this society who has been dropped or expelled from
10 membership may be reinstated, provided he or she makes application for
11 membership in the same manner as provided in these Bylaws for an original
12 application for membership, and he or she pays any assessments in arrears at
13 the time he or she ceased to be a member, and his or her reinstatement is
14 approved by the Board of Directors.

15 2.10.02 A member who has been suspended from membership shall
16 automatically be reinstated at the termination or commutation of his or her
17 suspension. However, if the suspended member was an Officer, Director,
18 Delegate, or member of the Judicial, Ethics, and Awards Committee and his or
19 her position had been declared vacant, he or she shall not resume the position
20 upon reinstatement.

21 2.10.03 The Board of Directors may waive the necessity for payments of
22 assessments in arrears if it finds that unusual circumstances make that action
23 advisable.

24 **TITLE 3 OFFICERS, CHAIRS and**
25 **DIRECTORS**

26 OFFICERS

27
28 The officers of this society shall be a President, a President-elect, a Vice President, a
29 Secretary-Treasurer, a Speaker and Vice-Speaker of the House of Delegates, and the
30 Missouri Director and Alternate Director to the ASA.

31 ELECTION

32 The officers shall be elected by the House of Delegates at each annual meeting in the
33 manner provided in these Bylaws.

34 REQUIREMENT

1 No person shall be eligible for election as an officer of this society unless he or she has
2 been a MSA member in good standing of this society for a minimum of two (2) years,
3 immediately prior to that member's election.

4

5 TERMS OF OFFICE

6 The terms of office of the President, President-Elect, Vice-President and Secretary
7 Treasurer shall be from the close of the annual meeting at which they were elected until
8 the close of the following annual meeting and only serve one term.

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

12

13 The terms of office of the Missouri Director and Alternate Director to ASA shall be for
14 three (3) years and shall commence at the close of the annual meeting of ASA House of
15 Delegates following their election. They may not serve more than 3 consecutive terms.

16 LIMITATION OF TERMS

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

20 DUTIES OF OFFICERS

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

22 President

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

39 President-Elect

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

11 Vice-President

- 12 ● The Vice-President shall familiarize himself or herself with the personnel and work
- 13 of the various committees and of the society in general.
- 14 ● The Vice-President shall be ready to counsel with the President on matters
- 15 affecting the future of this society.
- 16 ● The Vice-President shall be an ex-officio member of all committees.
- 17 ● Serve as voting member of board
- 18 ● The Vice President shall serve as a voting member of the MSA HOD

19 Secretary-Treasurer

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

38 Speaker of the House of Delegates

- 39 ● The Speaker of the House of Delegates shall preside at meetings of the
- 40 House of Delegates.
- 41 ● The Speaker of the House of Delegates shall serve as chairman of the Bylaws and
- 42 Rules Committee.

- 1 • The Speaker of the House of Delegates shall oversee the compilation of the
2 annual meeting proceedings, which will be distributed by the executive director's
3 office to the membership.
- 4 • Serve as non-voting member of board

5 Vice-Speaker of the House of Delegates

- 6 • The Vice-Speaker of the House of Delegates shall assist the Speaker in the
7 performance of his or her duties.
- 8 • The Vice-Speaker of the House of Delegates shall perform the duties of the
9 Speaker when the Speaker requests him or her to do so, or when the Speaker is
10 unable to act.
- 11 • The Vice-Speaker, unless otherwise delegated by the President, shall serve as
12 the annual meeting chair
- 13 • Serve as non voting member of board

14 Missouri Director and Alternate Director to ASA

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

26 Missouri Alternate Director

- 27 • The Missouri Alternate Director shall serve as a voting member of the MSA
28 Board of Directors
- 29 • The Missouri Alternate Director shall shall serve as a voting member of the
30 MSA HOD
- 31 • The Missouri Alternate Director shall step into the role of the Missouri Director
32 should the Missouri director be unable to do so

33

34 VACANCIES

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

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- 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.

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.

ELECTION PROCEDURE

Directors and Alternate Directors shall be elected by a majority vote of the members present and voting at the annual meeting of each District Society that each Director-elect is to represent.

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

TERMS OF OFFICE

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

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

POWERS AND DUTIES

Each Director shall serve on the Board of Directors of this society as the representative of the District from which he or she is elected, make a report relating to the work and to the condition of the specialty in his or her the Director's District at the annual meeting of the Board of Directors, and submit a report to the administrative office by January 15th before the annual meeting of the Board of Directors; and report to the members of his or her

1 District Society the actions taken and recommendations made by the Board of Directors.
2 The district directors shall also serve as voting members for the MSA HOD. The District
3 Directors shall ensure the delegates from their district are prepared to serve at the MSA
4 HOD.

5
6 **VACANCIES**

7
8 Director: When a vacancy occurs in the office of a Director of this society, the Alternate
9 Director shall immediately assume the office for the unexpired term. If there is no
10 alternate director for the district, the president may nominate a replacement to be
11 approved by the board.

12
13 Alternate Director. When a vacancy occurs in the office of an Alternate Director of this
14 society, the vacancy shall be filled by nomination of president and will immediately
15 assume director position upon approval of the board.

16
17 **COMMITTEE CHAIRS**

18
19 The committee chairs of this society shall lead the committee to which they are appointed
20 according to the purpose of the committee detailed in the committee section of these
21 bylaws. All committee chairs shall serve as voting members for the MSA HOD.

22 **APPOINTMENT**

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

25 **TERMS OF POSITION**

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

29

30 **TITLE 4 BOARD OF DIRECTORS**

31
32 **COMPOSITION**

33
34 This committee consists of all of the current officers of the society including President,
35 President-Elect, Vice President, Secretary-Treasurer, Immediate Past- President,
36 Missouri Director to ASA and Alternate Missouri Director to ASA, Northern District
37 Director, Southern District Director, Eastern District Director and Western District Director
38 as well as past MSA Presidents who may serve as non- voting Board of Director
39 members.

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1 PURPOSE

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- 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

12 GENERAL POWERS AND DUTIES

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The Board of Directors shall make inquiry concerning the practice of anesthesiology in this 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.

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- 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 officers, the committees, or other officials of this society on all matters pertaining to the finances or expenditures of this society.
- Committees. The Board of Directors shall have the power to create committees from its number, and to endow them with authority to act in the interim between meetings of the Board of Directors upon specific matters which would ordinarily require special meetings of the Board of Directors. These committees may be augmented by appointment of additional members of this society who are not members of the Board of Directors.
- Board of Directors shall determine and prescribe procedural detail relative to the Bylaws, to be contained in the Handbook of Administrative Procedures. The Board of Directors shall have final authority of the Administrative Procedures.
- Board of Censors. Board of Censors shall be appointed from the Board of Directors by the MSA President and may convene on direction by the MSA President. It shall consider all questions of a professional nature involving the rights and standings of members, whether in relation to this society, or to other members, or to District Societies.

43 MEETINGS

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

- Presiding Officer.

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

- Quorum.

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

- Voting Members.

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

- Additional Meetings.

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

- Non-Voting Members.

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

TITLE 5 DISTRICT SOCIETIES

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COMPOSITION

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

District 1 - Eastern District, City of St. Louis, St. Louis, St. Charles and Jefferson Counties

District 2- Western District, Jackson, Cass, Clay, Platte and Buchanan Counties

District 3 - Northern District, Bounded by the southern borders of Henry, Benton,

1 Morgan, Miller, Osage, Gasconade and Franklin Counties

2
3 District 4 - Southern District, Bounded by the northern borders of Bates, St. Clair,
4 Hickory, Camden, Pulaski, Maries, Phelps, Crawford, Washington, St. Francois and
5 Ste. Genevieve Counties.

6
7 LEADERSHIP

8
9 Each district shall be led by a District Director as further detailed in TITLE 3 of these
10 bylaws.

11
12 MEMBERSHIP

13
14 Active and Resident members must maintain membership in a District
15 Society. No person may hold membership in two (2) District Societies at the same
16 time.

17
18 MAINTENANCE OF MEMBERSHIP

19
20 Membership in The MSA shall be a requisite for membership in a District Society.
21 No other society membership shall be required, except as provided in these
22 Bylaws.

23
24 DUTIES OF DISTRICT SOCIETIES

- 25
- Each district shall conduct a district meeting each year at least 30 days prior to
26 the MSA annual HOD. This meeting may be held by electronic means.
 - During the meeting the district shall nominate and confirm an appropriate
27 amount of delegates for the MSA HOD in accordance with the annual
28 meeting section of the bylaws.
 - The District shall create an annual report to be included in the HOD agenda and
29 produce report at least 30 days prior to the first session of the MSA HOD.
30
31

32 **TITLE 6 RESIDENT SECTION**

33 PURPOSE

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

37 COMPOSITION

38 Supported by a chair of the resident section, the resident executive committee shall
39 comprise a President as well as up to three residents from each residency program in
40 the State of Missouri.

1 MAINTENANCE OF MEMBERSHIP

- 2 ● Membership in MSA shall be a requisite for membership in the Resident Section.
- 3 ● The Secretary of the Resident Section shall forward to the administrative office
- 4 before January 15th of each year, a copy of Resident Section Bylaws when and if
- 5 approved by the Resident Section membership, if such are not already on file,
- 6 along with the revisions or changes made during the previous calendar year.
- 7 These Bylaws may not conflict with the MSA Bylaws or ASA Bylaws

8 DELEGATE

9 The Resident Section shall be entitled to send four (4) duly qualified delegates to
10 The MSA House of Delegates.

11 It shall be the duty of the Secretary of the Resident Section to forward the names of the
12 Resident Section officers and MSA Resident HOD delegates and alternate delegates to
13 the administrative office within a month after the annual MSA HOD meeting.

14 It shall be the duty of the President of the Resident Section to present election results
15 to the second MSA HOD session.

16 ELECTION

17 The Resident Section officers and delegates and alternate delegates to MSA HOD shall be
18 elected at an annual meeting of the Resident Section which will be held during the MSA
19 annual meeting.

20 **Title 7 Committees**

21
22 COMPOSITION

23 Each committee shall be composed of six regular members unless otherwise specified in
24 these Bylaws or the Administrative Procedures. These members will be appointed by the
25 President except as otherwise provided in these Bylaws.

26
27 Additional committee members may be appointed in the following categories:

- 28 ● Adjunct Member

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

- 33 ● Consultant Member

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

1 ● Review Member

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

6 ● Ex-Officio Members

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

11 AD HOC COMMITTEES

12 The President may appoint ad hoc committees. Such committees shall be limited to the
13 tenure of office of the President appointing them or their final report, whichever comes first.
14 The President appoints these committees for specific purposes during his or her term of
15 office; however, they shall not receive assignments that conflict with or duplicate the
16 functions of any Regular/Standing Committee.

17 SUBCOMMITTEES

- 18 ● A subcommittee may be formed at the request of the committee chair or other
19 officer.
- 20 ● A new subcommittee requires the approval of the President unless solely
21 composed of serving committee members.
- 22 ● Appointees may include individuals who are ineligible for MSA
23 membership but require approval by the President unless delegated.
- 24 ● A subcommittee's term is one year, or fraction thereof, but without limits to the
25 number of terms.
- 26 ● Subcommittees are not recognized in the Table of Organization but may be
27 recognized elsewhere in MSA publications or on the MSA website.

28 COMMITTEES OF THE HOUSE OF DELEGATES

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

33 PURPOSE

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



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

4 5 REPORTS

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

9 EXPENSES

10 Expenditures shall not be made, nor other obligations incurred without the consent
11 and approval of the President and Secretary-Treasurer. Statements for approval of
12 expenditures shall be certified by the Chairs of the various committees and
13 forwarded to the Secretary-Treasurer for payment.

14 COMMITTEES

15 The President may choose which standing committees to appoint chairs to and utilize
16 throughout their tenure.

17 Committee on Bylaws and Rules

18 Composition: Three (3) or more members, preferably at least one (1) of
19 whom was a member of the retiring committee and the Speaker of the
20 House of Delegates.

21 Purpose: Consider matters pertaining to the Bylaws and Rules, and to make
22 such recommendations as may arise therein in order to further the work of
23 this society.

24 The MSA Bylaws shall be reviewed every 5 years. This Committee on
25 Bylaws and Rules will provide a summary report stating review
26 conclusions to the MSA HOD in years ending with a zero or a five.

27 Committee on Membership

28 Composition: No less than three (3) or more than five (5) at least one
29 (1) of whom shall have served on the retiring committee.

30 Purpose: Consider matters pertaining to membership.

31 32 Judicial Council, Ethics and Awards Committee

33 Composition: This committee shall consist of five (5) members. Each
34 member shall be appointed for a period of five (5) years. The term of office
35 of one member shall expire at the close of each calendar year. A new
36 member shall be appointed by the new President to begin his or her duties

1 on the first day of the ensuing calendar year. Members may be reappointed
2 at the end of the five year term by the President. Only Active members in
3 good standing for a period of ten (10) years immediately prior to their
4 appointment shall be appointed to this Committee. The chairman shall be
5 appointed by the president each year.

6
7 In the event of a vacancy, the President shall appoint an Active member who
8 has been in good standing for ten (10) years immediately prior to that
9 member's appointment to complete the unexpired term.

10 Three (3) members of the Judicial Council, Ethics and Awards Committee
11 present at a formal meeting shall constitute a quorum, and any final action
12 taken by the Committee shall require a majority vote of the members
13 present.

14 Duties

- 15 ● Shall consider all matters concerning the ethics and professional
16 conduct of members of this society in accordance with Title 13 of
17 these Bylaws.
- 18 ● At the direction of the Board of Directors, to consider all requests
19 and make proposals when appropriate to the House of Delegates
20 and/or the Board of Directors for all positions eligible for awards or
21 honors, either local or national. In this regard, suggestions from all
22 members of the society, in addition to other sources, shall be
23 considered.
- 24 ● At the direction of the Board of Directors, to consider all requests and
25 make proposals when appropriate to the House of Delegates and/or
26 the Board of Directors for all positions eligible for awards or honors,
27 either local or national. In this regard, suggestions from all members
28 of the society, in addition to other sources, shall be considered.

29 30 Committee on Planning

31 Purpose: The Committee on planning shall plan, direct, administer and
32 evaluate the annual scientific and business meetings of this society. This
33 Committee will plan the organization of the meetings for this meeting.

34 Composition: This Committee shall consist of at least five (5) members in
35 good standing who have been members of the society for a minimum of
36 three years. This committee shall be chaired by the Vice Speaker unless
37 otherwise determined by the president.

38 The Vice Speaker shall serve as the chair of the planning committee
39 unless otherwise delegated by the President.

40 Purpose: Plan and organize the annual meeting for the Missouri
41 Society.

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

5 Committee on Communications

6 Composition: This committee will consist of six (6) members including the
7 Missouri Director, Alternate Director, President and Immediate Past
8 President. There will also be a consultant member who represents the
9 public relations firm employed by the society.

10 Purpose: This Committee will oversee the compilation, publication,
11 distribution and business arrangements for all communication by the
12 society through newsletters, email, websites, or social media such as
13 Facebook, Twitter, etc.

14 This Committee shall publish all important notices and pertinent information
15 regarding MSA for the information of the membership.

16 Committee on Government, Legal and Economic Affairs

17 Composition: Six (6) or more members, at least two (2) of whom shall
18 have served on the retiring Committee.

19 Purpose: Consider matters pertaining to the legal affairs of the society in
20 relation to the public, to other organizations, and to its members. Consider
21 matters of pertinence to anesthesiologists arising in the State or Federal
22 legislatures. Consider matters affecting the economic status of the practice
23 of anesthesiology. Advise and make reports and recommendations to the
24 Executive Committee and to the Board of Directors in regard to these
25 matters.

26 Committee on Resident Section

27 Composition: Three (3) or more members, preferably actively involved in
28 Resident training. Program Directors for the residency programs in the State
29 will be invited to serve on this committee. The president shall appoint a chair
30 to actively support the Resident Component and its Executive Committee

31 Purpose: Serve as liaison and support for the Resident Section in Title 4.

32 Nominating Committee

33 Composition: This committee will consist of three past presidents
34 including the immediate past president who will serve as the chair.

35 Purpose: Members of this committee will compile a list of MSA officer
36 candidates and delegates to the ASA for the upcoming year.

1 Anesthesia Care Team Committee

2 Composition: This committee will consist of a minimum of three up to
3 six members of the society.

4 Purpose: The purpose of this committee is to promote the role of the
5 Anesthesia Care Team.

6 Anesthesiologists Assistants Committee

7 Composition: This committee will consist of a minimum of three up to six
8 members of the society.

9 Purpose: This committee exists to promote the role of
10 anesthesiologists assistants in the anesthesia care team.

11 MSA Educational Fund (MSAEF) Committee

12 Composition: This committee will consist of a minimum of three members of
13 the society.

14 Purpose: The purpose of this advisory committee is to award monetary
15 grants in support of anesthesia education.

16 MSA Educational Support Fund (MSAESF) Committee

17 Composition: This committee will consist of a minimum of three members of
18 the society.

19 Purpose: The members of this committee will act as directors of the fund
20 which is to be used to promote the practice of Anesthesiology in Missouri.

21 Committee on State Boards and Commissions

22 Composition: This committee will consist of a minimum of three members
23 up to a total of six members of the society.

24 Purpose: This committee will act as a liaison between the society and
25 state boards and commissions.

26 MSA PAC Liaison

27 Composition: This committee will consist of from one to three members
28 of the society.

29 Purpose: This committee will communicate with members regarding
30 fund raising for political advocacy at the state level.

31 ASA PAC Liaison

32 Composition: This committee will consist of from one to three members of
the society.

- 1 Purpose: This committee will communicate with members regarding
2 fund raising for political advocacy at the national level.
- 3 Committee for Medicare Advisory (Carrier Advisory)
- 4 Composition: This committee will consist of three members of the society.
- 5 Purpose: This committee will act as a liaison between the society and
6 representatives of Medicare.
- 7 Missouri State Medical Association Inter-specialty Committee
- 8 Composition: This committee will consist of the President and President-
9 Elect of the society.
- 10 Purpose: One of the members will participate in the Inter- specialty
11 Committee meeting at the annual Missouri State Medical Association
12 meeting in order to represent the specialty of Anesthesiology.
- 13 Committee on History of the MSA Society
- 14 Composition: This committee will consist of a minimum of one and no
15 more than three members.
- 16 Purpose: This committee archives important historical developments
17 and communicates with members about the history of the society.
- 18 Committee for Anesthesiologists Day at the Capitol
- 19 Composition: This committee consists of a minimum of ten and up to
20 twenty members who have participated in visits to the legislature.
- 21 Purpose: Members of this group represent the society on the annual
22 anesthesiologists day at the capitol and help with testimony regarding
23 pertinent bills before the legislature.
- 24 Reference Committee
- 25
- 26 Composition: This committee is appointed by the President
- 27
- 28 Reference committees of the House of Delegates shall be appointed no
29 later than one (1) month prior to the annual meeting to analyze all
30 business to be considered by the House of Delegates and to make
31 appropriate recommendations from the floor at the annual meeting.
32

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TITLE 8 ANNUAL MEETING, MSA & ASA HOD, AND SPECIAL MEETINGS

ANNUAL MEETING

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

REGISTRATION

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

GUESTS

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

PROGRAMS

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

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

1 fixed by the Board of Directors. Notice of Special Meetings and the subject or subjects to
2 be presented shall be forwarded to each member of the Society at least thirty (30) days in
3 advance of the date established for the meeting. (See 11.05.06)
4

5
6 **MSA HOUSE OF DELEGATES**

7
8 **COMPOSITION**

9
10 The House of Delegates shall consist of the Officers, the Directors, the Missouri Director
11 and Alternate Director to ASA, the Chairmen of standing committees, all past presidents
12 and all duly elected delegates. Voting members shall be those duly elected Delegates.

13
14 **Duly Elected Delegates**

15
16 Each District Society shall be entitled to send four (4) duly qualified delegates to The
17 MSA House of Delegates. Any District Society having more than one hundred (100)
18 voting members on October 1st shall, that year, be entitled to one (1) additional Delegate
19 for each fifty (50) voting members or fraction thereof over and above the first one
20 hundred (100) voting members.

21
22 It shall be the duty of the Director of each District Society to forward to the
23 administrative office by January 15th prior to each annual meeting, a list of Delegates
24 and Alternate Delegates of that District Society for the current year.

25
26 **Terms and Election of Delegates**

27
28 **Term**

29
30 The terms of office of the Delegates and Alternate Delegates shall be two (2) calendar
31 years.

32
33 **Election.**

34
35 Delegates and Alternate Delegates shall be selected at an annual meeting of each District
36 Society.

37
38 **PURPOSE**

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

41
42 **POWERS AND DUTIES**

43
44 The House of Delegates is charged and entrusted with the final authority in all

1 matters, except where final authority is delegated elsewhere by these Bylaws,
2 and the transaction of all business of this society not otherwise specifically
3 provided for in these Bylaws.

- 4 • Financial.

5
6 It shall receive the recommendations of the Board of Directors concerning an
7 annual budget prepared by the Secretary- Treasurer and after giving due
8 consideration to these recommendations, it shall make annual appropriate
9 recommendations for the expenditures of this society. The Secretary-Treasurer
10 shall have the authority to redistribute any funds within the constraints of the
11 approved budget.

- 12 • Committee.

13
14 It shall have the authority to appoint committees for special purposes, which may
15 be composed of members of this society who are not members of the House of
16 Delegates. Such committees shall report to the House of Delegates, and may be
17 present and participate in the debates on their reports.

18 DELEGATES

19
20 Each Delegate or Alternate to the House of Delegates shall be entitled to only one (1)
21 vote, and shall represent the District Society by or for which he or she was appointed
22 and no other.

23 Qualification.

24
25 A delegate or his or her Alternate to the House of Delegates may serve if they are a
26 voting member in good standing with the society.

27 Substitution.

28
29 A Delegate or his or her Alternate, accepted and seated, shall serve without substitution
30 throughout the annual meeting or other meetings of the House of Delegates.

31 MEETINGS

32
33 The House of Delegates shall meet during each annual meeting at the time established
34 by the Board of Directors. It may recess from time to time as may be necessary to
35 complete its business, provided that its hours shall conflict as little as possible with the
36 scientific meeting.

37 Presiding Officer.

1 The Speaker shall serve as the presiding officer of the House of Delegates.

2

3 Quorum.

4

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

7

8 Votes.

9

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

12

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

15

16 Order of Business.

17

18 The Order of Business shall be followed as outlined in the MSA Administrative
19 Procedures.

20

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

23

24 Reference Committees

25

26 Reference committees of the House of Delegates shall be appointed no later than one
27 (1) month prior to the annual meeting to analyze all business to be considered by the
28 House of Delegates and to make appropriate recommendations from the floor at the
29 annual meeting.

30

31 **SPECIAL MEETINGS**

32

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

37

38 Order of Business at a Special Meeting.

39

40 At a special meeting of the House of Delegates, the order of business shall be
41 determined by the President with the approval of the Executive committee. It shall
42 be available to the members of the House of Delegates before the start of the
43 meeting and may be altered by a two-thirds (2/3) vote of the delegates present
44 and voting.

45 ELECTION PROCEDURE

1
2 Election of Officers and Delegates to the ASA House of Delegates by the MSA
3 House of Delegates shall be by secret ballot unless a single candidate is
4 nominated to an office. A majority of the votes cast shall be necessary to elect. If
5 on any ballot no nominee shall receive a majority, the name receiving the
6 smallest number of votes shall be dropped, and the balloting shall proceed in
7 that manner until a majority is obtained. Nominations of all Officers shall be
8 made from the floor of the House of Delegates.

9
10 **PUBLICATION**

11
12 A summary of the proceedings of the House of Delegates shall be published following
13 each annual meeting . A copy shall be sent to each member of MSA.

14
15 **ASA HOD DELEGATES and ALTERNATE DELEGATES**

16
17 **ELIGIBILITY**

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

25
26 **ALLOCATION**

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

30
31 **ELECTION**

32
33 The President-Elect of MSA shall begin a three (3) year term as Delegate to ASA upon
34 election to office. The term of the President-Elect shall coincide with his/her office. If upon
35 election the President-Elect is currently an ASA Delegate, this Delegate position shall
36 become vacant. Additional delegates, Alternate Delegates and the Alternate Missouri
37 Director to the ASA shall be elected at the Annual meeting of the MSA House of Delegates
38 from among MSA members.

39
40 The Alternate Missouri Director shall begin a three (3) year term upon his/her election to
41 office.

42 **TERMS OF OFFICE**

43
44 Delegates shall serve for three (3) years and Alternate Delegates shall serve for one (1)
45 year. Their terms of office shall commence at the end of MSA Annual meeting with the

1 exception of that of the Missouri Director to ASA and the Alternate Missouri Director to
2 ASA whose term as Delegate shall coincide with the period of office.

3
4 **DUTIES**

5
6 Delegates from this society are charged with the responsibility of attending each
7 meeting of the ASA House of Delegates of and all related meetings of the Missouri
8 Delegation, or of otherwise making certain that this society is represented therein.

9
10 A Delegate who fails in this responsibility either by not attending without sufficient cause
11 or who fails to notify his or her Alternate or the Secretary- Treasurer of this society of his
12 or her possible or impending absence in reasonable time shall immediately forfeit the
13 right to hold office or be eligible during the ensuing two (2) years.

14
15 Delegates and Alternates shall, whenever possible, counsel with the officers and Board
16 of Directors of this society on all matters pending in the ASA House of Delegates in the
17 interest of making certain that the action taken therein is in accord with the desires of this
18 society.

19
20 **ALTERNATES**

21
22 In the event a Delegate is unable to attend a meeting or meeting of the ASA House of
23 Delegates, any elected or appointed alternate delegate shall be eligible to serve in his
24 or her place during that meeting, as provided in the ASA Bylaws.

25
26 Alternate delegates shall attend all meetings required of delegates. Alternate Delegates
27 are expected to attend the Missouri Caucus, the Midwest Caucus and the First House
28 of Delegates in preparation for service if needed.

29
30 Further duties and expectations of delegates and alternate delegates can be found in
31 MSA administrative policies and procedures.

32
33 **VACANCIES**

34
35 When a vacancy occurs in the office of delegate to ASA, the MSA President shall fill the
36 vacancy from the alternate delegates until the next annual meeting, at which time a
37 successor shall be elected for the unexpired term.

38
39 **TITLE 9 MEDICAL ETHICS &**
40 **DISCIPLINE**

41
42 The Principles of Medical Ethics of the American Medical Association or of any
43 statement of principle or policy by this society or by ASA as the same may be amended
44 from time to time, or of any bylaws, rule, regulation or resolution of this society or of

1 ASA, shall be binding upon the membership of this society. In the event of any
2 contradiction among these various principles, those of this society shall take precedence
3 and then those of ASA shall take next precedence.

4 JUDICIAL COUNCIL, ETHICS AND AWARDS COMMITTEE

5 Composition

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

8 The Chair shall be named by the President each year.

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

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

13 Jurisdiction

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

- 16 ● Failure to abide by the provisions of these Bylaws.
- 17 ● Theft or dishonesty in connection with the affairs of the society.
- 18 ● Failure to cure a conflict of interest.
- 19 ● Conviction in a court of law of a felony or an offense involving moral turpitude.
- 20 ● Revocation or suspension of a license to practice medicine.
- 21 ● Conduct which holds the society or the specialty of anesthesiology in disrepute.
- 22 ● Failure to adhere to *Guidelines for the Ethical Practice of Anesthesiology* of
23 ASA.

24 The Judicial Council shall have original jurisdiction over impeachment proceedings which
25 may result in removal of an Officer of this society based upon malfeasance or
26 misconduct in office.

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

30 PROCEDURES FOR PROCESSING COMPLAINTS

31 Complaint

32 Specific complaints or charges of unethical conduct on the part of a member
33 (the "Respondent") shall be referred to the Judicial, Ethics, and Awards
34 Committee by the President or the Secretary-Treasurer. A specific complaint
35 shall consist of a written, signed accusation naming the accused and
36 including the particulars of the breach of ethics involved. Such complaints

1 may be made by the "Complainant" which can be any member, the general
2 public, the President in the name of the society, or the Board of Directors.

3 Investigation

4 Upon receipt of a complaint, the Judicial, Ethics, and Awards Committee
5 shall forward a copy to the Respondent, give the Respondent an opportunity
6 to respond in writing within 30 days, and conduct such investigation of the
7 Respondent's professional conduct as may be necessary to determine
8 whether an investigation is warranted. If a majority of the members of the
9 Committee shall determine that there is substantial basis for charge of
10 professional misconduct and that the charge, if sustained, would constitute a
11 cause for disciplinary action under these Bylaws, then said Committee shall
12 direct the member to appear before it at a hearing.

13 Notice of Charge.

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

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

25 Hearing

26 At the hearing, the Respondent and the Judicial, Ethics, and Awards
27 Committee may be represented by legal counsel and may call and cross-
28 examine witnesses and produce evidence pertaining to the charges. The
29 Respondent shall be entitled to representation by counsel at Respondent's
30 expense. The Judicial, Ethics, and Awards Committee, by letter signed by
31 its Chairman or by two (2) of its members, may, upon not less than ten (10)
32 days notice, direct any member of the society to appear before it at a
33 hearing to give evidence with respect to the charges. Failure of a member to
34 respond to such summons without satisfactory excuse shall be cause for
35 discipline under these Bylaws. All witnesses, including the accused if he or
36 she shall testify, shall be sworn before a notary public or other officer duly
37 authorized to administer oaths in the county in which the hearing is held.
38 The Judicial, Ethics, and Awards Committee is authorized in its discretion to
39 reimburse witnesses who are not members of the society for expenses
40 actually incurred in attending the hearing. All evidence or information given
41 to or before the Committee shall be privileged. The proceedings at each

1 hearing shall be stenographically reported and upon payment of the cost
2 hereof, the accused shall be entitled a copy of such report.

3 Degree of Discipline

4 There shall be three degrees of discipline: (1) censure, (2) suspension from
5 the rights and privileges of membership, (3) expulsion from membership.
6 The imposition of discipline may also be suspended upon such terms and
7 conditions as may be specified.

8 Findings

9 After the conclusion of the hearing, the Judicial, Ethics, and Awards
10 Committee shall make its findings of the facts concerning the charges. A
11 finding by the Judicial, Ethics, and Awards Committee that the member has
12 not violated any principal, policy or any matter referred to in 13.01.02.01 of
13 this Title shall be final and conclusive. If the Judicial, Ethics and Awards
14 Committee shall find such a violation, it shall submit its findings in writing to
15 the Board of Censors appointed by the President of this society. The
16 Committee will also submit recommendations concerning the discipline, if
17 any, to be imposed upon the member, and a copy of the stenographic report
18 of the proceedings held before it in this matter.
19
20

21 Notification

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

26 BOARD OF CENSORS

27 If a member shall feel aggrieved either by the findings of fact by the
28 recommendations of the Judicial, Ethics, and Awards Committee, he or she
29 may obtain a hearing before the Board of Censors appointed from the
30 Board of Directors by the MSA President at the time of the appeal.

31 Appeal and Bond

32 A written application for such a hearing must be filed with the Secretary-
33 Treasurer of this society at any time within twenty (20) days after the Judicial,
34 Ethics, and Awards Committee shall have mailed to him or her a copy of its
35 findings of fact and its recommendations. In such application, the member
36 shall specify which of the findings of fact or recommendations he or she
37 contends to be erroneous. Such application shall be accompanied by a penal
38 bond in the sum of two thousand dollars (\$2,000). If after such hearing, the
39 findings of fact of the Judicial, Ethics, and Awards Committee shall be
40 affirmed and its recommendations accepted, the member shall forfeit to the

1 society all or such share of said bond as shall represent the necessary
2 expenditures on the part of the society incident to such appeal. If the appeal
3 of the member is upheld, the bond shall be refunded to him or her in entirety.

4 Hearing

5 At the hearing before the Board of Censors, the member shall have the right
6 to appear in person and to be represented by legal counsel. No evidence
7 shall be taken at said hearing which shall be based only on the notice of
8 charges served on the member, the minutes of the proceedings before the
9 Judicial, Ethics, and Awards Committee, the findings of fact and
10 recommendations of the Judicial, Ethics, and Awards Committee and the
11 application for the hearing. In its discretion the Board of Censors may
12 remand the matter to the Judicial, Ethics, and Awards Committee to take
13 further testimony or such other proceedings as it may direct.

14 Findings

15 After the conclusion of such hearings the Board of Censors shall, provided it
16 does not remand the matter to the Judicial, Ethics, and Awards Committee
17 make its own findings of fact to the extent it does not concur with the findings
18 of fact of the Judicial, Ethics, and Awards Committee, and shall decree what
19 discipline, if any, shall be imposed upon the member.

20 Notice

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

26 FINAL APPEAL

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

33 IMPEACHMENT OF OFFICERS

34 Impeachment

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

1 Charges

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

5 Investigation.

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

10 Notice

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

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

16

17 Impeachment Hearings

18 The Board of Directors shall conduct impeachment hearings in accordance
19 with the hearing procedures set forth in 13.07. The Petitioners shall be
20 parties for purposes of the hearing and shall present evidence and
21 arguments in support of the charges. Petitioners and the Officer may be
22 represented by counsel at their own cost.

23 ACTION BY THE BOARD OF DIRECTORS

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

26 The President of this society shall present the findings.

27 The member or officer, personally or through counsel, may present
28 argument against the resolution for sanction or removal.

29 Following presentations on behalf of the Judicial, Ethics, and Awards
30 Committee or the Board of Directors and on behalf of the member or
31 Officer the resolution of sanction or impeachment shall be subject to
32 debate in accordance with the rules of the Board of Directors.

33 If the Board of Directors, after a diligent and careful investigation, finds just
34 and sufficient cause for removal of a particular Officer or Director, it shall
35 present its findings and recommendations at an annual meeting or a Special
36 Meeting of the House of Delegates and shall give the Accused written notice

1 of its findings and recommendations at least fifteen (15) days prior to that
2 Annual or Special Meeting.

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

7 HEARINGS

8 The Board of Directors or the Judicial, Ethics and Awards Committee or the
9 Board of Censors shall provide at least 30 days notice of the date, time and
10 location of the hearing.

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

14 SANCTIONS

15 The sanctions recommended shall be one of the following:

- 16 ● Censure which will result in a written reprimand to the member from this society
17 with no loss of the benefits of membership.
- 18 ● Suspension which shall cause the member to lose the benefits of membership in
19 this society for a period of time as determined by the Board of Directors, after which
20 the individual may be fully reinstated upon the request of the individual.
- 21 ● Expulsion, which shall cause the member to lose the benefits of membership in
22 the society. Reapplication from an expelled member may be considered after a
23 prescribed period as determined by the Board of Directors.

24 PUBLICATION

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

29 TITLE 10 EXECUTIVE OFFICE

30 31 PURPOSE

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

34 35 LOCATION

36 The executive office of this society shall be located in a place approved by the

1 House of Delegates.

2
3 EXECUTIVE DIRECTOR

4
5 The Executive Director shall be an employee or contracted position of this society,
6 employed by and under the director and supervision of the Board of Directors.

7
8 Duties.

9
10 The Executive Director shall act as general administrative officer and business
11 manager of this society; supervise and be responsible for the functions of the
12 executive office of this society; and attend the annual meetings of this society and
13 the meetings of the Board of Directors.

14
15 The Executive Director shall make all hotel arrangements necessary for the
16 business and scientific meetings. This will include mailing of notices, registration,
17 organization of rooms for business and scientific meetings, technical exhibits and
18 program printing.

19
20 Report

21
22 The Executive Director shall submit a report annually to the Board of Directors
23 outlining the accomplishments of the executive office.

24
25 Administrative Procedures.

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

34
35 **TITLE 11 FUNDS AND**
36 **EXPENDITURES**

37
38 FUNDS

39
40 Funds of this society shall be raised by an annual per capita assessment on each
41 class of membership as provided elsewhere in these Bylaws. The amount of
42 assessment shall be established in the manner provided in these Bylaws. Funds

1 may also be derived by voluntary contributions, from bequests, patents and
2 copyrights, by income from this society's publications and in any other manner
3 approved by the Board of Directors.
4

5 EXPENDITURES

6
7 Funds may be appropriated by the House of Delegates at the annual meeting and
8 by the Board of Directors to defray the expenses of this society and for such other
9 purposes as will promote the welfare of anesthesiology.
10
11

12 TITLE 12 RULES OF ORDER

13 RULES OF ORDER

14
15 The deliberations of this society shall be governed by parliamentary usage as
16 contained in the latest edition of "Sturgis: *The Standard Code of Parliamentary*
17 *Procedure*" when not in conflict with these Bylaws.
18

19 TITLE 13 20 REFERENDUM

21 INITIATION

22
23
24 The House of Delegates or the Board of Directors may be a two-thirds (2/3) vote of
25 the members present and voting at a meeting thereof, order a general referendum
26 on any question pending before those bodies.
27

28 VOTING PROCEDURE

29
30 The question shall then be submitted to the voting members of this MSA Society
31 who may vote by electronic means. A valid referendum shall require a vote by at
32 last one-third (1/3) of the members eligible to vote, and a majority vote of the
33 members voting shall determine the question. The voting shall be considered
34 completed at the end of one week from the day the question of the referendum is
35 communicated electronically to voting members.
36

37 TITLE 14 BYLAWS 38 AMENDMENTS

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BYLAWS AMENDMENTS

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

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

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

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

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

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

The MSA Bylaws shall be reviewed every 5 years.

