

RESOLUTION

Subject: Bylaws Amendments
Submitted by: KMA Board of Trustees
Referred to: Reference Committee

WHEREAS, the KMA House of Delegates, based on recommendations of the KMA Long Range Planning Commission and Board of Trustees, have made a number of proposed changes to the KMA bylaws over the past several years that have helped to modernize and streamline the work of the Association; and

WHEREAS, in an attempt to continue the modernization process, the Long Range Planning Commission conducted an exhaustive review of the KMA bylaws earlier this year to further modernize the organization and presented their recommendations to the Board of Trustees, which is now recommending these changes, many of which involve modernizing the administrative functions of the organization to have them fit into modern business practices; and

WHEREAS, Chapter II, Section 4; Chapter III, Section 3; and Chapter IV, Section 2 require specific actions and credentials for the KMA Annual Meeting that can be modernized and provide greater flexibility to the organization and its members, especially in the event of virtual meetings of the House in the future; and

WHEREAS, Chapter V, Section 7 provides that the Secretary-Treasurer and all officers authorized to sign vouchers must post a bond, when modern liability insurance now covers organizations, and provides for a number of backups to signing vouchers when the Secretary-Treasurer may not be available, despite modern technology that would allow simply having one other backup; and

WHEREAS, Chapter VI, Section 1 requires a specific number of members of the KMA Executive Committee to be present for a quorum, despite the fact that the number of committee members might change, or committee members may drop off for a number of reasons, as well as the fact that state law provides the requirement that a majority of those serving on the committee be present; and

WHEREAS, Chapter VI, Section 3 requires Trustees to perform certain duties including being the censor of the District, which could impose personal liability on the Trustee to perform such duties when they are already performed by the KBML; and

WHEREAS, Chapter VI, Section 8 implies that the Association is to act as an insurance company, which requires a specific license and substantial financial reserves that the Association does not and cannot possess; and

WHEREAS, Chapter XI, Sections 5, 6, and 8 do not reflect the common situation in which many physicians may practice in one county but reside in another county, thus necessitating a change that allows for greater membership flexibility for individual physicians; and

WHEREAS, Chapter XI, Section 12 imposes on county societies – many of which either do not exist or have no administrative personnel – certain administrative functions that are now performed by the KBML and the KMA; now, therefore, be it

RESOLVED, that Chapter II, Section 4 of the bylaws be amended to read as follows: “Each member in attendance at any meeting shall register indicating the component society of which they are a member. When their right to membership has been verified by reference to the roster of the society, they shall receive ~~a badge~~ the appropriate credentials to participate which shall be evidence of their right to all privileges of membership at that meeting. No member or delegate shall take part in any of the proceedings of any meeting until they have complied with the provisions of this section.”; and be it further

RESOLVED, that Chapter III, Section 3 of the bylaws be amended to read as follows: “When a special session is called, the Secretary-Treasurer shall ~~mail a~~ provide the appropriate notice of the time, place, and purpose of such meeting to the last known address of each delegate at least ten days before such session.”; and be it further

RESOLVED, that Chapter IV, Section 2 of the bylaws be amended to read as follows: “The Immediate Past President shall serve as the Nominating Review Authority to verify the eligibility and willingness to serve of each candidate nominated. Should the Immediate Past President be nominated for an elected office or is not available to serve as the Nominating Review Authority, the Speaker shall appoint another KMA officer who is not nominated for an elected office that year to serve as the Nominating Review Authority. The Nominating Review Authority shall accept and post for information all eligible and willing candidates proposed for offices elected from the state at large. ~~On the second day of the Annual Meeting, the Nominating Review Authority shall post on a bulletin board near the entrance to the hall in which the Annual Meeting is being held, the nomination, or nominations, for each office to be filled, on the day prior to the start of the House of Delegates and~~ shall formally present said nomination, or nominations, to the House at the time of the election. Additional nominations may be made from the floor by submitting the nominations without discussion or comment.”; and be it further

RESOLVED, that Chapter V, Section 7 of the bylaws be amended to read as follows: “The Secretary-Treasurer shall advise the Executive Vice President in all administrative matters of this Association and shall act as the corporate secretary insofar as the execution of official documents or institution of official actions are required. They shall perform such duties as are placed upon them by the Constitution and Bylaws, and as may be prescribed by the Board of Trustees. The Secretary-Treasurer shall demand and receive all funds due the Association, including bequests and donations. They shall, if

so directed by the House of Delegates, sell or lease any real estate belonging to the Association and execute the necessary papers and shall, subject to such direction, have the care and management of the fiscal affairs of the Association. All vouchers of the Association shall be signed by the Executive Vice President or their designee and shall be countersigned by the Secretary-Treasurer of the Association. ~~If the Secretary-Treasurer is unavailable to sign vouchers, the President shall perform that function. When one or more of the above-named officials are not readily available, four specifically designated representatives of the Executive Committee are authorized to countersign the vouchers, provided that in any event all vouchers of the Association shall bear a signature and a countersignature. The four members of the Executive Committee authorized to countersign vouchers shall be designated by the Board during their reorganizational meeting in September and, whenever possible should be easily accessible from the KMA Headquarters Office. All those authorized to countersign vouchers shall be required to give bond in an amount to be determined by the Board of Trustees.~~ The Secretary-Treasurer shall report the operations of their office annually to the House of Delegates, via the Board of Trustees, and shall truly and accurately account for all funds belonging to the Association and coming into their hands during the year. Their accounts shall be audited annually by a certified public accountant appointed by the Board of Trustees. The Association's annual audit shall be made available to the membership.”; and be it further

RESOLVED, that Chapter VI, Section 1 be amended to read as follows: “The Board of Trustees shall be the executive body of the House of Delegates and between sessions of the House of Delegates shall exercise the powers conferred upon the House of Delegates by the Constitution and Bylaws. The Board of Trustees shall consist of the duly elected Trustees and the President, the President-Elect, the Vice-President, the immediate Past-President, the Speaker, and Vice-Speaker of the House of Delegates, the Secretary-Treasurer, the Delegates and Alternate Delegates to the American Medical Association, the President of the KMA Resident and Fellows Section, and the President of the KMA Medical Student Section. The Executive Committee of the Board of Trustees shall consist of the President, the Vice-President, the President-Elect, the Secretary-Treasurer, the Chairman of the Board of Trustees, the Vice Chairman of the Board of Trustees, and two Trustees to be elected annually by the Board of Trustees. A majority of the full Board, and a majority of the full Executive Committee, ~~to-wit, 5,~~ shall constitute a quorum for the transaction of all business by either body. Between sessions of the Board, the Executive Committee shall exercise all the powers belonging to the Board except those powers specifically reserved by the Board to itself.”; and be it further

RESOLVED, that Chapter VI, Section 3 of the bylaws be amended to read as follows: “Each Trustee shall be the representative of their district. ~~organizer, peacemaker and censor for their district. They shall hold at least one district meeting each year for the exchange of views on problems relating to organized medicine and for postgraduate scientific study. The necessary traveling expenses incurred by~~

~~a Trustee in the line of their duties herein imposed may be paid by the Secretary-Treasurer upon a proper itemized statement but this shall not be constituted to include their expenses in attending the Annual Meeting of the Association.”; and be it further~~

RESOLVED, that Chapter VI, Section 8 of the bylaws be deleted and the current Section 9 be renumbered as Section 8 as follows:

~~“**Section 8.** The Association, upon the request of any member in good standing who is a defendant in a professional liability suit, will provide such member with the consultative service of competent legal counsel selected by the Secretary-Treasurer acting under the general direction of the Executive Committee. In addition, the Association may, upon application to the Board outlining unusual circumstances justifying such action, provide such member with the services of an attorney selected by the Board to defend such suit through one court.~~

Section 9.8. The Board shall employ an Executive Vice President whose principal duty shall be to carry out and execute the policies established by the House of Delegates and the Board. Their compensation shall be fixed by the Board. The Executive Vice President shall act as general administrative officer and business manager of the Association and shall perform all administrative duties necessary and proper to the general management of the Headquarters Office, except those duties which are specifically imposed by the Constitution and Bylaws upon the officers, committees, councils and other representatives of the Association. They shall refer to the various elected officials all administrative questions which are properly within their jurisdiction.

They shall attend the Annual Meeting, the meetings of the House of Delegates, the meetings of the Board, as many of the committee and council meetings as possible, and shall keep separately the records of their respective proceedings. They shall, at all times, hold themselves in readiness to advise and aid, so far as is possible and practicable, all officers, committees, and councils of the Association in the performance of their duties and in the furtherance of the Association. They shall be allowed traveling expenses to the extent approved by the Board.

They shall be the custodian of the general papers and records of the Association (including those of the Secretary-Treasurer) and shall conduct the official correspondence of the Association. They shall notify all members of meetings, officers of their election, and committees and councils of their appointment and duties.

They shall account for and promptly turn over to the Secretary-Treasurer all funds of the Association which come into their hands. It shall be their duty to receive all bills against the Association, to investigate their fairness and correctness, to prepare vouchers covering the same, and to forward them to the Secretary-Treasurer for appropriate action. They shall keep an account with the component societies of the amounts of their assessments, collect the same, and promptly turn over the proceeds to

the Secretary-Treasurer. They shall annually submit their financial books and records to a certified public accountant, approved by the Board, whose report shall be made available to the membership.

They shall keep a record of all physicians in the State by counties, noting on each their status in relation to their county society, and upon request shall transmit a copy of this list to the American Medical Association.

They shall act as Managing Editor, or otherwise supervise the publication of The Journal of the Kentucky Medical Association and such other publications as may be authorized by the House of Delegates, under the guidance and direction of the Board.

They shall perform such additional duties as may be required by the House of Delegates, the Board, or the President, and shall employ such assistants as the Board may direct. They shall serve at the pleasure of the Board, and in the event of their death, resignation, or removal, the Board shall have the power to fill the vacancy. From time to time, or as directed by the Board, they shall make written reports to the Board and House of Delegates concerning their activities and those of the Headquarters Office.”; and be it further

RESOLVED, that Chapter XI, Sections 5 and 6 be amended, with Sections 8 and 12 being deleted and Sections 9, 10 and 11 being renumbered as follows:

“**Section 5.** Each component society shall be the sole judge of the qualifications of its own members. All members of component societies shall be members of the Kentucky Medical Association and shall be classified in accordance with Chapter I, Section 2 of these Bylaws, provided, however, that no physician who is under suspension or who has been expelled shall thereafter, without reinstatement by the Board of Trustees be eligible for membership in any component society. Any physician who desires to become a member of the Kentucky Medical Association shall first apply to the component society in the county in which they practice or reside, for membership therein. Except as hereinafter provided in Sections 6 ~~and/or 8~~ of this chapter, no physician shall be an active member of a component society in any county other than the county in which they practice or reside.

Section 6. Any physician who may feel aggrieved by the action of the component society of the county in which they practice or reside, in refusing them membership, shall have the right to appeal to the Board of Trustees, which, upon a majority vote, may permit them to apply for membership in a component society in a county which is adjacent to the county in which they practice or reside.

~~**Section 8.** A physician whose residence is closer to the headquarters of an adjacent component society than it is to the headquarters of the component society of the county in which they reside, may, with the consent of the component society within whose jurisdiction they reside, hold membership in said adjacent component society.~~

Section 9-8. Each component society shall have general direction of the affairs of the profession in the county, and its influence shall be constantly exerted for bettering the scientific, moral

and material conditions of every physician in the county. Systematic efforts shall be made by each member, and by the society as a whole, to increase the membership until it embraces every qualified physician in the county.

Upon reasonable notice and after a hearing, component societies may discipline their members by censure, fine, suspension or expulsion, for any breach of the Principles of Medical Ethics or any bylaw, rule or regulation lawfully adopted by such societies or this Association. At every hearing, the accused shall be entitled to be represented by counsel and to cross-examine witnesses, and the society shall cause a stenographic record to be made of the entire proceedings. The stenographer's notes need not be transcribed unless and until requested by the respondent member.

The resignation of a member against whom disciplinary charges are pending or who is in default of the disciplinary judgment of their county society, a district grievance committee or the Board of Trustees shall not be accepted and no member who is suspended or expelled may be reinstated or readmitted unless and until they comply with all lawful orders of their component society and the Board of Trustees.

Section 10-9. Frequent meetings shall be encouraged and the most attractive programs arranged that are possible. Members shall be especially encouraged to do postgraduate and original research work, and to give the society the first benefit of such labors. Official positions and other references shall be unstintingly given to such members.

Section 11-10. At the time of the annual election of officers, each component society shall elect a delegate or Delegates to represent it in the House of Delegates. The term of a delegate shall commence on the first day of the regular session of the House following their election, and shall end on the day before the first day of the next regular session, provided, however, that component societies may elect Delegates for more than one term at any election. Each component society may elect one delegate for each 25 voting members in good standing, plus one delegate for one or more voting members in excess of multiples of 25, provided, however that each component society shall be entitled to at least one delegate regardless of the number of voting members it may have and that each multi-county society shall be entitled to the same number of Delegates as its component societies would have had. The secretary of the society shall send a list of such Delegates to the Secretary-Treasurer of this Association not later than 45 days before the next Annual Meeting. It shall be the obligation of a component society which elects Delegates to serve more than one year, to provide the KMA Headquarters Office with a certified list of its Delegates each year.

~~**Section 12.** The secretary of each component society shall keep a roster of its members and a list of nonaffiliated licensed physicians of the county, in which shall be shown the full name, address, college and date of graduation, date of license to practice in this State, and such other information as may be deemed necessary. They shall furnish an official report containing such information upon blanks~~

~~supplied them for the purpose, to the Secretary-Treasurer of the Association, on the first day of January of each year or as soon thereafter as possible, and at the same time the dues accruing from the annual assessment are sent in. In keeping such roster the secretary shall note any change in the personnel of the profession by death or by removal to or from the county, and in making their annual report they shall be certain to account for every physician who has lived in the county during the year.”~~