

## RESOLUTION

Subject: Bylaws Amendments to Separate the Duties of the Secretary-Treasurer  
 Submitted by: KMA Board of Trustees  
 Referred to: Reference Committee

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WHEREAS, the KMA Constitution sets out the officer positions for the KMA, including the office of Secretary-Treasurer; and

WHEREAS, the KMA Bylaws outline the duties of the officers for the KMA, including the office of Secretary-Treasurer; and

WHEREAS, the KMA Board of Trustees has proposed amending the KMA Constitution to divide the office of Secretary-Treasurer into two positions; and

WHEREAS, if the proposed changes to the KMA Constitution are approved by the 2023 House of Delegates, further changes to the KMA Bylaws are needed to divide the duties between the Secretary and the Treasurer; and

WHEREAS, according to Chapter XII, Section 1 of the KMA Bylaws, the bylaws may be amended at the meeting of the regular session of the House of Delegates by a majority vote of the Delegates present if the amendment proposed is presented in writing to the Delegates thirty days prior to the meeting; now, therefore, be it

RESOLVED, that Chapter I, Section 1 of the bylaws be amended to read as follows: "Membership in this Association shall be coterminous with membership in a component county society. No physician shall be eligible for membership in this Association unless they are a member, in good standing of a component society, nor may they maintain membership in a component county society unless they are a member, in good standing of this Association.

When a physician who meets the qualifications hereinafter set forth, is certified to the Secretary-Treasurer as a member in good standing of a component society, properly classified as to type of membership, and when the dues pertaining to their membership classification have been received by the Secretary-Treasurer of the Association, the name of the member shall be included in the official roster of the Association and they shall be entitled to all the privileges of their class of membership. Provided, however, that members in good standing from other state societies may, if admitted to membership by a component society, be accepted by KMA for membership without paying dues for the remainder of the calendar year in which the transfer is made. Provided further, that the Board of Trustees shall have power, upon written application, approved annually by the county society of which the applicant is a member, to excuse any member from the payment of dues because of financial hardship."; and be it further

RESOLVED, that Chapter III, Sections 3 and 8 of the bylaws be amended to read as follows:

“**Section 3.** When a special session is called, the Secretary~~-Treasurer~~ shall 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.

**Section 8.** Each Resolution introduced into the House shall be in writing and signed by the author and presented to the Secretary~~-Treasurer~~ following its introduction. If the author presenting the Resolution presents it as an individual member of the Kentucky Medical Association, the Resolution shall be signed by him. If the author be a group of members or component society, the Resolution shall be signed by the authorized spokesman for that group. Prior to the meeting of the regular session of the House of Delegates, it shall be referred to the proper Reference Committee before action thereon is taken.”; and be it further

RESOLVED, that Chapter IV, Section 1 of the bylaws be amended to read as follows: “The President-Elect and the Vice President shall be elected from the state at large for a term of one year, the President-Elect succeeding to the presidency at the expiration of their term as President-Elect. A majority vote of those attending and voting shall be required for the election of the President-Elect and the Vice President and on any ballot where a majority is not obtained, the candidate with the least votes shall be dropped and further balloting held until such time as one candidate receives a majority of the votes cast. Delegates to the AMA and their alternates shall be elected from the state at large for terms of two years with the provision that no more than one delegate and no more than one alternate delegate shall be elected from one component society except in the instance that a member of the Kentucky delegation is elected to the office of Speaker or Vice-Speaker of the American Medical Association House of Delegates, in which case, no more than two delegates and two alternate delegates shall be elected from any component society. All delegate and alternate terms shall be coterminous; all positions shall expire at the same time and all candidates must run for office at the same time every two years. The Speaker of the House of Delegates, the Vice-Speaker, the Secretary and the ~~Secretary~~-Treasurer shall be elected for terms of three years. Trustees and their Alternates shall be elected for terms of three years and Trustees shall be limited to serving for not more than two consecutive full terms. The terms of the Trustees and their Alternates shall coincide and be so arranged that one-third of the terms expire each year, insofar as possible, provided, however, that nothing contained herein shall preclude an Alternate Trustee from serving two full terms as a Trustee. No member shall be eligible for the office of President, President-Elect, Vice-President, Secretary~~-~~Treasurer, Speaker or Vice-Speaker of the House of Delegates, Trustee or Alternate Trustee who has not been an active member of the Association for at least three years. Representatives of the KMA Resident and Fellows Section and the KMA Medical Student Section to the KMA Board of Trustees shall be elected for a term of one year.”; 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. 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, Sections 1, 5, and 8 of the bylaws be amended to read as follows:

**“Section 1.** 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, ~~the~~ -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, ~~the~~ -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 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.

**Section 5.** The Journal of the Kentucky Medical Association shall be the official organ of the Association and shall be published under the supervision of the Board. The Editor of the Journal shall be elected by the Board. All money received by the Journal or by any member of its staff on its behalf, shall be paid to the ~~Secretary~~-Treasurer on the first of each month. The Board shall provide for and

superintend the publication and distribution of all proceedings, transactions, and memoirs of the Association, and shall have authority to appoint such assistants to the Editor as it deems necessary.

**Section 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 and the -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 VIII, Section 1 of the bylaws be amended to read as follows: “The annual dues for membership in this Association shall be as follows: (1) Active Members, \$530, (except (a) those physicians elected to KMA membership within six months of the completion of their residency, fellowship or fulfillment of government-obligated service shall pay only one-half of the full active member rate their first full year of membership; (b) those physicians in their second year of practice shall pay only three-fourths of the full active member rate for their second full year of membership; and (c) those physicians who have reached the age of 70 and work 20 hours or less per week shall pay only one-half of the full active member rate per year for their KMA membership); (2) Life Members, no dues; (3) Associate Members, \$100; (4) Physician In-training Members, \$25 one-time fee for the duration of residency and fellowship in an approved residency program in Kentucky, except that physician In-training Members joining prior to September 10, 2003, shall not be liable for additional dues for the duration of residency and fellowship; (5) Inactive Members, \$100; (6) Student Members, no dues; (7) Service Members, no dues; (8) Special Members, no dues. The dues during the first year for any active member shall be prorated on a quarterly basis as determined by the date of the application. Dues fixed by these Bylaws shall constitute assessments against the component societies. Unless otherwise instructed by the Board of Trustees (which may institute centralized billing) the Secretary of each component society shall forward its assessments, together with its properly classified roster of all officers and members, list of delegates, and list of nonaffiliated physicians of the county, to the Secretary-Treasurer of this Association as of the first day of January each year.”; and be it further

RESOLVED, that Chapter XI, Section 10 of the bylaws be amended to read as follows: “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.”