

## AMENDED AND RESTATED BYLAWS

### ST. LOUIS SOCIETY FOR MEDICAL AND SCIENTIFIC EDUCATION

Revised \_\_\_\_\_, 2010

#### ARTICLE I – INCORPORATION, PURPOSE AND OFFICES

**Section 1. Name.** The name of the corporation shall be the St. Louis Society for Medical and Scientific Education, hereinafter referred to as “SLSMSE” or the “Society.”

**Section 2. Incorporation.** The Society is incorporated under the Missouri Nonprofit Corporation Act, Chapter 355 of the Revised Statutes of Missouri, as amended (the “Act”).

**Section 3. Principal Office.** The principal office of the Society shall be located in the State of Missouri. The Society may have such other offices within the State of Missouri as the Board (as defined below) may determine or as the affairs of the Society may require from time to time.

**Section 4. Registered Office.** The Society shall have and continuously maintain in the State of Missouri a registered office and a registered agent whose office is identical with such registered office, as required by the Act. The registered office may be, but need not be, identical with the principal office in the State of Missouri, and the address of the registered office may be changed from time to time by the Board (as defined below).

#### ARTICLE II – PURPOSES

**Section 1. Purposes.** The purposes of the Society shall be those nonprofit purposes stated in the Articles of Incorporation of the Society, as they may be amended. To the extent consistent with the foregoing, the purposes of SLSMSE shall also be to provide financial and physical support to programs aimed at furthering educational and scientific efforts of value and interest to the medical community of the St. Louis area, and distributions to other organizations that support these same interests, including the St. Louis Metropolitan Medical Society.

**Section 2. Mission.** The mission of SLSMSE is to support matters of scientific and educational interest to physicians and their patients in the St. Louis area.

#### ARTICLE III – MEMBERS; ELECTIONS

**Section 1. Qualifications.** The Society shall have members (hereinafter, “Members”), which shall consist of all members in good standing of the St. Louis Metropolitan Medical Society, a Missouri nonprofit corporation incorporated under the Act, that have consented to become members of the Society.

**Section 2. Members.** The Society shall have one class of Members, and there shall not be special members or special membership categories. Members in good standing shall have the right to participate in meetings of the membership, to cast one vote on all matters properly put before the membership as provided in these Bylaws, to nominate and participate in the election of the Board as provided by these bylaws and to receive information and annual reports of the Society as provided in these Bylaws.

**Section 3. Annual Meeting; Regular Meetings.** An annual meeting of the Members shall be held in January of each year, either within or outside of the State of Missouri, as determined by the Board. At the annual

meeting: (i) officers and trustees shall be inaugurated, (ii) the Society's officers shall report on the activities and financial condition of the Society, and (iii) the members shall consider and act upon such other matters as may properly come before the meeting. In addition, there shall be at least two additional regular meetings held at various times throughout the year as determined by the Board. The place of any annual, regular or special meetings of the Members shall be held at such location as may be specified by the Board. Only Members in good standing as of the applicable record date shall be entitled to vote.

**Section 4. Special Meetings.** Special meetings of the Members may be called by the President, the Board or no less than twenty (20) active Members in good standing.

**Section 5. Quorum.** Twenty (20) active Members in good standing shall constitute a quorum at all meetings of the Members for the transaction of business, except as otherwise provided by statute or by the Certificate of Incorporation.

**Section 6. Notice of Meetings.** Written, printed or oral notice stating the place, day and hour of each meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than five (5) nor more than forty (40) days before the date of the meeting. Such notice shall be provided to the Members or otherwise shall be announced at the immediately preceding meeting of the Members.

**Section 7. Voting at Meetings of Members.** When a quorum is present at any meeting, the vote of a majority of the Members present in person shall decide any question brought before such meeting, unless the question is one upon which by express provision of the statutes or of the Certificate of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question. Proxy voting shall not be permitted. Notwithstanding the foregoing, for officer and trustee elections, the candidate(s) receiving the highest number of votes for each office or category shall be elected to such position, though such numbers may constitute less than a majority of the total votes cast in the category. In the case of a tie in the votes for any office or category, the issue shall be decided by a majority vote of the full Board at a meeting duly called for this purpose within two weeks of the applicable election.

**Section 8. Written Ballot.** Any action which may be taken at any annual, regular or special meeting of Members may be taken without a meeting if the Society delivers a written ballot to every member entitled to vote on the matter. Approval by written ballot pursuant shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall: (i) indicate the number of responses needed to meet the quorum requirements; (ii) state the percentage of approvals necessary to approve each matter other than election of trustees; and (iii) specify the time by which a ballot must be received by the Society in order to be counted. The Society shall hold annual elections of officers (President-Elect, Vice President and Secretary) and trustees by written ballot, in accordance with the following procedures:

Process. No later than November 15 of each applicable year, the Board shall notify each Member entitled to vote that the official ballot is posted on the Society website, with instructions for casting an online ballot. Each Member entitled to vote may also request, and the Society shall promptly provide, a printed ballot by mail. The Board shall determine the content of the ballots in accordance with these Bylaws. In addition to a nominated slate of trustees and officers, ballots shall provide space for write-in candidates. The entire content of these Bylaws shall be provided along with each ballot. The Board shall determine how completed ballots will be validated. The Secretary shall inspect and count the ballots, and shall permit no other individual to review the ballots, and except for formal election results shall provide no information concerning the ballots. Except as otherwise provided by the Board, no

ballot received after twelve o'clock noon on November 25 of the applicable year shall be counted. Results of the election shall be provided to the Board by the Secretary at the earliest practical time, and the Board shall determine the best and most expedient way of informing the Members of the results.

Special Proposals. The annual election ballot may also contain any proposition which the Board may desire to submit to a vote of the Members.

Advance Notice of Election. Nominations, proposals and election dates shall be announced in a publication made available to the Members at least thirty (30) days prior to the general election and annual meeting.

Contested Results. Any election contest must be submitted in writing to the Board within three (3) days after the results of the applicable election have been formally released to the Members of the Society by the Board. No officer or trustee whose election results are contested shall be formally appointed until after such contest is finally determined. The Board shall finally determine, in their sole and absolute discretion, any contested election results prior to the applicable annual meeting. The Secretary shall preserve all ballots, subject to the call and review of the Board during this period. Four (4) days after the results announcement, if no contest is filed, the ballots shall be destroyed. If a contest is filed, the ballots shall be preserved until such contest has been resolved, at which time they shall be destroyed.

**Section 9. Trustee and Officer Nomination Process.** In June of each year, the Nominating Committee shall prepare an initial slate of trustees and officers for the subsequent year. Such slate of trustees and officers shall be presented to the Members during a regular meeting in September, at which time additional nominations may be offered by Members. Trustees and officers shall be formally nominated each November at a regular meeting of the Members. The Nominating Committee shall nominate the make the first candidate for each position or office, however, a second candidate may be nominated by the Members at a regular meeting by a majority vote of those Members present. Any such Member nomination shall be made from the floor, provided that no individual shall be nominated unless it is known that the proposed candidate is willing to serve if elected.

**Section 10. Powers.** All powers not reserved by the Members are delegated to the Board.

**Section 11. Withdrawal.** Any Member in good standing may withdraw from the Society upon written notice to the Society.

## ARTICLE IV – BOARD OF TRUSTEES

**Section 1. Management.** The governing body of the Society shall be the Board of Trustees (hereinafter, the “Board”). The affairs of the Society shall be managed, supervised and controlled by the Board. The trustees on the Board shall be elected by the Members in the manner specified in this Article.

**Section 2. Composition.** The Board shall consist of eleven (11) trustees, consisting of the current President, President Elect, Vice President, and Secretary, the immediately past President, and six (6) individuals elected by the Members as set forth herein.

**Section 3. Election and Terms of Office.** Except as otherwise provided herein, each trustee shall serve a term of three (3) years, and shall be elected pursuant to written ballot of the Members. The terms of the trustees shall be staggered, such that except as otherwise set forth herein, two (2) trustees shall be elected by the Members each year. Trustees shall be elected from among the Councilors of SLMMS. There is no limit on the number of consecutive terms a trustee may serve on the Board. Trustees shall hold office and perform their duties until

their successors have been duly elected. Trustees shall be installed into office at the annual meeting in January and take office immediately after such installation.

Notwithstanding the foregoing, at the Member election held immediately prior to the 2011 Annual Meeting of Members ("2011 Annual Meeting"), six (6) trustees shall be elected to serve terms beginning on the date of the 2011 Annual Meeting, two of which shall serve one (1) year terms, two of which shall serve two (2) year terms, and two of which shall serve three (3) year terms. At the 2011 Annual Meeting, the Society shall accept the resignations of all previously elected trustees, and the six (6) newly elected trustees shall each be installed. Following the expiration of the terms beginning with at the 2011 Annual Meeting, each subsequent trustee shall serve a term of three (3) years.

**Section 4. Vacancy.** The President of the Society is empowered to make an appointment to fill a vacancy or vacancies in the Board, subject to the approval of the existing Board.

**Section 5. Removal and Resignation.** Any trustee may resign at any time by giving written notice to the Board, the President or the Secretary of the Society. Any trustee may be removed, with cause, by the Board upon the vote of at least two-thirds (2/3) of the trustees then in office, or by the Members at a duly called meeting of the Members called for the purpose or removing the trustee.

**Section 6. Meetings.** Meetings of the Board, regular or special, may be called by or at the request of the President or by any two trustees. Meetings of the Board shall be held upon such notice as provided herein. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting. The Board may provide by resolution the time and place for the holding of additional regular meetings without notice other than such resolution.

**Section 7. Action Without Meeting.** Any action which is required to be or may be taken at a meeting of the trustees, or any committee established by the Board, may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by all of the members of the Board or of the committee as the case may be. The consent shall have the same force and effect as a unanimous vote at a meeting duly held, and may be stated as such in any certificate or document. The Secretary shall file the consents with the minutes of the meetings of the Board or of the committee as the case may be.

**Section 8. Notice and Waiver.** Notice of any meeting shall be given not less than five (5) nor more than forty (40) days before the date of the meeting. A trustee may at any time waive any required notice. Except as set forth below, the waiver must be in writing, signed by the trustee entitled to the notice, and filed with the minutes or the corporate records of the Society. A trustee's attendance at or participation in a meeting waives any required notice of the meeting unless the trustee upon arriving at the meeting or prior to the vote on a matter in conformity with the Act, the Articles of Incorporation or these Bylaws objects to lack of notice and does not vote for or assent to the objected-to action.

**Section 9. Quorum.** A majority of the trustees shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the trustees present at a meeting at which a quorum of trustees is present shall be the act of the Board, unless the act of a different number is required by statute, the Articles of Incorporation or these Bylaws.

**Section 10. Compensation.** Trustees are to serve without compensation, except that the Board may authorize the reimbursement of expenses incurred by any trustee for the benefit of the Society.

**Section 11. Committees.**

The Society shall have a nominating committee. The nominating committee shall consist of the three (3) most recent past presidents of the Society and nine (9) additional members, which shall be appointed by the President for three (3) year terms. The committee shall prepare a slate of nominees for the regular Society meeting at which nominations are received each year.

The Board or the President, with the approval of the Board, may appoint such other special or ad hoc committees as are deemed necessary or appropriate for the conduct of the affairs of the Society. Such committees shall automatically be dissolved upon the later of the completion of their task(s) or on the date that is one (1) year from the establishment of such committee, unless earlier reestablished by the then-current President and approved by the then-current Board.

## **ARTICLE V – OFFICERS OF THE SOCIETY**

**Section 1. Number and Election.** The officers of the Society shall be a President, President Elect, Vice President, Secretary and Treasurer, and such other officers as the Board may hereafter authorize and the Members shall elect from time to time. The officers have the authority to perform the duties prescribed below in addition to those set forth by the Board or the President from time to time. No individual may serve in two offices at the same time, except for the Treasurer, who also serves as a trustee. All officers shall be elected by written ballot of the Members in accordance with these Bylaws, with the exception of the Treasurer, who is appointed by the President from among the trustees, subject to the approval of the Board. Said officers shall hold office at the pleasure of the Members until the next annual meeting and until their successors shall have been elected and qualified. Where a vacancy occurs in an office, it shall be filled by the President for the unexpired term, subject to the approval of the Board. For the avoidance of doubt, officers of the Society are not officers of the Board (though a person holding an office as an officer of the Board may also be appointed to hold a separate office as an officer of the corporation). Subject to the foregoing, the general duties of the officers are as follows:

President. The President shall preside at all meetings of the Society and shall perform such duties as are customarily performed by the office of the President, delegated by the Board or set out by these Bylaws. He shall sign all checks in payment of SLSMSE obligations, or may designate such authority to appropriate staff at his discretion.

President Elect. The President Elect shall perform such functions as are designated him by the President or by the Board. In the event of death or resignation, his place shall be filled at a special election called by the Board.

Vice President. The President Elect shall perform such functions as are designated him by the President or by the Board. The Vice President shall, in the event of the prolonged absence of or incapacity of the President, assume the functions and duties of the President. In the event of the President's death, resignation or removal from office, the Vice President shall succeed to the office of President. In the event of the Vice President's death, resignation or removal from office, or his succession to the office of President, the office of Vice President shall be filled from among the members of the Board by appointment of the President with the approval of the Board for the remainder of the term.

Secretary. The Secretary shall be responsible for preparing the minutes of the proceedings of the Society, shall serve as the chief recording and correspondence officer and shall serve as the formal custodian of the Society's records, although the day-to-day handling of such duties may be assigned to a designee approved by the Board.

Treasurer. The treasurer shall be responsible for the collection and disbursement of all funds of the Society, and shall insure that deposits and accounts are provided for as required by the Board. The Treasurer shall make an accounting of all Society funds each year and report to the Board on a quarterly basis.

In order to be eligible to serve as President Elect or Vice President, previous service on the Board is required, as well as membership in the Society for no less than three (3) continuous years immediately prior to the date that the office would be assumed.

**Section 2. Removal and Resignation.** Any officer may be removed, with or without cause, by the Board. The officer to be removed shall be permitted to explain to the Board the reasons why he or she should not be removed as an officer. Any officer may resign at any time by giving written notice to the Board, the President or the Secretary. Any such resignation or removal shall take effect at the time specified therein.

## ARTICLE VI – INDEMNIFICATION

The Society shall indemnify those persons required to be indemnified pursuant to any provision of the Articles of Incorporation or the Act. The Society may indemnify those persons permitted to be indemnified under any provision of the Articles of Incorporation or the Act.

## ARTICLE VII – MEMBER DUES AND ASSESSMENTS

**Section 1. Dues.** The amount of any annual dues payable by the Members shall be fixed by the Board. The Members shall be informed of any change in the amount of dues no less than fourteen (14) business days prior to the date of the Board meeting where such change shall be deliberated and action taken. Approval of any increases or decreases shall require the approval of two-thirds of the entire Board. Dues are due and payable on January 1 of each year. Members not paying by March 31 of an applicable year shall be considered delinquent and shall not be considered to be in good standing until such dues are paid in full.

**Section 2. Exclusions.** Members serving actively with the Armed Forces of the United States shall not be subject to the payment of dues during their term of service if their permanent duty station is in excess of fifty (50) miles from the St. Louis metropolitan area.

**Section 3. Assessments.** An assessment of Members may be made by the Society only with the approval of two-thirds of the entire Board and two-thirds of the Members present and entitled to vote where a quorum is present. For any Member meeting where an assessment may be voted upon, a special notice regarding the assessment, and the need thereof, shall have been previously mailed to the Members at least five (5) business days prior to the applicable regular or special meeting. Any such assessment shall be binding upon the Members.

## ARTICLE VIII – MISCELLANEOUS

**Section 1. Amendments.** On joint motion by four (4) or more members of the Board, these Bylaws may be amended on affirmative vote of two-thirds of the members of the Board, provided notice of the proposed changes is provided to the Members at least thirty (30) days prior to meeting.

**Section 2. Corrections.** Automatic changes in grammar, punctuation, and correlation which in no way alter the intent of these Bylaws shall be effected by the Board upon a unanimous vote.

**Section 3. Suspension of a Bylaw.** Any chapter, section or provision of these Bylaws may be temporarily suspended by a unanimous vote of the Board.

**Section 4. Fiscal Year.** The fiscal year of the Society shall be the calendar year.

**Section 5. Audit.** An audit of the financial records of the Society shall be made each year by a Certified Public Accountant selected by the Board. The audit report shall be accompanied by a management letter reviewing the financial procedures and controls exercised by the Society.

**Section 6. Annual Report.** An annual report shall be issued by the Board to the current membership and published in the *St. Louis Metropolitan Medicine*. This report shall contain at a minimum a summary of the results of the annual financial audit and a summary of contributions and expenditures during the applicable year. This report shall be published in the earliest available issue of *SLMM* following the release to the Board of the Society's applicable financial audit.

**Section 7. Parliamentary Authority.** Subject to the terms of these Bylaws and the Society's Articles of Incorporation, the rules governing parliamentary authority for meetings held by the Society shall be the then-current Sturgis *Standard Code of Parliamentary Procedure*.

**Section 8. References to Gender.** Any reference to gender in the wording of these Bylaws shall be construed as meaning any member or individual regardless of sex and is contained herein only in the interest of brevity.

The above Bylaws are hereby adopted and made immediately effective as of \_\_\_\_\_, 2010.