

**BYLAWS
Of
THE MID-AMERICA
CHAPTER OF THE
AMERICAN MEDICAL WRITERS ASSOCIATION**

Article I – Name and Territory

1. **Name.** The name of this organization is the MID-AMERICA CHAPTER, hereinafter called the “Chapter.” The Chapter functions as an affiliate group of the AMERICAN MEDICAL WRITERS ASSOCIATION, hereinafter called the “Association.”

2. **Territory.** The Chapter will serve the Association members and operate only within the territory approved by the Association.

Article II – Purposes

1. **Purposes.** In accordance with the Association’s mission, the Chapter will support and adhere to the objectives, code of ethics, and other standards established by the Association. The purposes of the Chapter are to support the goals and policies of the Association as set forth in its Constitution and Bylaws, and in all matters act in harmony with the principles and procedures of the Association and its Constitution and Bylaws and to bring together AMWA members and others who are engaged or interested in medical communication, promote standards of excellence in medical communication, and provide educational programs and meetings within the Chapter territory that lead to, support, and enhance medical communication careers.

2. **Policies and Activities.** The Chapter’s policies and activities shall be consistent with (a) applicable federal, state and local antitrust, trade regulation or other requirements; and (b) tax-exemption requirements imposed on the Association, including the requirements that the Chapter not be organized for profit and that no part of its net earnings inure to the benefit of any private individual; (c) the Affiliation Agreement between the Chapter and AMWA.

Article III – Membership

1. **Membership Eligibility.**

a. Membership in the Chapter is limited to individuals who are in good standing with the Association, are in compliance with the Association’s rules and regulations, and have paid membership dues to the Association. The terms and conditions of membership in AMWA shall be determined by the Association.

b. Revocation or suspension of membership by the Association shall automatically constitute revocation or suspension of membership in the Chapter.

2. **Voting Rights.** Voting is limited to qualified individuals who pay applicable Association dues established by the AMWA Board of Directors.

3. **Membership Categories.** The categories of membership shall be those defined by the Association.

Article IV – Membership Business Meetings and Voting

1. **Membership Business Meetings.** Business meetings of the membership are held at least once per year, at times and places determined by the Board of Directors, to conduct the business of the Chapter such as the election of officers and such other business.

2. **Notice.** Notice of a membership business meeting shall be provided to eligible voting members of the Chapter at least thirty (30) days before the meeting by postal or other delivery, email, or any other electronic means.

3. **Voting.** Whenever the members must vote on a matter under these Bylaws or otherwise, this section will apply. Voting at membership business meetings may be in person, with each voting member having a single vote. A quorum for a membership vote is 1/10 of Chapter members who are qualified under Article III(2). A majority of the members voting in person where a quorum is present carries an action.

4. **Voting Without a Meeting.** Members may vote without a meeting in elections or on any matter presented by the Board of Directors where a quorum participates, and the votes are submitted in writing by postal mail, email, or other electronic means. A quorum for a membership vote without a meeting is 1/10 of Chapter members who are qualified under Article III(2). Approval by written ballot 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 indicate the number of responses needed to meet the quorum requirements; state the percentage of approvals necessary to approve each matter other than election of directors; and specify the time by which a ballot must be received by the corporation in order to be counted. Except as otherwise provided in the articles or bylaws, a written ballot may not be revoked.

5. **Proxy voting.** Proxy voting will be prohibited.

Article V – Officers

1. **Officers.** Officers of the Chapter shall be a President, President-Elect, Secretary, and Treasurer. The Board of Directors shall define the roles and obligations of each Officer. The offices of Secretary and Treasurer may be combined and held by the same person at the discretion of the Board of Directors. The office of President shall not be held by the same person who holds the office of Secretary or Treasurer (or both). Officers of the Chapter must be at least 21 years of age and members in good standing of AMWA and the Chapter.

a. **President.** The President, in general, shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors. The President presides at all meetings of the Board of Directors, the Executive Committee, and membership business meetings.

b. **President-Elect.** In addition to the duties described here, the President-Elect shall perform such duties as may be assigned by the President or the Board of Directors. The President-Elect shall serve on the Executive Committee and, in the absence of the President, chair the meetings of the Executive Committee, the Board of Directors, and the membership business meetings. The President-Elect shall fill a vacancy in the office of President as described in these Bylaws.

c. **Treasurer.** The Treasurer shall oversee the deposit of funds of the Chapter into the proper accounts of the Corporation; the recordation of all receipts and disbursements from such account or accounts; the preparation of the books and records of the finances of the Corporation; the preparation of financial reports of the accounts for each Board meeting; and the preparation and filing of all end-of-year financial reports and federal and state tax reports; compliance with statutory reporting requirements, tax returns, and tax payments; and in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors.

d. **Secretary.** The Secretary shall keep accurate records and minutes of all meetings of the Board of Directors, the Executive Committee, and membership business meetings; make available copies of the minutes of the previous meeting and distribute them in advance of each meeting; ensure all notices of business meetings are delivered to those persons entitled to vote at such meetings; and maintain the Minutes of the Corporation and a current listing, with phone numbers, mailing addresses, and email addresses, of the Directors at the office of the Corporation; oversee the retention, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

2. Officer Nomination and Election.

- a. Each year, an announcement shall be made to all voting members of the Chapter that nominations are being sought for officer positions to be filled in the succeeding election.
- b. Voting Chapter members may nominate themselves or other voting members who are willing to serve by notifying the chair of the Board of Directors within two (2) weeks of the announcement.
- c. The Board of Directors will create and approve the list of nominees.
- d. The Board of Directors shall then name at least one (1) candidate for each position to create the ballot. The nominations shall be announced to all voting members of the Chapter by electronic or postal mail within 30-60 days before the election.
- e. Voting members shall cast their ballots by postal mail, email, or other electronic means. Ballots must be returned within 15-30 days after the announcement.
- f. For each position, the candidate receiving the most votes shall be elected.

3. Officer Terms. Officers' terms shall be at least one (1) year in duration or until their successors are appointed, as determined by the Board of Directors. Officers may succeed themselves in office. Officers take office after the election.

4. Officer Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled for the unexpired portion of the term.

- a. When the office of President is vacant, the President-Elect immediately assumes the office and serves the remainder of the presidential term for which he or she was originally slated as President-Elect. A President-Elect filling a vacancy in the office of President may be elected as President at the end of the vacancy in accordance with Section 2 of this Article.
- b. When the office of President-Elect is vacant, the Board of Directors shall nominate an eligible member to fill the vacant office. The member so nominated assumes the office of President-Elect immediately upon approval by a majority vote of the Board of Directors, complete the balance of the term, and then serves as President in the ensuing term of office.
- c. When the offices of both President and President-Elect are vacant, as quickly as possible, the Board of Directors shall nominate qualified voting members of AMWA to fill the vacant offices of President and President-Elect. The nominees shall assume the

office of President and President-Elect immediately upon approval by a majority vote of the Board of Directors and shall complete the balance of the current term and then serve as President or President-Elect in the ensuing term of office.

d. If the office of Secretary or Treasurer is vacant, the Treasurer (continuing to serve as Treasurer) or the Secretary (continuing to serve as Secretary) immediately assumes the duties of the other office. As quickly as possible, the Board of Directors shall nominate a voting member of AMWA to fill the vacant position. The member so nominated assumes the office immediately upon approval by a majority vote of the Board of Directors and completes the balance of the term.

5. Officer Removal or Resignation. Any officer may be removed by a vote of two-thirds of the Board of Directors, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. In the event of removal, the appropriate officer, designated under this Article (5), shall immediately assume the duties but not the office of the removed officer. The Board of Directors will nominate an AMWA member to replace the removed officer. The Officer proposed to be removed must be provided with advance written notice, including the reason for the proposed removal, and the Officer must have an opportunity to contest the proposed removal in writing or in person, and be given final written notice of the removal decision. An Officer may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as an Officer automatically results in that person's removal or resignation from the Board of Directors.

6. Compensation. Officers do not receive compensation for their services but may be reimbursed for expenses.

Article VI – Board of Directors

1. Board Responsibilities. The affairs of the Chapter are managed by its Board of Directors. It is the Board of Directors' duty to carry out the objectives and purposes of the Chapter, and to this end the Board of Directors may exercise all powers of the Chapter.

2. Board Composition. The Board of Directors is composed of the elected Officers of the Chapter and any additional Directors determined by the Board of Directors to be necessary to conduct the work of the Board. The number of Directors shall be as determined by the Board of Directors from time to time as long as the number is not less than three (3). Directors must be at least 21 years of age and members in good standing of AMWA and the Chapter.

3. Director Nominations and Elections. Directors shall be nominated by the President-Elect and approved by a majority of the Board of Directors. If a majority of the Board of Directors does not approve any nominee of a Director, the President-Elect shall promptly nominate another candidate for approval by a majority of the Board of Directors.

4. **Terms.** Directors shall serve at least a one (1)-year term or until their successors are appointed for a maximum of 6 years. Directors may succeed themselves in office.

5. **Vacancies.** Vacancies among Directors are filled, for the balance of the term, through appointment by the Board of Directors.

6. Board Meetings and Voting.

a. Meetings of the Board of Directors are called by the President. Board meetings may be held telephonically or electronically as long as each Director can simultaneously hear the others.

b. A majority of Directors forms a quorum; a majority of votes is required to carry a matter where a quorum is present unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. Proxy voting by Directors is not permitted.

c. Any action required by law to be taken at a meeting of Directors, or any action that may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. The written consent must be evidenced by one (1) or more written approvals from the Directors; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary and filed in the corporate records. Any action taken by the Board pursuant to this Section will be effective when all of the Directors have approved the written consent unless the consent specifies a different effective date.

7. **Removal.** The vote of a majority of the Board members at any regular or special meeting shall be required to remove a Director from the Board before the expiration of the term for which that Director has been elected. The Director proposed to be removed must be provided with advance written notice, including the reason for the proposed removal; an opportunity to contest the proposed removal in writing or in person; and final written notice of the removal decision. A Director may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as a Director, where such person is also an Officer of the Chapter, automatically results in that person's removal or resignation as an Officer.

8. **Compensation.** Directors do not receive compensation for their services but may be reimbursed for expenses.

Article VII – Committees

1. **Committees of Directors.** The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one (1) or more committees, each consisting of

two (2) or more directors, which committees shall have and exercise the authority of the Board of Directors in the governance of the Corporation. However, no committee shall have the authority of the Board of Directors in reference to amending, altering, or repealing the Bylaws; electing, appointing, or removing any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or a plan of consolidation with another corporation; authorizing the sale, lease, or exchange of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee.

2. **Executive Committee.** The Executive Committee shall consist of the President, President-Elect, Secretary, and Treasurer. In instances in which special circumstances require expeditious action between meetings of the Board of Directors, the Executive Committee shall have the power to take the necessary actions, subject to any prior limitation imposed by the Board of Directors. The minutes of the Executive Committee meetings shall include a summary of the circumstances requiring any expeditious action taken by the Executive Committee, and the minutes shall be submitted to the full Board of Directors.

3. **Other Committees and Task Forces.** The Board of Directors may create and appoint Chairs to such other committees and task forces as they shall deem appropriate. Such committees and task forces shall have the power and duties designated by the Board of Directors, and shall give advice and make non-binding recommendations to the Board. Chairs of such committees and task forces appoint members.

4. **Committee Terms.** Each member of a committee shall serve for one (1) year until the next annual meeting of the Board of Directors and until a successor is appointed, unless the committee is sooner dissolved.

5. **Rules.** Each committee and task force may adopt rules for its meetings not inconsistent with these Bylaws or with any rules adopted by the Board of Directors.

Article VIII – Miscellaneous

1. **Charter.** The Chapter, its Officers, Directors, and agents must conform to and maintain its charter and all Chapter affiliation agreement requirements imposed by the Association.

2. **Books and Records.** The Chapter must keep books and records of its financial accounts and meeting minutes. The Chapter will make those books and records available to the Association at any time.

3. **Fiscal Year.** The fiscal year of the Chapter is July 1 – June 30.

4. Reports to the Association. The Chapter will submit semiannual Activity Reports and an annual financial report by the date required by the Association, and any other document or report required by the Association.

5. Contracts. The Board of Directors may authorize any Officer to enter into or execute any contract on behalf of the Chapter. However, without such authorization, no person has the power or authority to bind the Chapter under any contract or agreement, to pledge the Chapter's credit, or to render the Chapter liable for any purpose or amount.

6. Indemnification.

The Chapter shall indemnify its present or former Directors, officers, employees, or agents of the Corporation as required by law.

7. Amendments. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by (a) a majority of the members voting where a quorum is present, or (b) three-quarters of the full Board of Directors if at least thirty (30) days' written notice is given to members of the Board of Directors of intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting, and provided that a proposed amendment has first been submitted to the Association for review, comment, and approval.

8. Assets of Chapter and Dissolution. No member of the Chapter has any right, title, or interest in or to the Chapter's assets. Should the Chapter liquidate, dissolve, or terminate in any way, all assets remaining after paying the Chapter's debts and obligations must be transferred from the Chapter's bank account to the Association (as such assets are at all times the property of the Association) or as provided in the Articles of Incorporation. In no event may any assets inure to the benefit of or be distributed to any member, Director, Officer, or employee of the Chapter.

The Chapter may be dissolved by a two-thirds vote of the Directors then serving, provided that notice of the proposed dissolution has been submitted to the Directors in writing, with written notice of the meeting date to decide on the proposed dissolution at least sixty (60) days before the meeting date. Dissolution of the Corporation, approved by the Board of Directors, shall not take effect until presented to, and approved by, the membership at the next annual meeting, or at a special membership meeting. Notice of the meeting to decide on the proposed dissolution shall be given to the members not less than twenty (20) nor more than sixty (60) days before the meeting. Approval of the dissolution shall require majority vote of the Chapter members in attendance or those eligible Chapter members returning ballots and actually casting votes. Dissolution of the Corporation shall be as provided in the Articles of Incorporation and in the general laws relating to corporations in the State of Missouri.