

Mississippi Society for Allergy, Asthma, and Immunology

Articles of Incorporation and Bylaws

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ARTICLE 1. NAME AND PURPOSES

Section 1. Name

The name of the corporation is MISSISSIPPI SOCIETY FOR ALLERGY, ASTHMA, AND IMMUNOLOGY (hereafter the "Society").

Section 2. Mission Statement

The mission of the Society is to:

1. to serve as an advocate for patients with allergic, asthmatic, and immunological disorders in the State of Mississippi;
2. to promote and encourage the study and to educate practitioners of allergy, asthma, and clinical immunology;
3. to disseminate pertinent knowledge among professionals and lay public;
4. to promote and encourage research in allergy and related disciplines; and
5. to cooperate with other organizations and agencies in any area relating to the practice or study of allergy, asthma, and immunologic disease.

Section 3. Limitations.

Notwithstanding Section 2 above or any other provision of these Bylaws:

- (a) No part of the net earnings of the Society shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- (b) No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Society shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- (c) The Society shall not conduct any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal

Revenue Code of 1986, as amended (the "Code"), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

- (d) Upon the dissolution of the Society, the Senior Officers shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the remaining assets of the Society (except any assets held by the Society upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Society in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations under the Code or the corresponding provision of any future United States internal revenue statute, as the Senior Officers shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes in such manner, or to such organization or organizations which are organized and operated exclusively for such purposes, as said court shall determine.

ARTICLE II. MEMBERSHIP

Section 1. Qualifications

To qualify as a Full Member, an applicant:

- (i) shall be graduated from a medical school accredited by the ACGME, an accredited school of osteopathy or an equivalent foreign medical institution;
- (ii) shall be fully licensed to practice medicine in the state of Mississippi;
- (iii) shall satisfy the requirements of eligibility for examination by the ABAI; or be a physician who has completed at least 2 years in an ACGME-accredited U.S. allergy/immunology training program and has a certificate of completion but is not eligible to take the boards in allergy/immunology because he/she lacks boards in either pediatrics or internal medicine; and
- (iv) shall be of high moral, ethical and professional standing

To qualify as a Fellow-in-Training Member, an applicant:

- (i) shall be a physician enrolled in an Accreditation Council of Graduate Medical Education-approved allergy/immunology training program;
- (ii) shall be recommended by one (1) Member;
- (iii) shall be graduated from a medical school accredited by the ACGME, an accredited school of osteopathy or an equivalent foreign medical institution;
- (iv) shall be fully licensed to practice medicine in the state of Mississippi; and
- (v) shall be of high moral, ethical and professional standing

To qualify as an Allied Health Member, an applicant:

- (i) shall be graduated from a nurse practitioner program accredited by the CCNE or physician assistant program accredited by the ARC-PA;

- (ii) shall be fully licensed to practice in the state of Mississippi;
- (iii) shall be recommended by one (1) Member; and
- (iv) shall be of high moral, ethical and professional standing

Section 3. Application and Election Procedure

Persons seeking initial membership in the Society or seeking to move from one membership category to another shall apply in writing on such forms, if any, as shall be provided by the Society. Upon receipt of a membership application (whether for initial membership or transfer to a different category), the Senior Officers shall evaluate the applicant's qualifications and report its findings and recommendations to the Full Members. An applicant meeting the qualifications of a membership category shall be elected to such category upon the affirmative vote or two thirds of the full members present at a duly called and convened meeting. An applicant determined not to meet the qualifications therefore may appeal the determination under such procedures as are established from time to time by the Senior Officers.

Section 4. Rights and Duties

- (a) **Meetings and Voting.** All members shall be entitled to attend and participate in meetings of the members of the Society but only Full Members and Allied Health Members ("voting members") shall be entitled to vote on matters submitted to a vote of the members. Each voting member shall have one (1) vote and may not act by proxy on any matter.
- (b) **Offices.** Only Full Members may hold office in the Society. Except as otherwise provided by these Bylaws, all members may serve on committees and councils of the Society.
- (c) **Dues and Special Assessments.** The annual dues for members of the Society and the time for paying such dues shall be determined from time to time by the Senior Officers. The Senior Officers may levy special assessments upon reasonable notice as to the amount and purpose thereof. Fellow-in-Training Members will not be responsible for dues until they become Full Members.
- (d) **Titles and Certificates.** All members shall be entitled to use the following titles:
Full Member—"M.M.S.A.A.I"

Section 5. Meetings

- (a) **Annual Meeting.** An annual meeting of the members of the Society shall be held at such time and place as shall be determined by the Senior Officers. At each annual meeting, the voting members shall elect individuals to fill the offices of such officers and Officers whose terms are expiring and conduct such other business as is necessary and appropriate.
- (b) **Special Meetings.** Special meetings of the members of the Society shall be called at the request of the Senior Officers or at the written request of at least ten (10) voting

members of the Society. The time and place for holding special meetings shall be determined by the Senior Officers unless otherwise required by law.

- (c) **Quorum.** Thirty percent (30%) of the current voting members shall constitute a quorum for the transaction of business at any duly called meeting of the members of the Society, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice. If a quorum has been present at a meeting and voting members have withdrawn from the meeting so that less than a quorum remains, the voting members still present may continue to transact business until adjournment.
- (d) **Manner of Acting.** The act of a majority of the voting member present at a duly called meeting at which there is a quorum shall be the act of the members of the Society, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws.
- (e) **Notice.** Written notice stating the place, date, time and, in the case of a special meeting, agenda of a meeting of the members shall be delivered by mail or email to each member at his or her residence or office address not less than five (5) nor more than thirty (30) days before the date of the meeting.
- (f) **New Business.** Any member who wishes to introduce, by motion or otherwise, any item for discussion during the new business portion of the annual meeting shall submit the item to the Executive Director in writing not more than ninety (90) nor less than forty-five (45) days before the annual meeting. Any item submitted less than forty-five (45) days before the annual meeting may, at the discretion of the Senior Officers, be discussed at the upcoming annual meeting or held until the following annual meeting. The Senior Officers may exclude from discussion or consideration any items which are inconsistent with the purposes of the Society.

Section 6. Termination of Membership

- (a) **Voluntary.** A member may withdraw from membership at any time by giving written notice to the Executive Director. Such resignation shall take effect at the time specified therein but shall not relieve the individual of his or her obligation to pay dues, assessments or any other charges incurred prior to resignation.
- (b) **Delinquency in Payment of Dues.** Except where the Board of Officers, in its discretion, extends the time for payment, a member whose dues or assessments are not paid in full within twelve (12) months from the date when due shall be dropped from membership in the Society thirty (30) days following written notification unless such dues and assessments are paid before the end of that thirty (30) day period.
- (c) **Misconduct.**
 - a. **Grounds for Disciplinary Action.** A member may be disciplined for any conduct detrimental to the reputation or best interests of the Society, including, but not limited to, (a) conviction of a felony or crime relating to or arising out of the practice of medicine or osteopathy or involving moral turpitude; (b) limitation, suspension, termination or forfeiture by any state, province or country of the member's right to practice medicine or osteopathy; (c) violation of the Code of

Ethics of the American Medical Association or other relevant medical association; and (d) unprofessional behavior.

- b. **Ethics Committee Recommendation.** Any charges against a member alleging misconduct may be initiated by a member of the Society, the Ethics Committee or a third party. All charges, other than those initiated by the Ethics Committee, shall be in writing, signed and directed to the Ethics Committee for its review. The Ethics Committee shall be responsible for making a recommendation to the Senior Officers for disciplinary action with respect to any member charged with misconduct. The Ethics Committee shall make a preliminary investigation of the charges. If, after such preliminary investigation, the Committee determines that the charges are groundless or without merit, the matter will be closed. On the other hand, if the Committee determines that disciplinary action may be warranted, written notice shall be sent by registered mail, certified mail or courier service to the member not less than thirty (30) days prior to a meeting of the Ethics Committee informing the member (a) of the time and place of such meeting, (b) of the alleged misconduct, (c) that disciplinary action against him or her will be considered at such meeting, and (d) that the member may appear in person and submit such evidence as he or she deems proper to show that disciplinary action should not be taken against him or her. A recommendation of disciplinary action may include, but not be limited to, censure, probation, suspension or expulsion.
- c. **Board Action.** The Senior Officers shall take final action with respect to any disciplinary action recommended by the Ethics Committee. Prior to taking any action against a member, written notice shall be sent by registered mail, certified mail or courier service to such member not less than thirty (30) days prior to a meeting of the Senior Officers informing the member (a) of the time and place of such meeting, and (b) that he or she may appear at such meeting in person to state his or her objections to the recommendation of the Ethics Committee. A copy of the recommendation shall be attached to such notice.
- d. **Procedural Rules.** The Senior Officers may adopt procedural rules more specifically governing the conduct of the foregoing hearings.

Section 7. Membership After Expulsion

A member who has been expelled from the Society pursuant to Section 6(c) above may, but need not, be reinstated upon petition to the Senior Officers and for good cause shown. Under no circumstances shall the Senior Officers consider a petition for reinstatement earlier than the date specified by the determination of expulsion.

ARTICLE III. SENIOR OFFICERS

Section 1. Authority and Responsibility

The governing body of the Society shall be a board of directors known as the Senior Officers. The Senior Officers shall supervise, control and direct the business and affairs of the Society, shall actively promote its purposes, and shall supervise the disbursement of its funds.

Section 2. Composition

The Senior Officers shall consist of the President, President-Elect, Vice President, and Treasurer.

Section 3. Regular Meetings

An annual meeting of the Senior Officers shall be held, without notice other than this provision, at the same place and after the annual meeting of the members. The Senior Officers may provide by resolution the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 6. Special Meetings

Special meetings of the Senior Officers shall be called at the request of the President or at the written request of any officers. Neither the business to be transacted at, nor the purposes of, any regular or special meeting of the Senior Officers need be specified in the notice of such meeting unless otherwise required by these Bylaws.

Section 7. Quorum

A majority of the Officers shall constitute a quorum for the transaction of business at any duly called meeting of the Senior Officers. If a quorum is present when a duly called or held meeting is convened, the Officers present may continue to transact business until adjournment, even though the withdrawal of Officers originally present leaves less than the proportion or number otherwise required for a quorum.

Section 8. Manner of Acting

The act of a majority of the Officers present at a duly called meeting at which there is a quorum shall be the act of the Senior Officers, unless the act of a greater number is required by law, the Articles of Incorporation or these Bylaws. No Officer may act by proxy on any matter.

Section 9. Removal

Any Officer may be removed by two-thirds (2/3) of the voting members voting at a duly called and convened meeting of the members, whenever in their judgment the best interests of the Society would be served thereby. Any Designated Officer removed shall at the same time be removed as an officer.

Section 10. Vacancies

Any vacancy occurring among the Elected Officers may be filled by action of the remaining Officers at any meeting of the Senior Officers. An Officer appointed to fill a vacancy shall serve for the remainder of the vacant term.

Section 11. Compensation

Officers shall not receive any remuneration for their services as directors; however, the Senior Officers, by the affirmative vote of a majority of the Officers then in office, may authorize the establishment of a fixed reasonable sum and reimbursement of reasonable expenses for attendance at each regular or special meeting of the Senior Officers or for attendance at designated activities or special meetings where such attendance is on behalf of the ACAAI in connection with official Society business; provided, however, that nothing herein contained shall be construed to preclude any Officer from serving the Society in any other capacity and receiving reasonable compensation therefor.

Section 12. Action by Written Consent

Any action which is required by law, the Articles of Incorporation or these Bylaws to be taken at a meeting of the Senior Officers, or any other action which may be taken at a meeting of the Senior Officers or a committee thereof, may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Officers or by all members of the committee, as the case may be.

Section 13. Meeting by Conference Call

Any meeting of the Senior Officers, or a committee thereof, may be held through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other.

ARTICLE IV. OFFICERS

Section 1. Offices

The officers of the Society shall be a President, Vice President, Secretary, and Treasurer. Unless otherwise provided by these Bylaws, upon expiration of his or her term, the Vice President shall automatically succeed to the office of President, and the Secretary shall automatically succeed to the office of Vice President. The Treasurer shall automatically succeed to the office of Secretary. No two offices may be held by the same person.

Section 2. Nominations

Each year, the Members by vote shall nominate one or more individuals for Treasurer. The nominations shall be approved by the Senior Officers and given to all voting members, either by mail or by email, no less than sixty (60) days prior to the annual meeting. Additional nominations may be made by written petition signed by ten (ten) voting members and

delivered to the President no less than thirty (30) days prior to the annual meeting. Only an individual who has been a Full Member for three (3) years prior to the time of nomination shall be eligible for nomination as an officer. In addition, only a Full Member who has served or is serving in his/her final year of a four year term as elected Officers of the Senior Officers shall be eligible for nomination as Treasurer. If elected, he/she may rightfully assume that elected position after conclusion of the annual business meeting of said year.

Section 3. Election

At each annual meeting of the members, the voting members shall elect Treasurer and, where a vacancy has been created and not filled between annual meetings in the offices of President, Vice President, or Secretary. Officers shall be elected for one year terms. Those elected shall take office immediately after the adjournment of the annual meeting at which they are elected and shall continue in office until their successors are duly elected or until their death, resignation or removal in the manner hereinafter set forth.

Section 4. Vacancies

Any vacancy occurring among the officers may be filled by action of the Senior Officers at any meeting of the Officers.

Section 5. Duties

- (a) President.** The President shall be the principal executive officer of the Society and serve as Chairman of the Senior Officers. The President shall supervise and direct the business of the Society, subject to the direction and control of the Senior Officers. The President shall preside at all meetings of the members and the Senior Officers. The President shall see that all orders and resolutions of the Senior Officers are carried into effect. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Senior Officers has authorized to be executed, except documents the execution of which is expressly delegated by law, the Articles of Incorporation, these Bylaws or the Senior Officers to some other officer or agent of the Society. The President shall appoint the members of all committees except as otherwise provided by these Bylaws or by resolution of the Senior Officers and shall be an ex-officio member of all committees, but shall not vote on any question in any committee except where such vote is necessary to break a tie. The President shall, in general, perform all duties customarily incident to the office of president and such other duties as may be assigned from time to time by the Senior Officers.
- (b) Vice President.** In the absence of the President or in the event of their inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall perform such other duties as may be assigned from time to time by the President or the Senior Officers.
- (c) Secretary.** The Secretary shall be responsible for correspondence among members, and be the principal point of contact for information regarding upcoming meetings and events. Further, the Secretary shall keep minutes of all meetings of the Society for

disbursement to those absent; and in general shall perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the President or the Senior Officers.

- (d) **Treasurer.** The Treasurer shall be the principal accounting and financial officer of the Society and shall have charge of and be responsible for the maintenance of adequate books of account for the Society; shall serve as Chairman of the Finance Committee; and in general shall perform all of the duties customarily incident to the office of treasurer and such other duties as from time to time may be assigned by the President or the Senior Officers.

ARTICLE V. EXECUTIVE DIRECTOR

The Executive Director of the Society shall be responsible for the administrative and day-to-day operations of the Society. The Executive Director shall be appointed by and responsible to the Board of Officers. The Executive Director shall have the authority to execute contracts on behalf of the Society as authorized by the Board of Officers, except for contracts the execution of which is expressly delegated by law, the Articles of Incorporation, or these Bylaws

ARTICLE VI. COMMITTEES

Section 1. Standing Committees

Standing committees of the Society shall be formed as needed at the request/need of the Officers.

- (a) **Bylaws Committee.** The Bylaws Committee shall consist of two (2) members of the Senior Officers and two (2) other Members of the Society, who shall serve staggered two-year terms so that the term of one Officer and one Member shall expire each year. The Committee shall review the Bylaws from time to time and, either upon direction from the Board of Officers or on its own initiative, propose any necessary or appropriate amendments.
- (b) **Credentials Committee.** The Credentials Committee shall consist of two (2) members of the Senior Officers, who shall serve for two-year staggered terms. The Chairman shall be the Officer in his or her second year as a member of the committee. The Credentials Committee shall review applications for each category of membership. The Credentials Committee shall conduct such investigation as it deems necessary or appropriate to determine whether an applicant has complied with the requirements set forth in these Bylaws, and shall report to the Officers its findings and recommendation concerning each applicant.
- (c) **Ethics Committee.** The Ethics Committee shall consist of two (2) members of the Senior Officers and two (2) other Members of the Society. The Ethics Committee shall investigate charges of alleged misconduct by members of the Society and shall make recommendations to the Senior Officers regarding disciplinary action to be taken against such members.
- (d) **Budget/Finance Committee.** The Budget/Finance Committee shall consist of the President, Vice President, Secretary and the Treasurer, who shall chair the committee.

Subject to the control of the Senior Officers, the Finance Committee shall supervise and direct the financial affairs of the Society. The Finance Committee shall have an annual audit of the Society's books conducted by a certified public accounting firm and shall perform such other duties as from time to time may be assigned by the President or the Senior Officers.

Section 2. Ad Hoc Committees

The President may appoint such ad hoc committees as are necessary or appropriate to carry out the purposes of the Society. The term of an ad hoc committee created by the President shall terminate with the expiration of the President's term of office.

Section 3. Appointments and Term

Except as otherwise provided by these Bylaws or the resolution establishing the committee, the President shall appoint the chairman and members of each standing committee. Any member of any committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Society would be served by such removal. Except as otherwise provided by these Bylaws or the resolution establishing the Committee, each member of a committee shall serve from the time of his or her appointment until the next annual meeting of the Society and until his or her successor is appointed, until such member's death, resignation or removal, or until the committee is terminated. Committee members may succeed themselves.

Section 4. Resignations and Vacancies

A committee member may resign by giving written notice to the Executive Director stating the date upon which the resignation shall become effective. Vacancies in the membership of any committee shall be filled by appointments made in the same manner as the original appointments to that committee.

Section 5. Quorum and Manner of Acting

Unless otherwise provided in the resolution establishing a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present and voting at a duly called meeting at which there is a quorum shall be the act of the committee.

ARTICLE VII. FINANCE

Section 1. Contracts

The Senior Officers may authorize any officer or officers, agent or agents of the Society, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Society, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Society shall be signed by such officer or officers, agent or agents of the Society and in such manner as shall be determined by the Senior Officers. In the absence of such determination by the Senior Officers, such instruments shall be signed by the Treasurer and countersigned by the President or President-Elect of the Society.

Section 3. Deposits

All funds of the Society shall be deposited from time to time to the credit of the Society in such banks, trust companies or other depositories as the Senior Officers may select.

Section 4. Gifts

The Senior Officers may accept on behalf of the Society any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Society.

Section 5. Bonding

Any officer, director or employee of the Society who handles funds may be required, at the Society's expense, to furnish an adequate surety bond approved by the Senior Officers in such amount as the Senior Officers shall prescribe.

Section 6. Books and Records

The Society shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Senior Officers and any committees having the authority of the Senior Officers. The books and records of account of the Society shall be audited annually by a certified public accounting firm selected by the Finance Committee and approved by the Senior Officers.

Section 7. Fiscal Year

The fiscal year of the Society shall be fixed from time to time by the Senior Officers.

Section 8. Fiscal Responsibility

Total budgeted expenditures for any fiscal year shall not exceed total receipts for the previous fiscal year. The Senior Officers may waive the provisions of this article if declared by two thirds of the whole Senior Officers in a roll call vote.

ARTICLE VIII. WAIVER OF NOTICE

Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these Bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a member at any meeting shall constitute waiver of notice of such meeting except where the member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and does not participate in the meeting.

ARTICLE IX. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Society shall indemnify, to the full extent permitted by applicable law, every officer and director of the Society, and every former director or officer, and any persons who may have served at the request or by the election or appointment of the Society as a director or officer of another corporation. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer or director may be entitled, and this indemnification shall be in addition to and not in limitation of any other privilege or power of the Society to indemnify its officers and directors. The Society may purchase and maintain insurance on behalf of any person referred to in the preceding paragraphs of this Article against any liability incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Society would have the power to indemnify him or her against such liability under provisions of this Article or otherwise.

ARTICLE X. AMENDMENTS

Unless otherwise required by law, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by action of the voting members voting at any annual meeting of the members, provided the proposed alteration, amendment, repeal or new Bylaws have been approved by the Senior Officers and written notice of the proposed alteration, amendment, repeal or new Bylaws is provided to the Members and Honorary Members not less than fifteen (15) days prior to the meeting at which the same is to be considered.

ARTICLE XI. PARLIAMENTARY AUTHORITY

The proceedings of the Society, unless otherwise stated in these Bylaws or in standing rules of order adopted by the Senior Officers, shall be conducted in accordance with Robert's Rules of Order Revised.