

## **BYLAWS**

### **ARTICLE I: INTRODUCTION**

#### **SECTION 1: PURPOSE**

1. Role of Bylaws: The Bylaws outlined herein shall aid and be adhered to by the Latino Medical Student Association Midwest, hereafter referred to as LMSA Midwest or the "Organization", in order for the Organization to further its mission and purpose as described in Constitution I.3.1.

#### **SECTION 2: DEFINITIONS**

1. Academic Year: The Academic Year shall be defined as the period starting on June 1 of a given Calendar Year and ending on May 31 of the following Calendar Year.
2. Fiscal Year: The Fiscal Year for LMSA Midwest shall be defined as the period starting on July 1 of a given Calendar Year and ending on June 30 of the following Calendar Year.
3. Tax Year: The Tax Year for LMSA Midwest shall be equivalent to a Calendar Year, starting on January 1 and ending on December 31.

### **ARTICLE II: MEMBERSHIP**

#### **SECTION 1: MEMBERSHIP DUES**

1. LMSA National Dues Schedule: LMSA Midwest shall adhere to the dues guidelines and schedule set forth by the national organization of the Latino Medical Student Association (hereafter referred to as "LMSA National").
2. LMSA Midwest Dues Paid to LMSA National: Per the LMSA National guidelines, individual LMSA members shall pay annual dues (\$25 as of June 1, 2018) to LMSA National. Such dues shall constitute an individual's annual membership fee and shall confer to the paying member a status of good standing with both LMSA National and LMSA Midwest.
3. Dues Distribution: Of that membership fee, a portion is kept by the national organization (\$5 as of June 1, 2018) and the remainder is redirected to LMSA Midwest.
4. Reimbursement of Dues to Local Chapters: LMSA Midwest shall reimburse the respective Local Chapter of each member half of all dues received from LMSA National on behalf of the Local Chapter.
5. Use of Membership Dues: Dues will be used for administrative purposes to fulfill the purposes of LMSA Midwest.

#### **SECTION 2: NEW CHAPTER APPROVAL & MAINTENANCE OF ACTIVE CHAPTER**

- STATUS 1. Petition to Form a New Local Chapter:** To establish a Local Chapter, a representative from the medical school hosting the individuals wishing to establish a Local Chapter (hereafter referred to as the "petitioning party") shall submit an application with the following information:
- a. Name and Physical Address of the health professional school at which the Local Chapter is to be formed;
  - b. Proposed name of the Local Chapter to be formed, which must, in part, contain the name "LMSA";
  - c. Proposed structure of the Executive Board of the Local Chapter to be formed,

- along with the season in which leadership transitions occur;
- d. Name, Year, and Email Address of each member of the proposed Local Chapter executive board;
  - e. Affirmation that each member of the proposed Local Chapter executive board is in good standing with LMSA National (i.e. has paid dues) and in good academic standing with his/her home institution;
  - f. Signed Faculty Sponsor Form (submitted electronically to both the LMSA Midwest and LMSA National CDOs);
  - g. Signed LMSA National Constitution Pledge (submitted electronically to both the LMSA Midwest and LMSA National CDOs);
  - h. Draft Local Chapter Constitution following the format described in the New Chapter Start-up Guide distributed by LMSA National; and a
  - i. Completed Strategic Planning Exercise Form (submitted electronically to LMSA National).
2. Receipt of New Chapter Petitions: The Co-Directors, CDO, and CIO shall receive the aforementioned documents from the petitioning party and inform the listed representative if any information is missing, incorrect, or otherwise invalid.
  3. Assessment of New Chapter Petitions: The Co-Directors, CDO, and CIO shall summarize all information submitted by the petitioning party for the rest of the Board. The Board shall vote at the monthly conference call immediately following the date on which all materials were received from the petitioning party to determine whether the petitioning party shall become a full-fledged active Local Chapter registered with LMSA Midwest.
    - a. Vote Options: During such a vote, Board members may vote to:
      - i. Approve the petitioning party's request to become a Local Chapter;
      - ii. Reject the petitioning party's request to become a Local Chapter;
      - iii. Postpone any decision of approval or rejection, and request additional necessary information from the petitioning party; or
      - iv. Abstain.
    - b. Petition Approval: If the Board approves the petitioning party's request, the petitioning party shall immediately become a Local Chapter with all of the rights and responsibilities of such. Members of the Local Chapter shall become eligible for conference-related reimbursements and awards, small grants, and other benefit of LMSA Midwest and National membership.
    - c. Petition Rejection & Appeal Process: If the Board rejects the petitioning party's request, the petitioning party shall be prohibited from submitting a new request until the start of the academic year following its rejection notice.
      - i. Right to Appeal: The petitioning party may appeal the Board's decision by requesting a vote by the DC at the next in-person assembly of the DC.
      - ii. DC Appeal Procedure: If a DC vote is requested, the Board shall provide all materials initially submitted by the petitioning party to the DC at the time of the DC vote. A representative of the petitioning party shall be allotted FIVE (5) minutes to present the merits of the petitioning party's request, followed by THREE (3) minutes to field questions from the floor. This period shall be followed by a SEVEN (7)-minute period in which the Board shall summarize reasons for rejecting the proposal and oversee discussion by the DC. The Moderator of the Business Meeting in which

the vote shall take place shall conduct a roll call vote. A two-thirds vote of approval by the DC shall be required to instate the petitioning party as a LMSA Midwest Local Chapter.

### SECTION 3: MAINTENANCE OF ACTIVE CHAPTER STATUS

1. Active Chapter Requirements: To maintain active status, a Local Chapter must:
  - a. Send at least TWO (2) Delegates (or their chosen representative(s)) to each annual LMSA Midwest conference: the House of Delegates (HOD) and the Regional Conference;
  - b. Submit an annual report prior to HOD detailing the number of Local Chapter members and listing events conducted by the Local Chapter during the previous academic year;
  - c. Adhere to guidelines given by LMSA Midwest and any subcommittees of the former in order to promote the purposes and objective of the organization; and
  - d. Avoid misrepresenting or damaging the name and/or reputation of LMSA Midwest or LMSA National.
  - e. Failure to Maintain Active Status: Any Active Chapter that fails to meet these criteria in a particular year shall be considered inactive for the entirety of the subsequent year, as described in Bylaws II.4, and must meet the stated additional requirements to become active again, as defined in Bylaws II.5.

### SECTION 4: INACTIVE CHAPTER STATUS

1. Period of Inactive Status: Any Local Chapter that fails to meet the requirements for active chapter status shall be considered inactive for a period of ONE (1) Academic Year, starting June 1 of the year in which the Local Chapter forewent its active status and continuing until May 31 of the following calendar year.
2. Loss of Benefits Connected to Inactive Status: Inactive Local Chapters and their Members shall face the following losses:
  - a. Inactive Local Chapters shall be ineligible for small grants from LMSA Midwest.
  - b. Inactive Local Chapters shall be unable to vote on LMSA matters discussed during the Business Meetings at HOD and the Regional Conference.
  - c. Members of inactive Local Chapters shall be ineligible for reimbursements from LMSA Midwest.
1. Benefits Retained During Period of Inactive Status: Members of inactive Local Chapters shall remain eligible for awards and registration waivers associated with presenting research at the Regional Conference. Members of inactive Local Chapters shall be allowed to attend LMSA Midwest conferences and shall be highly encouraged to do so in order to regain active status for the year following their Local Chapter's inactive period.
2. Perpetual Inactivity: Inactive Local Chapters that do not seek reinstatement of active status as outlined in this Section by May 30 of the year after active status was lost shall have their year-long inactive period restart on June 1, thereby remaining inactive.

### SECTION 5: REINSTATEMENT OF INACTIVE CHAPTERS

1. Petition for Status Change: To regain active status, an inactive Local Chapter must submit the following to the Board:
  - a. A completed annual report for the year in which the Local Chapter had inactive status;

- b. Names of at least TWO (2) individuals expected to attend each of the annual LMSA Midwest conferences; and
  - c. A statement, not to exceed 500 words, explaining why the Local Chapter became inactive and which measure(s) the Local Chapter shall enact to prevent becoming inactive again in the future.
2. Board Assessment of Petitions: Through a two-thirds majority vote, the Board shall approve or deny the Local Chapter's request to regain active status based on the information submitted.
- a. Petition Approval & Restoration of Rights: If the request is approved by the Board, the inactive Local Chapter shall regain active status beginning June 1 of the year following the Local Chapter's inactive period. At that time shall the members of that Local Chapter become eligible for reimbursements, grants, and other benefits of active chapter status.
  - b. Petition Rejection & Appeal Process: If the request is denied by the Board, the inactive chapter may appeal the rejection and request a vote on their application for active chapter status by the DC at the next LMSA Midwest conference. Appeals shall require a two-thirds vote of approval by the DC members in attendance in order to be approved.

#### SECTION 6: COMMUNICATION WITH CHAPTERS & GENERAL MEMBERSHIP 1.

Dissemination of Information: LMSA Midwest may provide its members with a membership listing and will initiate newsletters, bulletins, and utilize electronic communications to improve the dissemination of information among its members.

### **ARTICLE III: EXECUTIVE BOARD**

#### SECTION 1: RIGHTS & RESPONSIBILITIES OF EXECUTIVE BOARD MEMBERS 1.

General Board Member Duties: All Board members shall promote the purposes and objectives of LMSA Midwest by:

- a. Carrying out their role-specific responsibilities described in III.3 and III.4 of the Constitution; and
  - b. Receiving and acting upon recommendations by the general membership and the various boards and committees of LMSA Midwest, described in subsequent Articles.
2. Two Classes: Two classes of Board Members shall exist for the purposes of accountability to governmental bodies, financial institutions, and other external entities. The first tier shall be comprised of the Co-Directors, CDO, CFO, and CIO, shall be referred to as the Senior Manager level, and shall represent the higher of the two classes. The group of remaining Officers shall constitute the second tier.
3. Use of Designated Electronic Mail Address: LMSA Midwest shall provide Board members with electronic mail (email) addresses in order to conduct business on behalf of the organization. Any communications sent by Board Members in order to conduct business related to LMSA Midwest shall only be done using the provided email address accounts.

#### SECTION 2: TERM OF OFFICE

- 1. Length of Service: With the exception of Regional Co-Director, a position requiring a

TWO (2) -year service commitment, all Board members shall be expected to serve a complete term of office equal to ONE (1) full year, beginning June 1 of the year in which the officer was elected, and ending May 31 of the following year.

- a. Exceptions: Should any exception to the term of office statute be necessary, each officer shall hold office until his/her term as Director expires, or until his/her successor is elected and qualified, or until his/her earlier death, resignation, or removal.
2. Resignation & Unexpected Vacancy: Any vacancy occurring on the Board, and any position to be filled by reason of an increase in the number of Board members, shall be filled by a simple majority vote of the remaining Board members. The new Board member appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.
3. Leave of Absence: Any member who anticipates not being able to attend more than three consecutive meetings because of illness, temporary absence from the region, or other extraordinary reasons may request a leave of absence for a fixed period of time, and upon a favorable majority vote by the Board, may be granted a leave of absence.
4. Removal from Office: A Board member may be removed from office prior to the end of his/her term of office for ONE (1) or more of the following:
  - a. The Board member has missed THREE (3) monthly Board meetings without excuse and prior notice of his/her absence to the remaining Board members;
  - b. The Board member has missed both LMSA Midwest conferences in an academic year, regardless of whether the absences were excused;
  - c. The Board member has failed to communicate with the remaining Board members for a period of SIX (6) consecutive weeks;
  - d. The Board member has become ineligible to hold office in LMSA Midwest; or
  - e. A grievance against the Board member has been upheld, as described in Bylaws Article VII.
5. Order of Succession: Should both Co-Directors become unable to perform the duties of their position, an Interim Director from the remaining Board members shall be named according to the order of succession listed in III.3.01. The remaining Board members may appoint a Board member holding a different position as Interim Director by a two-thirds vote.
  - a. Replacement: The Board may choose to elect a new individual to the Board as Interim Director, such that the Board member holding the Interim Director position reverts to his/her initial position. Alternatively, a new individual may be elected to fill the position vacated by the Board member assuming the Interim Director position.
  - b. Full or Partial Replacement: Prior to the addition of new Officers to the Board, the remaining Board members shall decide, by two-thirds vote, to seek a replacement for ONE (1) or BOTH Co-Director positions.
6. Transition: Each Board Member shall ensure a thorough and sufficient transition with his/her successor, a process which shall include, at a minimum, a Standard Operating Procedure (SOP) for each office.
  - a. Standard Operating Procedure: A SOP for a given position shall summarize accomplishments, ongoing projects, and failed efforts by the former Officer holding such position.

### SECTION 3: CONFLICT OF INTEREST

1. Definition: In the event that any Board member has a conflict of interest (COI) that might properly limit such member's fair and impartial participation in Board deliberations or decisions, such member shall inform the Board as to the circumstances of such conflict.
2. Solicitation of Information: If those circumstances require the nonparticipation of the affected Board member, the Board may nonetheless request from the Board member any appropriate non-confidential information which might inform its decisions. "Conflict of interest," as referred to herein, shall include but shall not be limited to, any transaction by or with LMSA Midwest in which a Board member has a direct or indirect personal interest, or any transaction in which such Board member is unable to exercise impartial judgment or otherwise act in the best interests of LMSA Midwest.
3. Recusal: No Board member shall take part in the final deliberation in any matter in which s/he, members of his/her immediate family, or any organization to which such director has allegiance, has a personal interest that may be seen as competing with the interest of LMSA Midwest. Any Board member who believes s/he may have such a conflict of interest shall so notify the Board prior to deliberation on the matter in question, and the Board shall make the final determination as to whether any Board member has a conflict of interest in any matter.
4. Documentation of COI: The minutes of the Board shall reflect disclosure of any conflict of interest and the recusal of the interested Board member.

### SECTION 4: ELECTION OF EXECUTIVE BOARD MEMBERS

1. Elections Date/Time: All elections for Board positions held in a particular academic year shall occur during the Business Meeting of the Regional Conference held in the winter preceding the start of that academic year.
2. Elections Moderator: During the Regional Conference Business Meeting, elections shall be overseen by the Moderator of the Regional Conference Business Meeting (hereafter referred to as "Moderator").
  - a. Board Member As Moderator: The Moderator shall be one of the following, in order of preference:
    - i. CIO;
    - ii. Senior (outgoing) Co-Director;
    - iii. Junior Co-Director;
    - iv. CDO;
    - v. A member of the Elections Committee, described in III.5.3; or
    - vi. Another Board member, as designated by the Co-Directors *in absentia*.

Elections Committee: Election documents, materials, and results shall be managed by the Elections Committee, consisting of the following officers:

- a. CIO (Chair);
  - b. Senior Co-Director;
  - c. CDO;
  - d. PR Chair; and an
  - e. Additional Board member, to be determined no later than the date of HOD.
2. Solicitation of Candidates: No later than FOUR (4) weeks prior to the Regional Conference, the Elections Committee shall disseminate an Elections Bulletin document containing a list of open Board positions, a description of the responsibilities for each position, and a Letter

of Intent (LOI) to be submitted electronically by those LMSA Midwest members interested in running for a particular Board position (hereafter referred to as “Candidates”).

- a. Elections Bulletin: The Elections Bulletin shall be sent directly to all LMSA Midwest members, publicized via social media, and posted on the LMSA Midwest website.
  - b. LOI Format: The LOI shall contain questions used to gather information on Candidates, their desired Board position, and their motivation for seeking that Board position.
  - c. LOI Timeline: LMSA Midwest members shall be given no less than TWO (2) weeks to review the Elections Bulletin and submit an LOI to the Elections Committee.
    - i. Candidates may declare candidacy on his/her LOI for no more than one position per election cycle. Should a Candidate not be elected into his/her initially specified Board position, s/he may choose to run from the floor for another position pursuant to III.5.7.
    - ii. Candidates shall submit their LOIs by the deadline of TWO (2) weeks prior to the Regional Conference in order to formally declare their candidacy.
    - iii. The Elections Committee shall have ONE (1) week to review all submitted LOIs and confirm that each candidate is eligible for a Board position per the criteria outlined in III.E.6.
    - iv. Following confirmation of eligibility, the Elections Committee shall distribute the LOI of each candidate via email to the DC no later than TWO (2) days before the Regional Conference Business Meeting. Candidacy materials shall also be distributed in print during the Regional Conference Business Meeting. Moreover, a candidate’s campaign materials may be distributed only during that candidate’s speech.
    - v. The Committee reserves the right to refuse distribution of applications, credentials, and other related candidacy materials for candidates submitting their LOIs after this deadline. Late submission policies are described in III.5.7bc.
1. Nomination Requirement: Candidates for Board positions must be nominated prior to or during the Business Meeting of the Regional Conference in order to be considered. a. LOI as Self-Nomination: Submission of an LOI to the Elections Committee shall represent a self-nomination.
  2. Candidate Eligibility: In order to be eligible for election to a Board position, each candidate must satisfy the following:
    - a. Submit an LOI or receive a nomination from the floor for a particular Board position during the Regional Conference Business Meeting;
    - b. Obtain a second during the Regional Conference Business Meeting, regardless of prior submission of an LOI, in order to ratify their nomination;
    - c. Affirm that s/he is a medical or dual-degree student enrolled full-time in an allopathic or osteopathic degree-granting medical institution;
    - d. Affirm good academic standing as defined by the candidate’s host institution; and
    - e. Demonstrate status as a member in good standing of LMSA Midwest, meaning

that s/he shall have paid dues as outlined in Bylaws II.1.1. Additionally, the nominee must have submitted dues payment at least ONE (1) month in advance of the election date, and may not pay dues to LMSA National immediately before or during the Business Meeting of the Regional Conference in order to gain eligibility.

3. **CANDIDATE NUMBER LIMIT: Positions that receive at least FOUR (4) verified LOIs as described above will be closed at the submission deadline and no other nominations will be taken, including those from the floor during the Regional Conference Business Meeting. Those positions receiving less than FOUR (4) declared Candidates will be open for nominations from the floor, in accordance with parliamentary procedure.**
  - a. Candidacy Slot Maximum: A Board position receiving FOUR (4) declared Candidates is said to have its candidacy slots filled.
  - b. Late Submission Guidelines: Candidates submitting materials to the Elections Committee after the deadline but prior to the start of the Regional Conference will be considered for addition to the ballot for positions for which there are not FOUR (4) Candidates. LOIs submitted after the deadline for positions with FOUR (4) or more previously declared Candidates shall not be accepted.
4. **Restriction on Campaign Materials: Candidates may not create or distribute their own campaign materials without the express written consent of the Board.**
  - a. **Guidelines for Campaign Materials: In almost all cases, the Board shall refuse to allow Candidates to create or distribute their own campaign materials. However, the Board reserves the right to enable Candidate campaigning under extreme circumstances, provided the campaigns adhere to the following:**
    - i. Candidates shall not engage in any campaign activities or distribute any campaign materials prior to receiving official notice that the application for office has been accepted by the Elections Committee.
    - ii. Under no circumstances shall a Candidate compensate members, chapters, or regions for electoral ballot.
    - iii. Campaign materials must be professional in nature. The use of derogatory characterizations of candidates or expletives is strictly prohibited.
    - iv. Campaign materials shall not be placed in conference facilities.
    - v. Printed materials shall not contain pictures of any elected officers.
    - vi. While Candidates and their supporters may be allowed to wear campaign buttons or pins during the Regional Conference, campaign clothing must meet business appropriate attire criteria. Clothing or other materials that do not meet such criteria (including, but not limited to: tank-tops, T-shirts, and sweatpants) or otherwise fail to reflect professionalism as judged by the Elections Committee shall not be allowed at conference sessions.
  - b. **Review of Campaign Materials: If Candidates are permitted to use campaign materials, the Elections Committee reserves the right to review all such materials, recommend changes if deemed necessary, and/or invalidate an individual's candidacy if any of the above requirements are violated.**
2. **Candidate Preparation: In preparing for their candidacy, Candidates shall be urged to read this Constitution, consult the LMSA Midwest Bylaws, and contact current and past Board members.**



3. Elections-Related Questions: Questions on the elections process shall be addressed by any member of the Elections Committee.

SECTION 5: ELECTION VOTING, VETO, AND OVERRIDE PROCEDURES 1. DC Elections Vote: Each year, new Officers holding LMSA Midwest Board positions shall be elected by the Delegate Council (DC), defined in the Constitution.

- a. Each active Local Chapter shall have TWO (2) delegates in the DC and thus TWO (2) votes for each Board position during the elections process.
2. Call for Seconds: Upon presentation of a given position, all Candidates that have declared their candidacy for that position prior to the Regional Conference Business Meeting shall be announced. For each previously declared Candidate, the Moderator shall call for a second among those DC members in attendance.
  - a. Candidacy Suspension Without Second: If a previously declared Candidate fails to obtain a second for a particular position, his/her candidacy for that position shall be suspended. In this situation, such a Candidate may run for another Board position in accordance with Bylaws III.4.7.
2. Floor Nomination Policies: Candidates may be nomination from the floor of the Regional Conference Business Meeting pursuant to the following:
  - a. Open Candidacy Slots: The Moderator shall call for Candidate nominations from the floor if, upon announcement of a given position, there are fewer than FOUR (4) previously declared Candidates for that position. Candidates may be solicited for a Board position that initially had its candidacy slots filled but later had a opening due to the suspension or invalidation of the candidacy of a previously declared Candidate.
  - b. Floor Candidate Eligibility: All Candidates running from the floor of the Regional Conference Business Meeting must meet all eligibility criteria as outlined in Bylaws III.4.6.
  - c. Nomination & Second Requirement: Candidates may be self-nominated or nominated by another LMSA Midwest member. All nominations must be seconded and acceptance of the nomination made clear to the Moderator immediately.
  - d. Post Hoc LOI Solicitation for Floor Candidates: Candidates running from the floor for a particular Board position need not have submitted an LOI for that position. However, the Elections Committee reserves the right to ask such Candidates, if successfully elected to Board position(s), to submit corresponding LOIs following the Regional Conference Business Meeting. The Elections Committee shall specify a deadline for such LOIs no later than ONE (1) week following the Regional Conference Business Meeting.
3. Nomination Window: After the Moderator has called for nominations and/or seconds for a particular position, the Moderator shall close the window for nominations, after which no more nominations shall be accepted.
4. Candidate Presentation & Deliberation: All Candidates running for that position shall be asked to orally address the DC and present their campaign information, adhering to the following procedure:
  - a. Candidates shall be asked to leave the room where elections are to be held. To maintain the integrity and fairness of the elections process, all candidates must remain in a designated location outside of the meeting room until the time of

their presentation.

- b. A Candidate who is also a DC member may select an appropriate proxy to replace him/her as a voting member during the elections process.
  - c. Each Candidate shall be called back into the elections room individually and shall be given a maximum of THREE (3) minutes for his/her free speech to the DC. Individuals will be presented in alphabetical order according to their first name.
  - d. Each Candidate shall address the DC, even if s/he runs unopposed for a given Board position. However, the DC may move to waive this requirement prior to the start of the elections period of the Regional Conference Business Meeting.
  - e. Should a Board position receive ZERO (0) interested Candidates, the incoming Board may approve an Interim Officer for that position at any time via a two-thirds majority vote.
  - f. If a Candidate is not able to attend the conference, they shall be allowed to present his/her platform *in absentia* by means of a pre-recorded speech of maximum THREE (3) minutes.
  - g. Candidates that cannot attend may be required to be available through phone or video conferencing to answer potential questions.
  - h. Upon completion of the Candidate's speech, the Elections Committee will be invited to ask questions of the Candidate, followed by an additional TWO (2) -minute question-and-answer (Q&A) period from the DC.
  - i. At the conclusion of the Q&A period, each Candidate shall be asked leave the room to allow the subsequent Candidate to enter.
  - j. Once all nominees have spoken, the floor will be opened for a maximum of TWO (2) pros and TWO (2) cons for each Candidate from the DC.  
***Amendment 01/2020: 2 pros/2cons discussion was voted on and discontinued, as proposed as an effort to reduce potential bias in the election process.***  
***Amendment 03/2020 HOD Regional Meeting: 1) Motion to reintroduce 2 pros/2 cons for each candidate seconded, voted on, and struck down. 2) New motion to reimplement 2 pros/2cons for discussion of co-director positions seconded, voted on, and approved.***
  - k. At the end of the discussion period a roll call vote will be conducted and tallied by the Moderator. Once a vote is cast, it cannot be changed.
  - l. Members of the Elections Committee shall tally the votes by hand or an alternate method selected by the Committee.
  - m. A Candidate must receive a simple majority of votes from the DC in order to be successfully elected to the Board position for which the Candidate ran.
  - n. If no single Candidate receives a simple majority of the votes, a runoff election shall occur between the TWO (2) candidates receiving the largest number of votes.
  - o. In the event of a tie, the DC will have an additional TWO (2) minutes to discuss amongst themselves the proper candidate for the position. At the end of this time, another roll call vote shall be called.
  - p. If, after such a vote, a tie persists, the current Board shall vote and break the tie.
5. Dissemination of Election Results: Final results of the regional elected positions will be announced at the close of each election, electronically mailed to the general membership, and posted on the LMSA Midwest website.

## ARTICLE IV: COUNCILS & COMMITTEES

### SECTION 1: DELEGATE COUNCIL

1. Default Delegates: While any member of a Local Chapter may serve as that chapter's delegate, LMSA Midwest shall assume that the Local Chapter President and Vice President (or a similar combination of Local Chapter executive board members) shall serve as Delegates if Delegates other than those serving in the aforementioned Local Chapter positions are not specified prior to a Business Meeting.
2. Delegate Responsibilities: Each Delegate shall serve as the representative of his/her Local Chapter to the Board and shall be responsible for advocating for the interests of his/her Local Chapter.
  - a. Delegate Voting Power: Each Delegate from an active Local Chapter shall have ONE (1) vote in all voting matters, as described in IV.1.4.
  - b. Extent of Delegate Participation in LMSA Midwest: Additionally, each Delegate shall make a good faith effort to attend all DC-related events and assist the Board in implementing LMSA Midwest initiatives at the local level.
  - c. Alternate Delegates: In the event a Delegate is unable to fulfill his/her responsibilities, an Alternate Delegate may be selected. Such an Alternate Delegate shall fulfill all the responsibilities of the Delegate to the best of his/her ability.
3. Board Communication with DC: The Board shall present LMSA Midwest's projects, advances, and other developments at each Business Meeting and shall be open to feedback from the DC.
  - a. Matters for DC Approval: Yearly themes, region-wide initiatives, and other matters that involve all Local Chapters shall be brought to the DC for approval by simple majority vote.
    1. The LMSA Midwest annual Operating Budget shall be exempt from DC approval.
  - b. Board & DC Conference Calls: Additionally, the Board shall in good faith communicate with the DC quarterly on the status of the organization via conference call.
4. DC Voting Options: For voting matters, each active Local Chapter shall have TWO (2) votes and may take the following actions with those votes:
  - a. Approve with both votes;
  - b. Submit a mixed vote, with ONE (1) for, and ONE (1) against;
  - c. Deny with both votes; or
  - d. Abstain, which shall entail foregoing of both votes.
5. DC Involvement with Steering Committees: DC members, or their chosen representative(s), shall be given opportunities to join and/or create Steering Committees, described further in Bylaws IV.2 and Constitution IV.3.

### SECTION 2: STEERING COMMITTEES

1. Steering Committee Formation: Steering Committees may be formed during the Business Meeting of either annual conference by a motion presented by a DC member, appropriately seconded, and approved by the DC in accordance with parliamentary procedure.

2. Classification: Upon formation, a Steering Committee shall be classified as ONE (1) of the following general themes and shall be chaired by the respective Board members:
  - a. Financial (CFO);
  - b. Academic or Political (Academic Affairs & Policy Chair);
  - c. Mentorship-Oriented (Mentorship Chair);
  - d. Service-Oriented (Community Service Chair); or
  - e. Other (CIO or other Board member).

### SECTION 3: ADVISORY BOARD

1. Advisory Board Composition: The Advisory Board shall have THREE (3) members, hereafter referred to as "Advisors" and each of whom shall be medical professionals, faculty members at LMSA Midwest member schools, and/or other respected community members.
  - a. Eligibility: Potential Advisory Board Members must meet the following requirements for election to the Advisory Board:
    - i. Nomination by LMSA Midwest Member: Potential Advisors shall be named and nominated by members of LMSA Midwest at each House of Delegates Meeting.
    - ii. Expertise: Potential Advisors shall provide LMSA Midwest with necessary and otherwise absent expertise and advice. Advisors that are medical professionals shall be designated from the following professions: Medical Physician (MD, DO); Health Educator; Community Based Health Care Professional; Other Health Care Professionals including M.S.W., RN, Lab Technician, Mental Health Professional, Nutrition, Pharmacy; and any other profession deemed adequate by the Board.
  - b. Advisory Board Chair: The Advisory Board shall be chaired by the LMSA National Faculty Advisor assigned by LMSA National to LMSA Midwest. If no such individual exists, the Board shall designate an elected Advisor to serve as Chair of the Advisory Board.
2. Election of Advisors: Additional Advisors shall be elected via a simple majority vote by the Board.
3. Advisory Board Member Term of Office: Advisors shall serve a term of office equal to ONE (1) Calendar Year.
  - a. There shall be no limit on the number of terms an Advisor may serve in his/her capacity.
  - b. The Co-Directors shall confirm the ability of each Advisor to continue in his/her capacity at the end of the Advisory Board Member's term of office.
  - c. An Advisor may be removed from office prior to the end of his/her term of office if such a motion is approved by the Board with a three-quarters vote.
4. Advisory Board Function: The Advisory Board shall communicate with the Board at least ONE (1) time per year or more, as deemed necessary and in accordance with Bylaws V.3.4.

### ARTICLE V: MEETINGS

## SECTION 1: LMSA MIDWEST EXECUTIVE BOARD MEETINGS

1. Board Meeting Frequency: The Board shall meet as often as is necessary to conduct the business of LMSA Midwest. In doing so, the Board shall ensure that the purpose and objectives of the organization are being fulfilled.
  - a. Board Conference Calls: The Board shall organize conference calls, to be held at least monthly, to provide Board members with updates from each position and vote on matters requiring Board approval.
2. Quorum: During conference calls, the Board must establish quorum in order for any votes to be held. Two-thirds of all elected Board Members must be present in order to establish quorum and vote on any LMSA Midwest matters.

## SECTION 2: DELEGATE COUNCIL MEETINGS

1. DC Meeting Purpose: The Delegate Council shall convene with the Board in order for the latter to provide updates to the former regarding initiatives from LMSA Midwest and/or LMSA National, conference details, and/or matters subject to DC approval.
2. DC Meeting Frequency: The Board shall organize conference calls, to be held at least quarterly, by communicating with Delegates from each of the active Local Chapters in the LMSA Midwest network.
3. Quorum: During DC conference calls, the Board must establish quorum in order for any votes to be held. One-third of all Delegates from active Local Chapters must be present in order to establish quorum and vote on any LMSA Midwest matters. The requirements for quorum shall be suspended for the HOD and Regional Conference Business Meetings, in which the Delegates present shall have the ability to carry out votes pertaining to LMSA Midwest business.

## SECTION 3: MEETINGS OF OTHER COMMITTEES

1. General Membership Meetings: For the General Membership of LMSA Midwest, the Regional Conference shall represent the annual assembly of the General Membership. The Board may, at its discretion, organize another region-wide assembly of the General Membership in a given academic year, provided sufficient funds are available to do so.
2. Steering Committee Meetings: For Steering Committees, the Chair of each Steering Committee shall determine a meeting schedule specific and appropriate for his/her Committee.
3. Local Chapter Meetings: For Local Chapters, the executive board of each Local Chapter shall determine a meeting schedule specific and appropriate for that Local Chapter.
4. Advisory Council Meetings: For the Advisory Council, the Chair of the Advisory Council shall determine a meeting schedule specific and appropriate for the council at large.
  - a. Request for Advisory Council Meetings: The Co-Directors may bring questions, concerns, or other matters to the attention of any Advisory Council member and may request an *ad hoc* meeting of the Advisory Council at any time.
    - i. Advisory Council members shall, in good faith, respond to the meeting requested, delivered electronically and/or in writing by the Co-Directors, by scheduling a meeting no later than THIRTY (30) days from the date the meeting request was delivered.

#### SECTION 4: SPECIAL MEETINGS

1. Request for Special Meetings: The Co-Directors, at any time, may call a special meeting with the Board, the Advisory Council, and/or the DC to address urgent LMSA Midwest matters. The Co-Directors shall give advance written notice of a special meeting to the constituents the Co-Directors would like present.

#### SECTION 5: MEETING GUIDELINES

1. Notice in Writing: For all meetings, appropriate members shall receive written notification of meetings in a timely fashion. Such notification shall include the date, time, place, and purpose of the meeting.
2. Attendance: All meetings shall commence with a roll call, by which the CIO, Chair, or other designated note-taker shall note the members in attendance.
3. Minutes: Minutes shall be recorded and stored electronically for each meeting of the Board, Advisory Council, and/or Steering Committee(s).
  - a. Retention of Minutes: Minutes shall be kept for a Retention Period of no less than TWO (2) years in duration and shall, in good faith, be made available for review by members upon request.
  - b. Availability to Board: Minutes shall be electronically distributed to the Board no later than ONE (1) week following the meeting.
  - c. Availability to General Membership: Any LMSA Midwest member in good standing, regardless of voting ability, may request an electronic copy of minutes for meetings held during the Retention Period, with the following exceptions:
    - i. Minutes from Advisory Council meetings shall not be distributed.
    - ii. Minutes from meetings involving formal grievance reports against any other LMSA Midwest member shall not be distributed.
    - iii. Minutes containing other personal and/or sensitive information may be distributed at the discretion of the Co-Directors, even for Committee meetings chaired by another Board member.
    - iv. Minutes for meetings in which the Board has moved to make such minutes confidential by way of a two-thirds vote shall not be distributed.
4. Parliamentary Authority: LMSA Midwest shall conduct in-person conventions of the DC according to **Robert's Rules of Order**. The Board may employ parliamentary procedure during telephonic or electronic conventions of the DC at its discretion.
  - a. Motions: Motions may be brought before the DC by voting members or Board Members, which shall be automatically and inherently considered *ex officio* members to the DC. Members of the LMSA National executive board
  - b. Recognition: The Chair presiding over an in-person convention of the DC may recognize voting members or Board Members from the floor if such a member raises his/her hand at an appropriate time of such convention.
  - c. Debates: Debates that accompany motions presented during an in-person convention of the DC shall be limited to EIGHT (8) minutes unless extended by present Delegates.
  - d. Voting: Voice votes shall be conducted in the manner of a roll call to solicit votes from each chapter present during an in-person convention of the DC.

## **ARTICLE VI: FINANCES & OPERATIONS**

### **SECTION 1: OPERATING BUDGET**

1. Annual Operating Budget: The CFO, in conjunction with the Co-Directors and other Board members, shall draft an annual operating budget for presentation at the HOD Business Meeting each fall.
  - a. Past Year Summary: At the HOD Business Meeting, the CFO shall also present a summary of the operating budget and organizational expenses from the prior Fiscal Year.
2. Standard Budget Provisions: Such a budget shall include provisions to allocate funds for the following:
  - a. Expenses related to hosting LMSA Midwest conferences;
  - b. Small grants to be awarded to Local Chapters to support programming at the local level;
  - c. Travel grants to defray costs faced by individual LMSA Midwest members in attending conferences hosted by LMSA Midwest and/or by LMSA National; and d. Contributions to initiatives enacted at the national level, including, but not limited to, those stemming from resolutions passed during the annual LMSA National Policy Summit, and
  - e. Emergency funds, to be used at the discretion of the Board.
3. Board Approval: While the Board may solicit input on budget line items and overall budget priorities from the DC and general membership, a majority vote by the Board shall be necessary and sufficient to approve and enact the operating budget each year.

### **SECTION 2: MANAGEMENT OF ORGANIZATIONAL FUNDS**

1. Authority to Receive and Disburse: LMSA Midwest may receive and disburse funds for such purposes as are within the scope of its purposes and powers. LMSA Midwest, upon acceptance of funds designated for a specific purpose, shall expend and administer such funds for the purposes specified.
2. Bank Account: All allocated LMSA Midwest funds shall be held in a primary checking account insured by the Federal Deposit Insurance Corporation (FDIC). The CFO and at least ONE (1) Co-Director shall be authorized signatories on this account.
  - a. Financial Institution of Choice: The aforementioned signatories shall, at their discretion, select an appropriate financial institution at which the bank account shall be held.
3. Investments: The Board may, at its discretion and subject to the limitations and conditions contained in any gift, devise, or bequest, choose to invest a portion of unallocated LMSA Midwest funds into shares of stocks, mutual funds, or other uninsured financial products. All investment transactions shall be documented and stored electronically, and shall be guided, whenever possible, by counsel given in good faith from a financial advisor.
  - a. Investment Gains: All gains acquired through investment of LMSA Midwest funds, minus any applicable transaction fees, shall belong to LMSA Midwest and shall be used exclusively for the purpose of advancing the mission of LMSA Midwest.
  - b. Limitation of Liability: Any individual acting in good faith to invest and increase

LMSA Midwest funds shall not be held liable for reasonable losses experienced by LMSA Midwest and expected given the nature of the stock market at the time the investment was made.

- c. Future Endowment: Should LMSA Midwest develop and maintain and endowment in the future, the Board in place at the time of creation of such endowment shall amend this Document to include provisions for endowment management.
4. Financial Records: The CFO shall keep complete and accurate records of financial transactions and bank account updates. The CFO shall be the custodian of all financial records pertaining to LMSA Midwest and shall provide copies of any or all financial documentation to the Board upon request in a timely manner.
- a. Request for Financial Records: All books and records of LMSA Midwest may be inspected by any Member, or the Member's agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating the purpose of the inspection. The requesting Member shall submit his/her request in writing. The Board shall have THIRTY (30) days to furnish documentation pursuant to the request. If this deadline cannot be met, the Board shall notify the requesting Member of the delay and take all measures necessary to remedy the delay.
  - b. Periodic Audit: Financial transactions of LMSA Midwest and its books and accounts may be audited from time to time by a certified public accountant, selected by the Board.

## **ARTICLE VII: GRIEVANCES & IMPEACHMENT PROCEEDINGS**

### **SECTION 1: POLICIES FOR HANDLING FORMAL GRIEVANCE REPORTS**

1. Submission of Statement of Grievance: In the event that any LMSA Midwest member(s) choose(s) to express a grievance against any other member(s), including Board members, the plaintiff(s) shall submit a written statement of grievance (hereafter referred to as "Statement") to the Co-Directors.

- a. Grievances Naming Co-Directors: If the grievance names one or both of the Co-Directors as defendant(s), the Statement shall be directed to the Chair of the Advisory Council.
2. Grievance Committee Formation: The Board and Advisory Council shall form an *ad hoc* Grievance Committee (if one does not already exist), which shall investigate the grievance further. The Grievance Committee shall seek information from all involved parties regarding the specific nature of the grievance.
3. Grievance Committee Actions: After reviewing initial evidence related to the grievance, the Grievance Committee shall take one of the following actions:
- a. Reject the grievance as unfounded, thereby closing the case; or
  - b. Further study the case by notifying the member in question and allowing s/he to submit a defense in writing in response to the grievance.
    - i. The defendant (or group of defendants) has the right to receive an anonymized copy of the Statement.
    - ii. The degree to which the defendant(s) receive(s) details about the plaintiff(s) shall be determined by the Grievance Committee. pursuing the confidentiality of the plaintiff(s) whenever possible.



- iii. Should the defendant(s) provide evidence that disproves the grievance, the case shall be dismissed.
  - iv. Should the grievance be upheld, the Grievance Committee shall recommend to the Board an appropriate action to take in response to the defendant(s).
4. Non-Retaliation: LMSA Midwest prohibits retaliation of any kind against individuals who have, in good faith, submitted valid grievance reports or complaints of violations of this Code or other known or suspected illegal or unethical conduct.

## SECTION 2: UPHELD GRIEVANCE CONSEQUENCES & APPEALS

1. Board Response to Upheld Grievances: All actions taken in punishment of defendant(s) must be approved through a **three-quarters** vote of the Board. This threshold is applicable also in cases of Board member impeachment, described below.
  - a. LMSA Midwest membership may be revoked, and all rights to paid dues lost, in the event of an upheld grievance.
  - b. Defendant(s) may be prohibited from attending any or all LMSA Midwest and/or LMSA National events for a specified period of time following the upheld grievance.
  - c. A Board member may be impeached by **three-quarters** vote of the remaining Board members.
    - i. If the Board votes to impeach a Board member, the impeached officer may appeal the decision with the Grievance Committee by requesting a  
a  
vote by the DC at the next in-person assembly of the DC.
      1. The impeached officer shall cease all Board-related activities and responsibilities until the result of the DC vote becomes known.
    - ii. If a three-quarters vote cannot be obtained, the Grievance Committee may call a vote for Board member impeachment during the next in-person assembly of the DC.
2. Grievance Appeal Process: A Defendant (or group of Defendants) may appeal any decision made by the Board by requesting a DC vote at the next in-person assembly of the latter. A representative of the Grievance Committee shall present the uncovered facts of the case in question, and a Board member shall explain the discussion and rationale behind the action taken by the Board. The accused must then present his/her reasons for the appeal. For all grievance-related issues, a three-quarters vote by the DC shall be necessary to veto the Board and reverse any decision made regarding the Defendant(s).

## ARTICLE VIII: BYLAWS AMENDMENTS

### SECTION 1: AMENDMENT PROCESS

1. Board Right to Amend: The Board shall have the right to amend the Bylaws at any time and from time to time as needed to further the operations and mission of LMSA Midwest.
2. Amendment Approval: Through a simple majority vote, the Board shall approve and enact amendments to these Bylaws as needed.
3. Notice of Bylaws Amendment: The LMSA Midwest membership shall be notified at each Conference of any and all changes to the Bylaws occurring prior to such Conference.
- 4.

Temporary Suspension of Bylaws: Delegates during a convention of the DC may vote to temporarily alter or suspend any individual bylaw through a two-thirds (2/3) vote. Such suspension shall only persist for the duration of the convention in which the suspension was approved.

## SECTION 2: HISTORY OF AMENDMENTS

1. Past Amendment Dates: This item reflects revisions to these Bylaws occurring on the following dates:
  - a. 09/15/2018
  - b. 10/23/2018
  - c. 12/04/2018