



June 17, 2016

Dr. Galien Marshall
Secretary Treasurer
Southern Society for Clinical Investigation

Re: Proposed Bylaws revision

Dear Dr. Marshall:

The Bylaws Committee was charged with proposing revisions and updating of the Society's Bylaws. Attached please find a copy of the proposed revision incorporating the suggestions raised at the SSCI Council retreat on June 13, 2016.

The current bylaws state: "Amendments to the constitution or bylaws must be proposed in writing by five active members and submitted to the Secretary-Treasurer ". The five active members undersigned propose and submit the attached revisions.

Sincerely,

The Bylaws Committee:

Robert T. Means, Jr., Chair

Michael Bronze

James C. Oates

Past-President:

Marie A. Krousel-Wood

President:

Monica Farley

CONSTITUTION AND BYLAWS REVISIONS: EXECUTIVE SUMMARY

ARTICLE II

Indicates that Journal revenues belong to the society as a whole.

ARTICLE III

Section 2. A. Changes “research” to “scholarship”.

Section 3. A. Changes “research” to “scholarship”. Defines responsibilities of membership and identifies specific responsibilities for new members.

Section 3. B. Changes “research” to “scholarship”.

Section 3. D. Allows flexibility in determination of dues for Emeritus Members, and allows them to vote.

Section 4. Eliminates requirement that members approved by the Council be ratified by the general membership at the Annual Meeting. (This has not actually been carried out in many years, so the modification reflects actual practice.)

ARTICLE IV

Section 1. Clarifies duties in terms of officers. The section on the Nominating Committee has been deleted and the functional elements are now found in the description of the Governance Committee, which has absorbed them (Article VII Section 8).

Section 2. Substitutes election of members of the Governance Committee for election of members of the Nominating Committee.

ARTICLE V

Allows SSCI some flexibility in whether administrative personnel engaged by the Society will be full-time or part-time. Removes requirement for annual audit.

ARTICLE VI

Defines the term for Chairs of Standing Committees, affirms the prerogative of the President to appoint additional committees and task forces.

ARTICLE VII

Defines the Standing Committees as Finance/Audit, Membership, Publications, Program, Governance, and Executive Advisory Committee and defines the membership.

Section 6.

Defines the authority of the Publications Committee to propose metrics and performance criteria for the Journal and its Editor; defines the authority of the committee to recommend engaging a specific Editor and recommending either continuation in the role, reappointment, or replacement.

Section 7.

Defines the interaction of the Program Committee with the Joint Program Committee representing all the involved societies.

Section 8.

Defines the Governance Committee, which will combine the functions of the previous Nominating and Bylaws Committees. One or more members at large will be elected to the Governance Committee annually.

Section 9.

Defines the Executive Advisory Committee and codifies its functions.

ARTICLE VIII

Discusses the Journal, responsibilities of the Editor, selection of the Editor (no longer elected by general membership), contractual nature of Editor position, responsibilities of Publications Committee, reporting to Council.

(ARTICLES IX, X, XI, and XIII are unchanged except in number from ARTICLES VIII, IX, X, and XII.)

ARTICLE XII

Allows voting for amendments by a means other than physical vote at the annual meeting.

**CONSTITUTION AND BYLAWS
SOUTHERN SOCIETY FOR CLINICAL INVESTIGATION**

ARTICLE I

NAME

The name of the Society shall be the Southern Society for Clinical Investigation.

ARTICLE II

The object of the Society shall be the encouragement of research in the various medical sciences and the establishment of a forum from which new ideas may be presented to the medical profession at large. Notwithstanding the above object, the Society is organized solely for education and scientific purposes within the meaning of #501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). All revenues generated from the Society's activities or properties, including but not limited to dues and memberships, meetings related dollars, philanthropy, return on investments, and Journal revenues, belong solely to the SSCI. No part of the earnings of the Society shall inure to the benefit of or be distributable of its members, Officers, or other private persons, except that the Society shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Society shall be the carrying on of propaganda or otherwise attempting to influence legislations, and the Society shall not participate in any political campaign on behalf of a candidate for public office. The Society shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under #501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

ARTICLE III

MEMBERSHIP

Section 1. Types of Members

There shall be at least four classes of members: Active, Associate, Honorary, and Emeritus.

Section 2. Eligibility of Members

- A. *Active Members.* Any Doctor of Medicine, Doctor of Philosophy, Doctor of Pharmacy, or Doctor of Science who has accomplished meritorious scholarship in a branch of the medical sciences related to clinical medicine and enjoys an unimpeachable reputation in his/her profession shall be eligible for membership. The number of active members shall be

determined from time to time by the Society upon recommendation of the Council.

- B. *Associate Members.* Any Doctor of Medicine, Doctor of Philosophy, Doctor of Pharmacy, or Doctor of Science who has applied for active membership but has not yet met all criteria for Active membership may be offered Associate membership by the Council. Associate membership may not exceed three years. Associate members are expected meet all criteria and re-apply for active membership during this three year interval.
- C. *Honorary Members.* Any physician or medical scientist, irrespective of age or location, whom the Society may wish to compliment, for any reason, may be elected to honorary membership of the Society at large upon recommendation of the Council. The number of honorary memberships shall not be restricted. Honorary members shall not become emeritus by reason of age alone.
- D. *Emeritus Members.* An Active member may become Emeritus by his/her own choice after ten years of active membership and at the age of 65 years.
- E. Additional membership categories may be created by the Council.

Section 3. Obligations and Privileges of Members

- A. *Active Members.* Active members assume an obligation to actively continue in medical scholarship. They shall pay membership dues. They shall have voting privileges and may hold office. They shall receive all regular communications and mailings of the Society. Active members are expected to manifest sustained interest in the Society by attending the annual meeting on a regular basis and paying dues.
- B. *Associate Members.* Associate members assume an obligation to actively continue in medical scholarship to meet all criteria for Active membership within three years. They shall have voting privileges but may not hold office. They shall be eligible for reduced membership dues and shall receive all regular communications and mailings of the Society. Associate members are expected to manifest sustained interest in the Society by attending the annual meeting on a regular basis. They are expected to apply for active membership prior to expiration of their Associate membership.
- C. *Honorary Members.* The obligations and privileges shall be the same as those of Emeritus members, except that Honorary members are not expected to pay dues.

One Councilor shall be elected each year for a term of five years, and at least one Councilor shall be elected annually. The manner of nomination and voting shall be the same as for other Officers of the Society. If a Councilor is elected at any time during his/her five-year term to the Office of President, President-Elect, or Secretary-Treasurer, the President may appoint a Councilor from the eligible membership to complete that Councilor's unexpired term of office. The Councilor appointed to serve the unexpired term shall be eligible for subsequent election to a full five-year term. Councilors may not serve consecutive terms but may be nominated for re-election after a minimum of seven years off the Council.

ARTICLE V

DUTIES OF OFFICERS

The duties of President, President-Elect, Past-President, and Secretary-Treasurer shall be those usually assigned to such Officers. Among other duties, the Secretary-Treasurer shall arrange for the printing of the program for each annual meeting and for publication of the abstracts. The Secretary-Treasurer is authorized by the Council to secure essential administrative assistance.

ARTICLE VI

COUNCIL

The Council shall consist of the President, President-Elect, Secretary-Treasurer, the immediate Past President, and the elected Councilors. The Editor of the Society's journal will also be a member of the Council for as long as he/she holds that appointment. Five members of the Council shall constitute a quorum for the transaction of business.

It shall be the duty of the Council to supervise the affairs of the Society; to make all arrangements for the annual meetings; to supervise the nominations and elections of members of the Society, Officers of the Society, and Members of the Governance Committee; to report on election results to the Society; to govern the financial affairs of the Society; and to report on the work of the members of the Society. The chairs of the Standing Committees (Article VII) shall be named by the President for two-year terms and are eligible to be re-appointed. The President is further empowered to appoint co-chairs of the Standing Committees, to appoint additional members to the Standing Committees from Active and Emeritus members of the Society, to create and appoint additional committees, subcommittees, and task forces from the members of the Council and the Society for any purpose, to appoint other standing advisory committees, and to provide oversight of all committees and subcommittees of the Society.

ARTICLE VII

STANDING COMMITTEES

Section 1.

The Standing Committees of the Society shall be: Finance/Audit Committee; Membership Committee; Publications Committee; Program Committee; Governance Committee; and Executive Advisory Committee.

Section 2.

With the exception of the Executive Advisory Committee, chairs of Standing Committees will be either current Officers or Councilors, or have finished terms as Officers and Councilors within the past two years.

Section 3.

With the exception of the Executive Advisory and Program Committees, members of Standing Committees will be appointed by the President for two-year terms and may be reappointed for subsequent two-year terms.. Any eligible member may be appointed. Each Officer or Councilor will serve on at least one Standing Committee during her/his term.

Section 4. Finance/Audit Committee

The Finance/Audit Committee will oversee the financial position and assets of the Society, advise the Council and Officers of financial challenges and opportunities, and develop strategies for management of the assets and revenues of the Society which will be presented to Council for consideration. At intervals required by law or by circumstances, the Finance/Audit Committee will select and recommend to Council an outside auditor to review the accounts of the Society, receive and review the audit report, and recommend action to Council. The Secretary-Treasurer will be a member of the Finance/Audit Committee but will not be the committee chair.

Section 5. Membership Committee

The Membership Committee will advise the Council on trends in membership numbers and demographics, propose changes in membership policies as needed, and develop and present to the Council strategies for maintaining and increasing an engaged and committed membership.

Section 6. Publications Committee

The Publications Committee will oversee the activities of the Editor, the associated editors, and the Editorial Board of *The American Journal of the Medical Sciences*, will determine objectives and metrics for the Editor and for the Journal, will periodically re-

evaluate and make recommendations to the Council for publication contracts and all other business aspects of the Journal's management, and will monitor progress towards meeting those metrics. The Committee shall report annually directly to the Council. The Committee will nominate a candidate for Editor to be considered by Council. In the next-to-last year of an Editor's term, the Publications Committee will recommend either reappointment or a search for a new Editor, and, when necessary, conduct that search.

Section 7. Program Committee

There shall be a Program Committee for the Society which will be chaired by the President. Other members will include the President-Elect, Secretary-Treasurer, and other Officers, Councilors, or members at large whom the President chooses to appoint. Appointed members serve one-year terms which may be renewed by the President.

The Society's Program Committee will participate with representatives of the other societies participating in the annual meeting as members of a Joint Program Committee responsible for planning the annual meeting. The Society's Program Committee will be responsible for representing the interests and perspectives of the Society to the Joint Program Committee. The chair role for the Joint Program Committee will rotate between the designated Program Committee chairs (or equivalent role for each society) of the regularly involved societies.

Section 8. Governance Committee

The Governance Committee will review the Bylaws, Constitution, and policies of the Society periodically or as requested by the President or Council, and recommend modifications or amendments to be considered by the Council for referral to the eligible membership for approval by vote. The Committee will also serve as a nominating body, recommending candidates for President-Elect, Secretary-Treasurer, Councilor, and Elected Members of the Governance Committee to be considered for inclusion on the ballot presented at the annual meeting. Membership will consist of the Past-President, who will serve as chair, the chair of the Executive Advisory Committee, one other member of the Executive Advisory Committee appointed by the President to a three-year term, two members of Council appointed by the President to a three-year term, and three Elected Members from the eligible membership at large. One or more Governance Committee members shall be elected each year for a term of three years. Elected Members of the Governance Committee shall be limited to two terms of office and shall not serve concurrently as Councilors or Officers of the Society.

The Governance Committee shall offer one or more nominations for each vacant Officer, Councilor, and Governance Committee position. Additional nominations may be made from the floor. The Governance Committee shall encourage broad representation of the geographic region served by the Society among the Officers of the Society and the members of the Governance Committee.

Elected Members of the Governance Committee shall be eligible for nomination to a Council position. If such a member is elected at any time during his/her three-year term to be an Officer of the Society or Councilor, the President may appoint an eligible member of the Society to complete that committee member's unexpired term of office. The member appointed to serve the unexpired term shall be eligible for subsequent election to a full three-year term.

Section 9. Executive Advisory Committee

The function of the Executive Advisory Committee is to advise the Officers and Council on the activities, goals and mission of the Society, and to take on such other roles as are assigned by the President, as a committee or as individual members.

Members of the Executive Advisory Committee will be appointed by the President with ratification by majority vote of the Council and Officers. Members will be appointed to a five-year term and may be reappointed by the President to a second five-year term. Members will be individuals not currently serving as Officers or Councilors with a demonstrated history of leadership and an ongoing commitment to the Society.

Members may be elected as Officers or Councilors if otherwise eligible, but may not concurrently serve as Officers or Councilors. If a member is elected Officer or Councilor, the member may resume membership on the committee after serving in the elected role and complete the remainder of the unexpired term on the committee. The member may be reappointed if otherwise eligible.

The President will appoint members of the committee to serve as chair and vice chair for three year terms with eligibility for reappointment to the extent permitted by the term limits on Executive Advisory Committee service.

The Executive Advisory Committee will join the Council and Officers at the annual Council meeting, retreat, and other called meetings of the entire Council but may not vote in those meetings.

ARTICLE VIII

AMERICAN JOURNAL OF THE MEDICAL SCIENCES

Section 1. Staff

The *American Journal of the Medical Sciences* will be heretofore the official journal of the Southern Society for Clinical Investigation, Inc. (SSCI, Inc.). The publishing contract shall be revised by the Council based upon evaluation and recommendations by the Publications Committee at regular intervals. The editorial staff will consist of an Editor and associated editors. For the purpose of these bylaws, the term "associated editors" shall include individuals with the titles of Deputy Editor, Associate Editor, Assistant Editor, Section Editor, or Managing Editor. The appointments of the Editor and the

associated editors will be reviewed and approved by the Council annually. The salary of the Editor, as well as any salaries paid to the associated editors, will be set by the Council. The contractual nature of the compensation for the Editors, associated editors, and staff will be determined by the Secretary-Treasurer and the President, based on the arrangement that most effectively reflects the goals and interests of the Society and the circumstances of the Editorial Office. Members of the Editorial Board will not receive payment for their services.

Section 2. Duties of the Editor

The Editor is responsible to the SSCI, Inc. through the Publications Committee and Council, for the publication of the *American Journal of the Medical Sciences* and shall submit an annual report to the Council and, in turn, to the SSCI. This report shall include a proposed budget for the Journal and data summarizing the financial performance of the Journal. The Editor is responsible for proposing a strategic plan for the Journal to achieve goals and objectives set by the Publications Committee and approved by Council. The annual report will summarize progress towards these goals and objectives. The Editor will appoint associated editors and Editorial Board members.

Section 3. Editorial Boards

The Editorial Board shall consist of the Editors and other Board Members, numbering at least fifteen, as the Editors deem necessary to maintain the high editorial standards of the *American Journal of the Medical Sciences*. At least two-thirds of the Editorial Board shall be Active members of the Society. They shall, individually and collectively, be available to assist the Editor at his/her request in all matters pertaining to the journal. The Editorial Board will meet at least once annually, in person or by a remote connection.

Section 4. Tenure of the Office of Editor and Editorial Board

The period of office of the Editor shall be five years. Members of the Editorial Board shall serve for a period of five years and may be re-appointed. The associated editors serve at the pleasure of the Editor. The performance requirements for the Editor, including processes for interim review, will be defined in a contract at time of appointment and may be revised at the time of interim review or at the time of re-appointment.

Section 5. Selection of the Editor

The nomination of a candidate for Editor shall be made by the Publications Committee. The committee will nominate a candidate for Editor to be considered by Council. The nominee will be confirmed by a majority vote of the Council.

ARTICLE IX

MEETINGS

The Society shall meet annually at a place and time to be designed by the Council. The Council is empowered to make firm, binding contractual commitments with cities and hotels for meetings as long as five years in advance. Expenses incurred at the annual meeting shall be borne by the Society in negotiation with other societies meeting jointly. The abstracts of all papers read at the annual meeting shall be reviewed by members of the participating societies. Reviewers from the Society will be selected by the President of the Society and published in a suitable journal. The Program Committee for the succeeding year shall consist of the President and whomsoever he/she may wish to appoint.

ARTICLE X

QUORUM

Any number of Active, Emeritus, and Associate members present at the annual meeting shall constitute a quorum.

ARTICLE XI

DUES

The annual dues of the Society shall be fixed by the Council from time to time. Reduced membership dues may be offered to Associate and Emeritus members. The non-payment of dues for three consecutive years automatically carries with it forfeiture of membership.

ARTICLE XII

AMENDMENTS TO THE CONSTITUTION

Amendments to the constitution or bylaws must be proposed in writing by five active members and submitted to the Secretary-Treasurer. The Secretary-Treasurer shall make available to each member a copy of the proposed amendment at least one month before the voting date either by mail or by posting on the website or other appropriate electronic communication. If posted on the website, email notification that amendments are posted will be sent to all members eligible to vote concurrent with the posting.

Voting for consideration of amendments to the constitution or bylaws may be held electronically or at a session of the annual meeting at which a quorum is present as defined in Article IX. If the voting is held electronically, at least twenty percent of the active members must vote on a proposed amendment. If the voting is held at a session of the annual meeting, the presence of a quorum as defined in Article X is sufficient for

consideration of the amendments. For adoption, an amendment shall require an affirmative vote by a simple majority the ballots which are cast.

ARTICLE XIII

DISSOLUTION

Upon the dissolution of the Society, the Council shall, after paying or making provision for the payment of all the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purposes of the Society in such manner or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under #501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Council shall determine.