

NOTICE OF PROPOSED BYLAWS AMENDMENT (Corrected)

Lucy Brenner, R.N., B.S.N., M.Ed., designee of organizational member, Missouri Nurses Association, has proposed amending the Bylaws of the Missouri End of Life Coalition to add to the board a Nursing Officer. The Board has a Medical Officer, and Lucy believes that a registered nurse officer would add to the Board a position focusing on nursing care needs of persons near the end of their lives.

Pursuant to Article IX of the Coalition Bylaws, amendments require approval of two-thirds (2/3) vote of members who return ballots when distributed by mail or by email either (A) with officer ballots following the Coalition's Annual Meeting or (B) as separate ballots. The Board has decided to submit the question to the membership with the officer ballots following its annual meeting on September 28, 2011.

The Bylaws changes as proposed below will be discussed at the Annual Meeting on September 28, 2011. This notice is the notice required by the Bylaws to be sent to the membership along with the Notice of the Annual Meeting.

The amendment is as follows to be effective January 1, 2011, with the words and punctuation to be deleted in brackets [thusly] and letters, words, and punctuation added as underlined thusly:

In Article IV, Board of Directors, the following sections are amended:

“Section 4.01 The Board of Directors, “Board,” hereinafter, of the Coalition shall transact the official business of the Coalition. The members of the Board consist of the [five] six Elected Officers, the four appointed Committee Chairs, and up to four (4) appointed Directors at large – all as set out in Article V. below.

- (a) Any Executive Administrator or Executive Secretary serving as an employee or contractor of the Coalition shall be an ex-officio member of the Board without voting rights.
- (b) Although an Organization may be a member of the Coalition, the entity shall not serve as member of the Board. Only a Lay or Professional member of the Coalition or a designee of an Organization member shall be elected or appointed to serve as a member of the Board.

“Section 4.02 The Board shall consist of [nine (9)] ten (10) to [thirteen (13)] fourteen (14) members, consisting of the Chair, Vice Chair/Chair Elect, Immediate Past Chair, Secretary/Treasurer, Medical Officer, Nursing Officer, Chair of the Public Affairs Committee, Chair of the Professional Education Committee, Chair of the Consumer Education Committee, Chair of the Regional Affairs Committee, and up to four (4) at-large directors.”

In Article V., Officers, the following sections are amended:

“Section 5.01 Officers of the Coalition shall be the Chair, Vice-Chair/Chair-Elect, Secretary/Treasurer, Immediate Past Chair, Medical Officer (who shall be a physician licensed to practice in Missouri), Nursing Officer (who shall be a registered professional nurse licensed to practice in Missouri), and up to four (4) at-large directors. Any Executive Administrator or Executive Secretary serving as an employee or contractor for the Coalition shall be an ex-officio officer of the Coalition and Board

“Section 5.02 The offices of Vice-Chair/Chair-Elect, Secretary/Treasurer, [and] Medical Officer, and Nursing Officer shall be elected by the Coalition membership by ballot pursuant to section 5.03 of this article every year. A term shall be one year, and no one shall serve for more than two (2) consecutive terms in the same office. The Vice-Chair/Chair-Elect shall automatically assume the position of Chair when the Chair position becomes vacant to fulfill a vacant term of the Chair, and each Chair shall automatically assume the position of Immediate Past Chair.”

and

“Section 5.05 The Officers shall possess such powers as are required to perform the functions assigned to them by the Board and shall perform other such duties and have such other powers as may from time to time be conferred on or assigned to by the Board, including the following duties and responsibilities:

- (a) *Chair* – The Chair shall preside at all meetings of the Coalition and the Board; perform other duties as usually pertain to the office of Chair, or as directed by the Board; be an ex-officio nonvoting member of all Committees and task forces except the Nominating Committee.
- (b) *Vice-Chair/Chair Elect* – The Vice-Chair/Chair Elect shall chair the Sustainability Standing Committee and perform such duties as the Chair and or as the Council may determine; and in the absence of the Chair shall perform the duties of the Chair.
- (c) *Secretary/Treasurer* – The Secretary/Treasurer shall send notices and record meeting minutes and perform other duties as usually pertain to the office of Secretary. The Secretary/Treasurer shall assure adequate and correct accounts of the properties and the business transactions of the Coalition including accounts of its assets, liabilities, receipts, disbursements, gains and losses; perform other duties as usually pertain to the office of Treasurer. The Secretary/Treasurer shall perform duties as may be required by the Board or Chair.
- (d) *Immediate Past Chair* – The Immediate Past Chair shall chair the nominating committee and shall perform other duties as may be required by the Board or Chair.
- (e) *Medical Officer* -- The Medical Officer shall be responsible for serving as medical spokesperson for the Coalition[,] and for representing the physician community on Coalition and Board on issues involving medical issues.
- (f) *Nursing Officer* – The Nursing Officer shall be responsible for serving as the nursing spokesperson for the Coalition and for representing the nursing community on Coalition and Board on issues involving nursing issues.

(g) At-large Directors – At-large directors shall be appointed by the Chair to serve for the term of the Chair, with the approval of the Board, to serve on the Board and perform duties as may be required by the Board or Chair.”