

FLORIDA MEDICAL ASSOCIATION ALLIANCE INC. BYLAWS

ARTICLE I – MISSION

The Florida Medical Association Alliance promotes and supports the well-being of Florida's physicians, their families, and communities statewide. is a non-profit service organization that works with the Florida Medical Association to advance medicine and public health by addressing health-care needs, participating in legislative education, and supporting charitable endeavors statewide.

Rationale: The Board of Directors voted to amend the Mission Statement.

ARTICLE II – COUNTY ALLIANCES

County Alliances govern themselves. The Florida Medical Association Alliance's relationship with County Alliances is collaborative. Actions of County Alliances shall not be in direct conflict with Florida Medical Association Alliance purposes and policies.

ARTICLE III – MEMBERSHIP

Section 1. Membership Eligibility

Membership shall be open to:

- A. The Spouse, Significant Other, or Life Partner of a physician or medical student;
 - B. The Widow, Widower, or Divorced Spouse of a physician or medical student, provided said Widow, Widower, or Divorced spouse has not remarried outside the medical profession;
 - C. A physician or medical student.

Only members are eligible to vote; be elected as officers, members of the Board of Directors, Finance Committee, and Board Development Committee; and to serve on other committees and task forces as chairs or committee members.

Section 2. Dues

Dues are payable annually by the members of the Florida Medical Association Alliance, except for past state Presidents, who shall be exempt from payment of dues.

Dues shall be determined by the Board of Directors in consultation with the Finance Committee. The Board of Directors shall increase the dues no more than once in a three-year period unless authorized by the members.

Dues shall be receivable throughout the year.

Dues must be received by the Florida Medical Association Alliance by June 1 of the current fiscal year for members to be in good standing for that fiscal year.

ARTICLE IV – FINANCE

Section 1. Fiscal Year

The fiscal year shall be from January 1 to December 31.

43 Section 2. Contributions

44 Guidelines for accepting contributions shall be established by the Board of Directors.

45 Section 3. Depositories

46 All funds of the Florida Medical Association Alliance shall be deposited to the credit of the
47 Florida Medical Association Alliance under such conditions and in such banks as shall be
48 designated by its management service group or by the Board of Directors if no such
49 management services group is under contract.

50 Section 4. Approved Signatures

51 The President shall sign all contracts entered into by the Florida Medical Association Alliance.

52 The Treasurer shall sign checks and orders for the payment, receipt, or deposit of money.

53 Section 5. Bonding

54 All persons having access to or major responsibility for handling of monies and securities of the
55 Florida Medical Association Alliance shall be bonded.

56 Section 6. Budget

57 The annual budget of estimated income and expenditures shall be prepared by the Finance
58 Committee and submitted to the Board of Directors for approval. No expense shall be
59 authorized in excess of the total budgetary appropriations without prior approval of the Board
60 of Directors.

61 Section 7. Annual Review

62 The Florida Medical Association Alliance books of account shall be reviewed at the end of each
63 fiscal year by a Certified Public Accountant.

64

65 Section 8. Financial Reports

66 A summary report of the financial operations of the Florida Medical Association Alliance shall be
67 made available at least annually to the members in such form as the Board of Directors shall
68 provide.

69 Section 9. Investments

70 The Board of Directors, upon recommendation of the Finance Committee, shall approve all
71 investments, consistent with prudent standards for preservation of capital and maintenance of
72 liquidity.

73

ARTICLE V – OFFICERS

75 In the performance of their duties, all officers shall conform to the articles of incorporation,
76 bylaws, policies, and parliamentary authority of the Florida Medical Association Alliance and to
77 such other rules as the members or Board of Directors shall adopt.

78 Section 1. Designation of Officers

79 The elected officers of the Florida Medical Association Alliance shall be a President, President-
80 elect, Secretary, and Treasurer.

81 The appointed officer shall be a Parliamentarian appointed by the President to a one-year term.

82 Section 2. Eligibility for Election to Office

83 To be eligible for the office of President-elect, it is strongly recommended that a member have
84 served at least two (2) years on the Board of Directors prior to being nominated.

85
86 To be eligible for the office of Secretary or Treasurer, it is recommended that a member have
87 served at least two (2) years on the Board of Directors.
88

89 **Section 3. Duties**

90 **The President** shall be the chief corporate officer and shall preside at all meetings of the Florida
91 Medical Association Alliance, the Board of Directors, and the Executive Committee. The
92 President shall be responsible for seeing that the direction given by the voting members of the
93 Florida Medical Association Alliance and the actions of the Board of Directors are carried into
94 effect and for reporting to the members and the Board of Directors on the conduct and
95 management of the affairs of the Florida Medical Association Alliance. The president shall
96 appoint a well-qualified member to serve as Parliamentarian during her/his term of office. The
97 President shall be ex-officio a member of all committees except the Board Development
98 Committee and shall perform such other duties as are assigned by the Board of Directors or
99 prescribed elsewhere in these bylaws or are applicable to the office as prescribed by the
100 parliamentary authority adopted by this organization.

101 **The President-elect** shall assist the President in seeing that the policies and directives of the
102 membership and the Board of Directors are carried into effect. In the event of a temporary
103 absence or disability of the President, the President-elect shall preside at meetings of the Florida
104 Medical Association Alliance, Board of Directors and Executive Committee. The President-elect
105 shall be ex-officio a member of all committees except the Board Development Committee and
106 shall perform such other duties as are assigned by the President or the Board of Directors or
107 prescribed elsewhere in these bylaws or applicable to the office as prescribed by the
108 parliamentary authority adopted by this organization.
109

110 **The Secretary** shall be responsible for seeing that notices of all meetings of the Florida Medical
111 Association Alliance and the Board of Directors are issued and that minutes of such meetings are
112 kept. The Secretary shall be responsible for the custody of corporate books, records and files
113 and shall perform such other duties as may be assigned by the President or Board of Directors or
114 prescribed elsewhere in these bylaws or applicable to the office as prescribed by the
115 parliamentary authority adopted by this organization.
116

117 **The Treasurer** shall be responsible for receipt and custody of all monies of the Florida Medical
118 Association Alliance and for the disbursement thereof as authorized, keeping accurate accounts
119 of monies received and paid out, and preparation and issuance of financial statements and
120 reports. The Treasurer shall chair the Finance Committee. The Treasurer shall perform such
121 other duties as may be assigned by the President or Board of Directors or prescribed elsewhere
122 in these bylaws or applicable to the office as prescribed by the parliamentary authority adopted
123 by this organization.

124 **Section 4. Election, Term and Vacancies**

125 The officers of the Florida Medical Association Alliance, except for the President, shall be elected
126 at the annual meeting by a majority vote of the registered members in attendance. The term of
127 office shall be one (1) year, beginning at the close of the annual meeting, or until their
128 successors are elected. No member except the Treasurer shall be eligible to serve in the same

129 office for more than two consecutive years. An officer who has served more than half a term is
130 considered to have served a full term in that office.

131
132 In the event of a permanent vacancy in the office of President, as determined by the Board of
133 Directors, the President-elect will succeed to the office until the close of the next annual
134 meeting. A vacancy in any office other than that of President may be filled by a majority vote of
135 the Board of Directors for a term expiring at the close of the next annual meeting.

136 **Section 5. Removal**

137 An officer may be removed without cause by at least a two-thirds (2/3) vote of the registered
138 members in attendance, excluding blanks and abstentions, at any annual or special meeting.
139

140 **ARTICLE VI - BOARD DEVELOPMENT COMMITTEE**

141 In the performance of their duties, the Board Development Committee shall conform to the
142 articles of incorporation, bylaws, policies, and parliamentary authority of the Florida Medical
143 Association Alliance and to such other rules as the members or Board of Directors shall adopt.

144 **Section 1. Composition**

145 The Board Development Committee shall consist of a chair, who shall be the immediate past
146 President, and four (4) members and a first alternate, a second alternate, a third alternate, and
147 a fourth alternate elected by the members of the Florida Medical Association Alliance.

148 **Section 2. Eligibility**

149 To be eligible for election to the Board Development Committee it is recommended that a
150 member shall have served at least one year on the Board of Directors or at least two years on a
151 committee.

152 The president and president-elect serving for the term for which the committee members are
153 elected are not eligible to serve on the Board Development Committee.

154 **Section 3. Election, Term, and Vacancies**

155 Board Development Committee members shall be elected by the registered members of the
156 Florida Medical Association Alliance attending the annual meeting and shall serve for a term of
157 one (1) year, beginning at the close of the annual meeting at which such committee members
158 are elected, or until their successors are elected. A member shall be eligible to serve two (2)
159 consecutive terms on the committee and shall be eligible to serve again after a lapse of one
160 year.

161 The Board of Directors shall fill any vacancy in the position of Board Development Committee
162 Chair. If the number of vacancies on the Board Development Committee exceeds the number of
163 elected alternate committee members, the Board of Directors shall elect a qualified
164 member to fill each such vacancy for the remainder of the term.

165

166 **Section 4. Board Development Committee Chair**

167 The chair of the Board Development Committee shall serve as a member of the Board of
168 Directors and Executive Committee.

169 **Section 5. Responsibilities**

170 The Board Development Committee shall be responsible for development, assessment,
171 education, succession planning, and evaluation of the officers, Board of Directors, and such
172 other committees as the organization shall choose to elect.

173 The Board Development Committee shall present to the members of the Florida Medical
174 Association Alliance at the annual meeting a single slate of nominees for elected officers,
175 members of the Board of Directors, members of the Board Development and Finance
176 committees, and members of such other committees as the organization shall choose to elect.

177 **Section 6. Quorum for the Board Development Committee**

178 A majority of the members of the Board Development Committee must be present in person or,
179 if allowed, linked by telecommunication by means such that all members participating in the
180 meeting are able to hear one another to constitute a quorum for the transaction of business.

181 **Section 7. Confidentiality**

182 All activities of the Board Development Committee while performing its responsibilities as
183 outlined herein shall be confidential.

184 **Section 8. Removal**

185 Any member of the Board Development Committee may be removed by a two-thirds vote of the
186 total membership of the Board of Directors if removal is first recommended by a majority vote
187 of the entire Board Development Committee.

189 **ARTICLE VII—MEETINGS**

190 **Section 1. Annual Meeting**

191 The annual meeting of the Florida Medical Association Alliance shall be held at a time and place
192 or through agreed-upon electronic means as determined by the Board of Directors and stated in
193 the notice of the meeting. The meeting notice shall include the slate of nominees for all offices
194 and positions to be filled by the members pursuant to these bylaws.

195 Written notice shall be given in person, by mail, or electronically transmitted to members not
196 fewer than thirty (30) days before the annual meeting.

197 Members in attendance shall:

- 198 a. Elect officers, other members of the Board of Directors, members of the Board
199 Development Committee, and members of the Finance Committee;
- 200 b. Determine the general direction of the Florida Medical Association Alliance by receiving
201 and acting upon reports of the Board of Directors;
- 202 c. Amend the articles of incorporation and bylaws as necessary; and
- 203 d. Take all other actions requiring membership vote.

204 ~~If any annual meeting is not held, by oversight or otherwise, a special meeting shall be held as
205 soon as reasonably practical; and any business transacted or election held at that meeting shall
206 be as valid as if transacted or held at the annual meeting.~~

208 "The Board of Directors may reschedule an Annual Meeting in case of emergency or other
209 circumstances outside of its control. Any business transacted at the rescheduled meeting shall
210 be valid as if transacted at the originally scheduled meeting."

211

212 Section 2. Special Meetings

213 Special meetings of the Florida Medical Association Alliance may be called by the President and
214 shall be called upon written request of:

- 215 a. at least two-thirds (2/3) of the Board of Directors, or
216 b. at least twenty-five members.

~~217 The circumstances under which a special meeting can be called shall be limited to:~~

218 a. holding an annual meeting that was not held due to oversight or unforeseen
219 circumstances such as dangerous weather, safety and security concerns, or the loss of the
220 planned venue.

221 b. an emergency such as a legal action affecting the viability of the Florida Medical
222 Association Alliance that required immediate action.

223 "The circumstances under which a special meeting may be called shall be limited to matters that
224 arise between annual meetings that require action before the next annual meeting."

226 Written notice of the time, place, and purpose of such special meetings shall be given in person,
227 by mail, or electronically transmitted to each member not more than thirty (30) days or fewer
228 than ten (10) days before the special meeting. No business shall be transacted except that for
229 which the meeting has been called.

230 Section 3. Quorum

231 Twenty percent (20%) of the registered members of the annual meeting of the Florida Medical
232 Association Alliance shall be present in person, or through agreed-upon electronic means stated
233 in the notice of meeting, to constitute a quorum for the transaction of business.

234 Fifty percent (50%) of the registered members at a special meeting of the Florida Medical
235 Association Alliance shall be present in person, or through agreed-upon electronic means stated
236 in the notice of meeting, to constitute a quorum for the transaction of business.

237 Section 4. Voting Procedures

238 Each member present in person or through agreed-upon electronic means stated in the meeting
239 notice shall be entitled to one vote at any annual or special meeting.

240 Elections shall be by ballot except when there is only one nominee for a position, in which case
241 the vote may be by voice; a majority of votes cast shall elect.

242 If no majority is reached on the first ballot, the nominee with the fewest votes shall be removed
243 from consideration and a subsequent ballot cast. This process shall be repeated until one
244 nominee achieves a majority.

245 Nominations from the floor shall be in order provided that written consent of any nominee has
246 been secured and submitted to the chair at the time of nomination.

247

248 ARTICLE VIII – BOARD OF DIRECTORS

249 In the performance of their duties, the Board of Directors shall conform to the articles of
250 incorporation, bylaws, policies, and parliamentary authority of the Florida Medical Association
251 Alliance and to such other rules as the members or Board of Directors shall adopt.

252 Section 1. Powers, Responsibilities, Accountabilities

253 The corporate business and affairs of the Florida Medical Association Alliance shall be governed
254 by the Board of Directors, except as may be otherwise designated in these bylaws or the articles
255 of incorporation.

256 **Section 2. Composition**

257 The Board of Directors shall consist of the elected officers of the Florida Medical Association
258 Alliance, the chair of the Board Development Committee, the Florida Medical Association
259 President, and no fewer than three (3) or more than seven (7) other directors. The Florida
260 Medical Association Alliance President shall serve as chair.

261 **Section 3. Term of Office**

262 Directors shall be elected at the annual meeting by the registered members in attendance for a
263 term of one (1) year, beginning at the close of the annual meeting or until their successors are
264 elected. A member shall serve no more than four (4) consecutive terms as a director, except
265 that regardless of the number of consecutive terms a person shall have served as director, such
266 person shall be eligible to be a member of the Board of Directors when serving as an officer or
267 as chair of the Board Development Committee.

268

269 **Section 4. Vacancies**

270 Vacancies on the Board of Directors shall be filled by majority vote of the remaining
271 directors then in office for a term expiring at the next annual meeting.

272

273 **Section 5. Regular Meetings**

274 The Board of Directors shall determine the times and places of its regular meetings. Meetings
275 may be held by agreed-upon electronic means so long as all participants can hear one another.
276 Written notice of the time, place, and purpose of a meeting shall be given personally, by mail, or
277 electronically transmitted to each director not fewer than five (5) business days before the
278 meeting.

279 **Section 6. Special Meetings.**

280 Special meetings of the Board of Directors may be called by the President.

281

282 Special meetings shall be called by the President within fourteen (14) days of a written request
283 by a majority of the members of the Board of Directors.

284 The purpose and time of a special meeting shall be stated in the meeting notice, and no
285 business shall be transacted except that for which the meeting has been called. The location of
286 the meeting shall be determined by the President. Meetings may be held by agreed-upon
287 electronic means. Written notice of the time, place, and purpose of the meeting shall be given
288 in person or electronically transmitted to each member of the Board of Directors not fewer than
289 two (2) business days before the meeting.

290 **Section 7. Quorum**

291 A majority of the members of the Board of Directors must be present in person as required or, if
292 allowed, linked by telecommunication by means such that all members participating in the
293 meeting are able to hear one another to constitute a quorum for the transaction of business.

294 **Section 8. Removal**

295 Any member of the Board of Directors may be removed without cause by a majority of all votes
296 of the corporation members if elected by the members or by a two/thirds vote of the current
297 directors if elected or appointed by them.

298 **ARTICLE IX – EXECUTIVE COMMITTEE**

299 In the performance of their duties, the Executive Committee shall conform to the articles of
300 incorporation, bylaws, policies, and parliamentary authority of the Florida Medical Association
301 Alliance and to such other rules as the members or Board of Directors shall adopt.

302
303 **Section 1. Composition**

304 The Executive Committee of the Board of Directors shall consist of the elected officers of the
305 Florida Medical Association Alliance and the chair of the Board Development Committee. The
306 President shall be the chair of the Executive Committee.

307 **Section 2. Responsibilities**

308 The Executive Committee may exercise the powers of the Board of Directors in the interim
309 between board meetings, except that the Executive Committee shall not have the power to
310 adopt the budget or to take action which is contrary to or a substantial departure from the
311 direction established by the Board of Directors or the voting members of the Florida Medical
312 Association Alliance. The Executive Committee shall submit written reports to the Board of
313 Directors regarding all action taken.

314 **Section 3. Meetings**

315 Meetings of the Executive Committee may be called by the President. Meetings shall be called
316 by the President upon written request of at least three (3) members of the Executive
317 Committee. Meetings may be held by agreed-upon electronic means. Notice of the date, time,
318 place and purpose of the meeting shall be provided in advance to each member of the Executive
319 Committee.

320 **Section 4. Quorum**

321 A quorum shall consist of a majority of the members of the Executive Committee.

322

323 **ARTICLE X –BOARD COMMITTEES**

324 In the performance of their duties, standing and special committees and task forces shall
325 conform to the articles of incorporation, bylaws, policies, and parliamentary authority of the
326 Florida Medical Association Alliance and to such other rules as the members or Board of
327 Directors shall adopt.

328

329 **Section 1. Appointment and Term of Committee Chairs**

330 The chair of any committee except the Board Development and Finance committees shall be
331 appointed by the President, with the approval of the Board of Directors, for a term of one (1)
332 year or until a successor is appointed and assumes the position.

333 **Section 2. Appointment and Term of Committee Members**

334 Members of any committee except the Board Development and Finance committees shall be
335 appointed by the President, with the approval of the Board of Directors and after consultation

336 with the chair of the respective committee, for a term of one (1) year or until successors are
337 appointed and assume the positions.

338 **Section 3. Standing Committees**

339 The Standing Committees shall be:

340 A. Finance Committee

341 The Finance Committee shall be composed of the Treasurer, who shall serve as chair, the
342 Immediate Past Treasurer, and three (3) other members who shall be elected by the members
343 of the Florida Medical Association Alliance. It shall be the duty of this committee to prepare a
344 budget for the next fiscal year and submit it to the Board of Directors for approval before
345 December 31 of the current fiscal year. The Finance Committee may from time to time submit
346 to the Board of Directors amendments to the budget for the current fiscal year, which may be
347 adopted by a majority vote. The Finance Committee may recommend to the Board of Directors
348 potential investments consistent with prudent standards for preservation of capital and
349 maintenance of liquidity.

350

351 B. Governing Documents Committee

352 The Governing Documents Committee shall be composed of a chair and four (4) other members
353 appointed by the President. It shall be the duty of the committee to review the governing
354 documents and submit recommendations regarding proposed amendments to the members at
355 the annual meeting or, if deemed necessary, at a special meeting.

356 C. Membership Committee

357 The Membership Committee shall be composed of a chair and four (4) other members
358 appointed by the President. It shall be the duty of the committee to promote membership,
359 develop and implement programs to recruit and retain members, and follow up with potential
360 and former eligible members to encourage them to join.

361 **Section 4. Additional Committees and Task Forces**

362 The Board of Directors may from time to time establish special committees and/or task forces as
363 it deems necessary or advisable. Each committee, special committee, or task force must have a
364 chair and two (2) or more members, who serve at the pleasure of the Board of Directors.

365

366 **ARTICLE XI – PARLIAMENTARY AUTHORITY**

367 The rules contained in the current edition of *Robert's Rules of Order, Newly Revised* shall govern
368 the Florida Medical Association Alliance in all cases to which they are applicable and in which
369 they are not inconsistent with these bylaws, and any special rules of order that have been or
370 may be adopted.

371

372 **ARTICLE XII – AMENDMENT OF BYLAWS**

373 The bylaws of the Florida Medical Association Alliance may be made, altered, or rescinded by a
374 two-thirds (2/3) vote of those present and voting or meeting through agreed-upon electronic
375 means stated in the meeting notice at any properly constituted annual or special meeting of the
376 members of the Florida Medical Association Alliance, provided the proposed amendments have
377 been submitted in writing, whether in person, by mail, or by electronic transmission, to all
378 member not fewer than thirty (30) days prior to the date of said meeting.

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ARTICLE XIII – PROPERTY

381 All assets and property of the Florida Medical Association Alliance shall be held in the name of
382 the Florida Medical Association Alliance, Inc.

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384

ARTICLE XIV – DISPOSITION OF ASSETS

385 No person shall possess any property right in or to the property or assets of the Florida Medical
386 Association Alliance. Upon dissolution of the Florida Medical Association Alliance and after all
387 obligations are satisfied, the Board of Directors shall distribute all assets exclusively to a
388 charitable endeavor aligned with the mission of the Florida Medical Association Alliance.

389

390

ARTICLE XV – DIRECTOR AND OFFICER CONFLICTS OF INTEREST

391 The Florida Medical Association Alliance shall have in effect a specific conflict-of-interest policy
392 to be signed annually by each officer and board member and that shall include the following
393 provisions:

394 **Section 1.** No contract or other transaction between the Florida Medical Association Alliance
395 and one or more of its directors and officers or any other corporation, firm, association or entity
396 in which one or more of the directors and officers are directors or officers or are financially
397 interested shall be either void or voidable because of such relationship interest or because such
398 director or directors and officers are present at the meeting of the Board of Directors or a
399 committee thereof that authorizes, approves or ratifies such contract or transaction or because
400 their votes are counted to such purpose if:

- 401 a. The fact of such relationship or interest is disclosed or known to the Board of Directors
402 or a committee that authorizes, approves or ratifies the contract or transaction by a
403 vote of consent sufficient for the purpose without counting the votes or consent of such
404 interested directors and/or officers; or
- 405 b. The fact of such relationship or interest is disclosed or known to the members entitled
406 to vote on such contract or transaction, if any, and they authorize, approve, or ratify it
407 by vote or written consent; or
- 408 c. The contract or transaction is fair and reasonable as to the Florida Medical Association
409 Alliance at the time it is authorized by the Board of Directors or a committee.

410 **Section 2.** Interested directors may be counted in determining the presence of a quorum at a
411 meeting of the Board of Directors or a committee thereof that authorizes, approves or ratifies
412 such a contract or transaction.

413

414

ARTICLE XVI-INDEMNIFICATION FOR ACTIONS, SUITS, OR PROCEEDINGS

415 Officers and directors are indemnified to the fullest extent provided by applicable law.

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417