



FMAF
FLORIDA MEDICAL ALLIANCE FOUNDATION

**BYLAWS OF THE FLORIDA MEDICAL
ALLIANCE FOUNDATION, INC**

Article I – Members

Members of the Florida Medical Association Alliance, Inc. shall constitute the membership of the organization.

Article II – Officers

The Officers of the organization shall be President, President-Elect, Secretary, and Treasurer, and shall be the same persons as the President, President-Elect, Secretary, and Treasurer of the Florida Medical Association Alliance, Inc. The Officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the organization.

Article III – Meetings

Section 3.1. The regular meeting of the organization shall be known as the Annual Meeting and shall be held at the time and place of the Annual Meeting of the Florida Medical Association Alliance, Inc.

Section 3.2. Special meetings may be called by the President or the Board of Directors, and shall be called upon the written request of five (5) members of the organization. The purpose of the meeting shall be stated in the call, which shall be sent to all members at least 10 days before the meeting. Special meetings may occur in person and/or by an acceptable electronic means.

Section 3.3. Forty percent (40%) of the registered members of the Annual Meeting of the Corporation shall be present in person, or through agreed-upon electronic means stated in the meeting notice, to constitute a quorum for the transaction of business.

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

Article IV – Board of Directors

Section 4.1. The Board of Directors of the organization shall be the same persons as the Board of Directors of the Florida Medical Association Alliance, Inc.

Section 4.2. The Board of Directors shall have general supervision of the affairs of the organization between its business meetings, make recommendations to the organization, and perform other duties as specified in these bylaws and by the Parliamentary Authority adopted by the organization.

Section 4.3. The Board of Directors shall fix the time and location of regular Board meetings. Special meetings of the Board may be called by the President and shall be called by written request of two members of the Board. Meetings may occur in person and/or by an acceptable electronic means.

Article V – Committees

Section 5.-Committees shall be appointed by the President, with the approval of the Board of Directors, as deemed necessary to carry out the work of the organization. A committee shall cease to exist once the duties assigned to it have been completed. Committee meetings may occur in person or by an acceptable electronic means.

Section 5.1. The Foundation shall have a standing Finance Committee to manage the financial affairs of the Foundation. The committee shall be composed of the Foundation Treasurer, who shall serve as chair, and two (2) or four (4) members of the FMA Alliance, to be appointed by the Foundation President.

Section 5.2. Additional committees shall be appointed by the President, with the approval of the Board of Directors, as deemed necessary to carry out the work of the organization. A committee shall cease to exist once the duties assigned to it have been completed. Committee meetings may occur in person or by an acceptable electronic means.

Section 5.2. The President shall be an ex-officio member of all committees.

Section 5.3. The President shall report on activities of the organization to the Florida Medical Association Alliance, Inc. Board of Directors.

Article VI – Parliamentary Authority

The rules contained in the current edition of *Robert’s Rules of Order Newly Revised* shall govern the organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

Article VII – Amendment of Bylaws

These bylaws may be amended at any regular meeting of the organization by a two-thirds vote, provided that the amendment has been provided in writing to the members of the organization at least 30 days prior to the meeting.

Article VIII – Amendment of Articles of Incorporation

The Articles of Incorporation may be amended at any regular meeting of the organization by a two-thirds vote, provided that the amendment has been provided in writing to the members of the organization at least 30 days prior to the meeting.

Article IX – Conflict of Interest Policy

The Florida Medical Alliance Foundation shall have in effect a specific conflict-of-interest policy to be signed annually by each officer and board member. This policy is intended to supplement but not replace any state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article X – Indemnification for Actions, Suits, or Proceedings

Officers and directors shall be indemnified to the fullest extent provided by applicable law.

Proposed Amendment Voted and Adopted: August 2, 2018

Adopted: August 3, 2017