



FLORIDA MEDICAL ASSOCIATION ALLIANCE INC. BYLAWS

ARTICLE I – MISSION

The Florida Medical Association Alliance is a resource and network supporting physician families in Florida and the communities they serve through advocacy and education.

ARTICLE II – COUNTY ALLIANCES

County Alliances govern themselves. The Florida Medical Association Alliance (hereinafter referred to as the Alliance) 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 (M.D or D.O) or medical student.
- B. The Widow, Widower, or Divorced Spouse of a physician (M.D. or D.O.) or medical student provided said Widow, Widower, or Divorced spouse has not remarried outside the medical profession.
- C. A physician (M.D. or D.O.) or medical student.

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

Section 2. 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 are payable annually by the members, except for past Alliance Presidents, Medical Student Spouses, Resident Physician Spouses, Medical Students, and Resident Physicians, who shall be exempt from payment of dues.

Dues shall be receivable throughout the year.

Dues must be received by the Alliance by the start of the annual meeting for a member to be eligible to vote at that annual meeting.

Dues must be received by the date the slate of nominees is published for a member to be eligible to stand for election at the annual meeting.

Dues received by September 1 will be credited for the current fiscal year. Dues received after September 1 may be credited for the next fiscal year.

ARTICLE IV – FINANCE

Section 1. Fiscal Year

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

Section 2. Contributions and Sponsorships

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

Section 3. Depositories

All funds of the Alliance shall be deposited to the credit of the Alliance under such conditions and in such banks as shall be designated by the Board of Directors.

Section 4. Approved Signatures

The President or the Treasurer, with the consent of the President, shall sign all contracts entered into by the Alliance.

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

Section 5. Bonding

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

Section 6. Budget

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

Section 7. Annual Review

The Alliance books of accounts shall be reviewed at the end of each fiscal year by the Finance Committee.

Section 8. Financial Reports

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

Section 9. Investments

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

ARTICLE V – OFFICERS

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

Section 1. Designation of Officers

The elected officers of the Alliance shall be a President, President-elect, Secretary, Treasurer, and Immediate Past President.

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

Section 2. Eligibility for Election to Office

To be eligible for the office of President-elect, it is strongly recommended that a member have served at least *one (1)* year on the Board of Directors prior to being nominated.

To be eligible for the office of Secretary it is recommended that a member have served at least one *(1)* year on the Board of Directors.

To be eligible for the office of Treasurer it is recommended that a member have served at least one *(1)* year on the Finance Committee.

Section 3. Duties

- A. **The President** shall be the chief corporate officer and shall preside at all meetings of the Alliance, the Board of Directors, and the Executive Committee. The President shall be responsible for seeing that the direction given by the members of the Alliance and the actions of the Board of Directors are carried into effect and for reporting to the members and the

Board of Directors on the conduct and management of the affairs of the Alliance. The president shall appoint a well-qualified member to serve as Parliamentarian during her/his term of office. The President shall be an ex-officio member of all committees except the Leadership Development Committee and shall perform such other duties as are assigned by the Board of Directors or prescribed elsewhere in these bylaws or are applicable to the office as prescribed by the parliamentary authority adopted by this organization.

- B. **The President-elect** shall assist the President in seeing that the policies and directives of the membership and the Board of Directors are carried into effect. In the event of a temporary absence or disability of the President, the President-elect shall preside at meetings of the Alliance, Board of Directors, and Executive Committee. The President-elect shall be an ex-officio member of all committees except the Leadership Development Committee and shall perform such other duties as are assigned by the President or the Board of Directors or prescribed elsewhere in these bylaws or applicable to the office as prescribed by the parliamentary authority adopted by this organization.
- C. **The Secretary** shall be responsible for seeing that notices of all meetings of the Alliance and the Board of Directors are issued and that minutes of such meetings are kept for review and action by the relevant body. The Secretary shall be responsible for the custody of records and files and shall perform such other duties as may be assigned by the President or Board of Directors or prescribed elsewhere in these bylaws or applicable to the office as prescribed by the parliamentary authority adopted by this organization.
- D. **The Treasurer** shall chair the Finance Committee and maintain a general ledger and chart of accounts. The Treasurer shall perform such other duties as may be assigned by the President or Board of Directors or prescribed elsewhere in these bylaws or applicable to the office as prescribed by the parliamentary authority adopted by this organization.
- E. **The Immediate Past President (IPP)** shall chair the Leadership Development Committee. The IPP shall be responsible for coordinating an annual social gathering of past presidents of the Alliance (Gavel Club) in person and/or electronically. The IPP shall perform such other duties as may be assigned by the President or Board of Directors or prescribed elsewhere in these bylaws or applicable to the office as prescribed by the parliamentary authority adopted by this organization.
- F. **The Parliamentarian** shall advise the president and, when requested, other members, on matters of parliamentary procedure at annual meetings as well as at meetings of the Board of Directors or the Executive Committee. The Parliamentarian shall call the attention of the President to any errors in the proceedings that may affect the substantive rights of any member or may otherwise do harm.

Section 4. Election, Term and Vacancies

The officers of the Alliance, except for the President when having served as President-elect, shall be elected at the annual meeting by a majority vote of the registered members in attendance. Elections shall be by ballot except when there is only one nominee for a position, in which case the vote may be by voice; a majority of votes cast shall elect. If no majority is reached on the first ballot, the nominee with the fewest votes shall be removed from consideration and a subsequent ballot cast. This process shall be repeated until one nominee achieves a majority. Nominations from the floor shall be in order provided that written consent of any nominee has been secured and submitted to the chair at the time of nomination.

The term of office shall be one (1) year or until their successors are elected, and their term of office shall begin at the close of the annual meeting at which they are elected.

In the event of a permanent vacancy in the office of President, the President-elect will succeed to the office until the close of the next annual meeting. If a president-elect is not available to fill the vacancy, then the Leadership Development Committee shall nominate a candidate to be elected at a special meeting of the membership. A vacancy in any office other than that of President may be filled by a majority vote of the Board of Directors for a term expiring at the close of the next annual meeting.

Section 5. Removal

An officer may be removed without cause by at least a two-thirds (2/3) vote of the members in attendance, excluding empty ballots and abstentions, at any special meeting called for that purpose.

ARTICLE VI – LEADERSHIP DEVELOPMENT COMMITTEE

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

Section 1. Composition

The Leadership Development Committee shall consist of a chair, who shall be the Immediate Past President and a minimum of four (4) members elected by the members of the Alliance.

Section 2. Eligibility

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

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

Section 3. Election, Term, and Vacancies

Leadership Development Committee members shall be elected by the registered members of the Alliance attending the annual meeting and shall serve for a term of one (1) year or until their successors or elected. Their term of office shall begin at the close of the annual meeting at which they were elected. The member shall be eligible to serve two (2) consecutive terms on the committee and shall be eligible to serve again after a lapse of one year.

The Board of Directors shall fill any vacancy in the position of Leadership Development Committee Chair. If the number of member vacancies on the Leadership Development Committee exceeds the minimum number of elected members (4), the Board of Directors shall elect a qualified member to fill each such vacancy for the remainder of the term.

Section 4. Leadership Development Committee Chair

The Chair of the Leadership Development Committee shall serve as a member of the Board of Directors and Executive Committee.

Section 5. Responsibilities

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

The Leadership Development Committee shall present to the members of the Alliance in the call of and at the annual meeting a single slate of nominees for elected officers, directors, members of the Leadership Development and Finance committees, and members of such other committees as the organization shall choose to elect.

The Leadership Development Committee shall work with the board of directors and relevant committees to identify candidates for involvement in the organization and develop strategies to strengthen relationships with these individuals. The committee shall recommend potential committee chair candidates and committee member candidates to the president.

Section 6. Quorum

A majority of the members of the Leadership Development Committee must be present in person or electronically such that all members participating in the meeting are able to hear one another to constitute a quorum for the transaction of business.

Section 7. Confidentiality

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

Section 8. Removal

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

ARTICLE VII—MEETINGS

Section 1. Annual Meeting

- A. The annual meeting of the Alliance shall be held in person and/or electronically at a time and place determined by the Board of Directors and stated in the notice of the meeting.
 - 1. The meeting notice shall include the slate of nominees for all offices and positions to be filled by the members pursuant to these bylaws.
 - 2. The meeting notice shall include action items requiring a vote of the membership.
 - 3. Written notice shall be given by mail, or electronically transmitted to members not fewer than thirty (30) days before the annual meeting.
- B. Members in attendance shall:
 - 1. Elect officers, other members of the Board of Directors, members of the Leadership Development Committee and members of the Finance Committee.
 - 2. Determine the general direction of the Alliance by receiving and acting upon reports of the Board of Directors.
 - 3. Amend the articles of incorporation and bylaws, as necessary.
 - 4. Take all other actions requiring membership vote.
- C. The Board of Directors may reschedule an Annual Meeting in case of emergency or other circumstances outside of its control. Any business transacted at the rescheduled meeting shall be valid as if transacted at the originally scheduled meeting.

Section 2. Special Meetings

Special meetings of the Alliance may be called by the President and shall be called upon written request of:

- A. At least two-thirds (2/3) of the Board of Directors, or
- B. Twenty percent (20%) of the members.

The circumstances under which a special meeting may be called shall be limited to matters that arise between annual meetings that require action before the next annual meeting. Special meetings may be held in person and/or electronically.

Notice of the time and purpose of such special meetings shall be distributed by mail or electronically transmitted to each member no fewer than fifteen (15) days before the special meeting. No business shall be transacted except that for which the meeting has been called.

Section 3. Quorum

Twenty percent (20%) of the members registered to attend the annual meeting of the Alliance shall be present in person or electronically as provided for in the notice of the meeting to constitute a quorum for the transaction of business.

Fifty percent (50%) of the members registered to attend a special meeting of the Alliance shall be present in person or electronically as provided for in the notice of the meeting to constitute a quorum for the transaction of business.

Section 4. Voting

Each member present in person or electronically stated in the meeting notice shall be entitled to one vote on each matter to be voted upon at any annual or special meeting.

ARTICLE VIII – BOARD OF DIRECTORS

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

Section 1. Composition

The Board of Directors shall consist of the elected officers, the chair of the Leadership Development Committee, and no fewer than three (3) or more than seven (7) other directors. The President shall serve as chair. The President shall appoint from among the directors the chairs of the Governing Documents, Health Projects, and Membership committees.

Section 2. Powers, Responsibilities, Accountabilities

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

The Directors shall perform such duties as are assigned from time to time by the President or as prescribed elsewhere in these bylaws or applicable to the office as prescribed by the parliamentary authority adopted by this organization.

Section 3. Regular Meetings

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

Section 4. Special Meetings

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

Special meetings shall be called by the President within ten (10) days of a written request by a majority of the members of the Board of Directors.

The purpose and time of a special meeting shall be stated in the meeting notice, and no business shall be transacted except that for which the meeting has been called. Meetings may be held in person and/or electronically. Written notice of the meeting shall be electronically transmitted to each member of the Board of Directors no fewer than five (5) business days before the meeting.

Section 5. Quorum

A majority of the members of the Board of Directors must be present in person or electronically such that all members participating in the meeting are able to hear one another to constitute a quorum for the transaction of business.

Section 6. Term of Office

Directors shall be elected at the annual meeting by the members in attendance. The term of office shall be one (1) year beginning at the close of the annual meeting at which they are elected or until their successors are elected.

Section 7. Vacancies

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

Section 8. Removal

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

ARTICLE IX – EXECUTIVE COMMITTEE

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

Section 1. Composition

The Executive Committee of the Board of Directors shall consist of the elected officers of the Alliance and the chair of the Leadership Development Committee. The President shall chair the Executive Committee.

Section 2. Responsibilities

The Executive Committee may exercise the powers of the Board of Directors in the interim between board meetings, except that the Executive Committee shall not have the power to adopt the budget or to take action that is contrary to or a substantial departure from the direction established by the Board

of Directors or the voting members of the Alliance. The Executive Committee shall submit written reports to the Board of Directors regarding all action taken.

Section 3. Meetings

Meetings of the Executive Committee may be called by the President. Meetings shall be called by the President upon written request of at least three (3) members of the Executive Committee. Meetings may be held electronically. Notice of the date, time, place, and purpose of the meeting shall be provided in advance to each member of the Executive Committee no fewer than 48 hours before the meeting.

Section 4. Quorum

A quorum shall consist of a majority of the members of the Executive Committee such that all members participating in the meeting are able to hear one another to constitute a quorum for the transaction of business.

ARTICLE X – COMMITTEES

In the performance of their duties, standing and special committees and task forces shall conform to the articles of incorporation, bylaws, policies, approved budget, and parliamentary authority of the Alliance and to such other rules as the members or Board of Directors shall adopt.

Section 1. Appointment and Term of Committee Chairs

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

Section 2. Appointment and Term of Committee Members

Members of any committee except the Leadership Development and Finance committees shall be appointed by the President, with the approval of the Board of Directors and after consultation with the chair of the respective committee, for a term of one (1) year or until successors are appointed and assume the positions. All committees will have a minimum of two (2) members in addition to the chair.

Section 3. Standing Committees

The Standing Committees shall be:

A. Annual Meeting Committee

The Annual Meeting Committee shall be composed of a Chair (Board of Directors membership is not required) and a minimum of two (2) members, appointed by the President from the membership. The Annual Meeting Committee, as guided by the Alliance Board of Directors, recommends a venue for the Annual Meeting and coordinates with the venue's representative for all meeting arrangements.

B. Awards Committee

The Awards Committee shall be composed of a Chair (Board of Directors membership is not required), and a minimum of two (2) members who shall be appointed by the President from the membership. It receives and judges all award submissions, plans for the creation of the award, and arranges for the announcement of the award to the recipient.

C. Finance Committee

The Finance Committee shall be composed of the Treasurer, who shall serve as chair, and a minimum of two (2) other members who shall be elected by the members of the Alliance. The committee shall be responsible for the financial operations of the Alliance. It shall be the duty of this committee to meet quarterly to review financial records. In addition, the committee shall review financial policies and procedures and prepare a proposed budget for the next fiscal year. The Chair shall submit the budget to the Board of Directors for action before December 31 of the current fiscal year. The Finance Committee may submit amendments to the budget for action by the Board of Directors. The Finance Committee may recommend to the Board of Directors potential investments consistent with prudent standards for preservation of capital and maintenance of liquidity.

D. Governing Documents Committee

The Governing Documents Committee shall be composed of a chair, who shall be appointed by the President from among concurrently serving directors, and a minimum of two (2) members. It shall be the duty of the committee to review the governing documents and submit recommendations regarding proposed amendments to the Bylaws or Articles of Incorporation to the members at the annual meeting or, if deemed necessary, at a special meeting, and regarding proposed amendments to additional governing documents to the Board of Directors.

E. Health Projects Committee

The Health Projects Committee shall be composed of a chair, who shall be appointed by the President from among concurrently serving directors, and a minimum of two (2) members. It shall be the duty of the committee to develop and implement Alliance health related programs.

F. Membership Committee

The Membership Committee shall be composed of a chair, who shall be appointed by the President from among concurrently serving directors, and a minimum of two (2) members. It shall be the duty of the committee to promote membership, develop and implement programs to recruit and retain members, and follow up with potential and former eligible members to encourage them to join.

G. Strategic Planning Committee

The Strategic Planning Committee shall be composed of the President-elect, or in the absence of a President-elect a director appointed by the President, who shall serve as chair, and a minimum of two (2) members. It shall be the duty of the committee annually to review, update and make recommendations regarding the current strategic plan to the Board of Directors and

to develop, when necessary, a new strategic plan to implement the mission and objectives of the Alliance.

Section 4. Additional Committees and Task Forces

The Board of Directors may establish special committees and/or task forces and recommend additional standing committees as it deems necessary or advisable. Each committee or task force must have a chair and two (2) or more members who serve at the pleasure of the Board of Directors.

ARTICLE XI – PARLIAMENTARY AUTHORITY

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

ARTICLE XII – AMENDMENT OF BYLAWS

The Bylaws of the Alliance may be amended by a two-thirds (2/3) vote of those present and voting or present and voting electronically stated in the meeting notice at any properly constituted annual or special meeting of the members of the Alliance, provided the proposed amendments have been transmitted by mail or electronically, to all members not fewer than thirty (30) days prior to the date of said meeting.

ARTICLE XIII – PROPERTY

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

ARTICLE XIV – DISPOSITION OF ASSETS

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

ARTICLE XV – CONFLICTS OF INTEREST

The Alliance shall have in effect a specific conflict-of-interest policy to be signed annually by each officer, board member, committee chair, consultant, and employee. 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 XVI – INDEMNIFICATION FOR ACTIONS, SUITS, OR PROCEEDINGS

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

Florida Medical Association Alliance, Inc. Bylaws.

Adopted: September 21, 2023