



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

### **Article I – MISSION**

The Florida Medical Alliance Foundation, Inc. (herein after referred to as the Foundation) is a non-profit charitable organization that works to advance medicine and public health by providing philanthropic support for health-related initiatives throughout the State of Florida.

### **Article II – MEMBERS**

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

### **ARTICLE III – 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 Foundation shall be deposited to the credit of the Foundation 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 Foundation.

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 Foundation 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 Foundation 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 Foundation 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 IV – OFFICERS**

### **Section 1. Designation of Officers**

The officers of the organization shall be President, President-Elect, Secretary, Treasurer, and Immediate Past President. These officers shall be the same persons as the President, President-Elect, Secretary, Treasurer and Immediate Past President of the Florida Medical Association Alliance, Inc. In the performance of their duties, all officers shall conform to the articles of incorporation, bylaws, policies, and parliamentary authority of the Foundation and to such other rules as the members or Board of Directors shall adopt.

### **Section 2. Duties**

A. The **President** shall be the chief corporate officer and shall preside at all meetings of the Foundation, the Board of Directors, and the Executive Committee. The President shall be responsible for seeing that the direction given by the members of the Foundation 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 Foundation. 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 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 Foundation, Board of Directors, and Executive Committee. The President-elect shall be an ex-officio member of all committees 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 Foundation 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 serve as a resource to the President and the Board of Directors. 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.

## **Article V – MEETINGS**

### **Section 1. Annual Meeting**

The regular meeting of the organization shall be known as the Annual Meeting and shall be held on the same date and at the same location as the Annual Meeting of the Florida Medical Association Alliance, Inc.

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 may be called by the President or shall be called upon upon the written request of:

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

The purpose of the meeting shall be stated in the call, which shall be sent to all members at least 15 days before the meeting.

Special meetings may occur in person and/or by electronic means. No business shall be transacted except that mentioned in the notice of the special meeting.

### **Section 3. Quorum**

Twenty percent (20%) of the members registered to attend the Annual Meeting of the Florida Medical Alliance Foundation, Inc. shall be present in person, and/or through 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 Foundation shall be present in person, and/or through electronic means stated in the meeting notice, to constitute a quorum for the transaction of business.

## **Article VI – BOARD OF DIRECTORS**

### **Section 1.**

The Board of Directors of the Foundation shall be the same persons as the Board of Directors of the Florida Medical Association Alliance. Inc. In the performance of their duties, the Board of Directors shall conform to the articles of incorporation, bylaws, policies, and parliamentary authority of the Foundation and to such other rules as the members or Board of Directors shall adopt.

### **Section 2. Powers, Responsibilities, Accountabilities**

The corporate business and affairs of the Foundation 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. Written notice of the time, place, and purpose of a meeting shall be 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.

## **ARTICLE VII – 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 Foundation 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 Florida Medical Association Alliance, Inc. 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 Foundation. 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 no fewer than 48 hours in advance to each member of the Executive Committee.

### **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 VIII – 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 Foundation and to such other rules as the members or Board of Directors shall adopt.

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

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. Committee meetings may occur in person or by electronic means.

### **Section 2. Standing Committees**

The Standing Committees shall be:

#### **A. Finance Committee**

The committee shall be composed of the members of the Florida Medical Association Alliance, Inc. Finance Committee. The Treasurer shall serve as chair. 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.

#### **B. Governing Documents Committee**

This committee shall be composed of the chair and members of the Florida Medical Association Alliance, Inc. Governing Documents Committee. 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.

### **Section 3. 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 IX – 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 X – AMENDMENT OF BYLAWS**

These bylaws may be amended by a two-thirds vote, of members present and voting, or meeting and voting through electronic means stated in the meeting notice, at any properly constituted annual or special meeting of the members, provided that the proposed amendments have been provided in writing, whether in person, by mail, or by electronic transmission, to the members at least thirty (30) days prior to the meeting.

### **ARTICLE XI – PROPERTY**

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

### **Article XII – CONFLICT OF INTEREST POLICY**

The Foundation 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 XIII – INDEMNIFICATION FOR ACTIONS, SUITS, OR PROCEEDINGS**

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