

*June 2022*



**BYLAWS**

**American Medical Association Alliance, Inc.**

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**Amended June 13, 2022**

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1 **ARTICLE I. NAME**

2 The name of this organization shall be the American Medical Association Alliance.\*

3 \*Hereinafter in these bylaws referred to as the AMA Alliance.

4 **ARTICLE II. PURPOSE**

5 The core purpose of the AMA Alliance shall be to build healthier communities by connecting  
6 physician families and collaborating to educate and advocate.

7 **ARTICLE III. COMPOSITION**

8 **Section 1. State, and County, ~~and Component~~ Alliances and Members-at-Large**

9 State and county Alliances, ~~components (resident and medical student)~~ and members-at-large  
10 shall be considered part of the AMA Alliance. Only one state Alliance to each state medical  
11 society or association shall be recognized by the AMA Alliance.

11 **Section 2. Bylaws**

12 Alliances ~~and components (resident and medical student)~~ of the AMA Alliance shall adopt their  
13 own bylaws.

14 **Section 3. Regions**

15 The AMA Alliance shall be divided into ~~four~~ regions, the composition of which will be  
16 determined by the Board of Directors.

17 **ARTICLE IV. MEMBERSHIP**

18 **Section 1. Categories, Rights, and Privileges**

19 The categories of membership shall be:

20 **A. Regular**

21 A regular member shall be any member of a physician or medical student couple, or a  
22 physician or medical student, at the time  
23 of membership. The physician or medical student must have been eligible to be a member  
24 of the AMA at the time of initial membership.

24 Regular members shall have all rights and privileges of an AMA Alliance voting members.

25 **B. Life**

26 A life member shall be a national past president upon whom life membership was conferred  
27 upon completion of term of office.\*

28 Life members shall retain all rights and privileges held at the time life membership was  
29 conferred.

30 \*Conferred only on national past presidents after June 1976; prior to June 1976, conferred on members who  
31 met the previous qualifications.

32 **C. Honorary Member**

33 An honorary member shall be an individual who has performed extraordinary service to the  
34 AMA Alliance, upon whom honorary membership was conferred by membership. Honorary  
35 members shall retain all rights and privileges held at the time honorary membership was  
36 conferred.

37 **Section 2. Dues**

38 **A. Payment**

39 Annual dues shall be paid by each member of the AMA Alliance, except life and honorary  
40 members, who shall be exempt from payment of dues.

41 **B. Amount**

42 1. Dues for members shall be determined by the Board of Directors in consultation with  
43 the Finance Council.

44 2. The Board of Directors shall increase dues no more than once in a three-year period  
45 unless otherwise authorized by the membership.

46 **C. Receipt**

47 Dues shall be receivable throughout the year.

48 **~~D. Delinquency~~ Member in Good Standing**

49 Dues must be paid through the current fiscal year for the member to be in good standing.

50 **ARTICLE V. FISCAL YEAR**

51 The fiscal year shall be from July 1 through June 30.

53 **ARTICLE VI. ANNUAL MEETING**

54 **Section 1. Definition**

55 The AMA Alliance shall hold an annual meeting of the membership to conduct the business of  
56 the AMA Alliance.

57 **Section 2. Composition, Duties, and Responsibilities**

58 Voting members shall elect the officers, directors, and members of the Bylaws Committee and  
59 two at-large members of the Nominating Committee of the Governance Council, and shall  
60 determine policies for the AMA Alliance, including but not limited to receiving and acting upon  
61 reports of the Board of Directors, giving guidance to the Board of Directors, and amending the  
62 Articles of Incorporation and bylaws.

63 **Section 3. Annual and Special Meetings**

64 Members of the AMA Alliance shall meet annually at the time and place designated by the  
65 Board of Directors.

66 Notice of time, place, and purpose of the annual meeting, together with the slate of nominees  
67 for all offices and positions to be filled at such annual meeting, shall be mailed or electronically  
68 transmitted to the members, and posted to the official website of the Alliance not less than  
69 thirty (30) days, nor more than sixty (60) days, before the annual meeting.

70 Special meetings of the AMA Alliance may be called by the president or the Board of Directors  
71 and shall be called upon written request of at least twenty-five (25) percent of the voting  
72 members of the AMA Alliance.

73 The purpose of such special meetings shall be stated with the written request. No business shall  
74 be transacted except that for which the meeting has been called. Notice of the time, place, and  
75 purpose of the meeting shall be mailed or electronically transmitted and posted to the official  
76 website of the AMA Alliance not more than thirty (30) days and not less than ten(10) days  
77 before the special meeting.

78 Meetings of the AMA Alliance may be held by use of a conference telephone or other  
79 communications equipment by means of which all persons participating in the meeting can  
80 communicate with each other. Participation in a meeting held by remote communication shall  
81 constitute presence ~~in person~~ at the meeting for all purposes, including quorum and voting.

#### 82 **Section 4. Quorum for Annual and Special Meeting**

83 One third (1/3) of the members registered shall constitute a quorum.

#### 84 **Section 5. Election Procedures**

##### 85 **A. Entitlement to Vote**

86 Each member in good standing shall be entitled to one vote.

##### 87 **B. Election of Officers**

88 1. Officers shall be elected by a majority vote.

89 2. Nominations from the floor for the incoming officers up for election (president-elect,  
90 secretary, treasurer, and directors) shall be in order, provided that a willingness to serve  
91 form has been submitted to the current chair of the Nominating Committee by the time  
92 of nomination.

##### 93 **C. Election of Bylaws Committee and Nominating Committee of the Governance Council**

94 1. ~~Election of members~~ **Members** of the Bylaws Committee and two (2) at-large members  
of the

95 Nominating Committee shall be ~~elected by ballot~~ by a plurality vote.

96 2. Nominations from the floor for the Bylaws Committee and two (2) at-large members  
97 of the Nominating Committee shall be in order, provided that written consent of any  
98 individuals nominated has been secured and submitted to the current chair of the  
99 Nominating Committee by the time of nomination.

100 3. The two candidates receiving the highest number of votes shall serve on the  
101 Nominating Committee. The candidate receiving the next highest number of votes shall  
102 serve in the event of a vacancy in one of the at-large, elected positions.

103 4. No member of the Nominating Committee may serve consecutive terms. There is no  
104 limit on the number of nonconsecutive terms that a member may serve on the  
105 Nominating Committee.

106 **Section 1. Designations** **ARTICLE VII. OFFICERS**

108 The officers of the AMA Alliance shall be the president, the president-elect, the immediate past  
109 president, the secretary, the treasurer, ~~and up to four~~ two (2) to five (5) directors.

110 **Section 2. Eligibility for Office, Election, and Term**

111 Officers shall hold office for a term of one year or until their successors are elected.

112 The officers shall be elected together in the same year by the voting members for a term of one  
113 (1) year, beginning at the close of the annual meeting at which such officers are elected and  
114 expiring at the close of the annual meeting at which such officers' successors are elected and  
115 assume office, or, if earlier, upon such individual's resignation, death, or removal from office.

~~116 No officer shall serve more than two (2) consecutive years in any one office, except directors,  
117 who may serve for three (3) consecutive years in that office. Officers, with the exception of the  
president and the president-elect, may serve up to three (3) consecutive years in the same office.~~

118 **A. General Eligibility**

119 1. To be eligible for nomination as president-elect, a member shall have served on the  
120 Board of Directors for two (2) years.

121 2. To be eligible for nomination as secretary, a member shall have served on the Board  
122 of Directors for one (1) year.

123 3. To be eligible for nomination as treasurer, a member shall have served on the Board  
124 of Directors or Finance Council for one (1) year.

125 4. To be eligible to serve as a director, a member shall have served at least one year as a  
126 council, committee, or task force member, or in an equivalent role.

127 **Section 3. Partial Terms**

128 A person who has served more than nine (9) months in any office or position shall be  
129 considered to have served the full term for the purpose of determining eligibility to serve  
130 additional terms in that office or position.

131 **Section 4. Elections Due to Emergency Conditions**

132 The Board of Directors shall be authorized to elect officers if the Annual Meeting is cancelled  
133 due to emergency conditions.

134 **Section 5. Duties of Elected Officers**

135 The president, who shall have the title of chair of the Board of Directors, shall be the chief  
136 corporate officer of the AMA Alliance and shall preside at all meetings of the Alliance and the  
137 Board of Directors. The president shall be responsible for seeing that the policies and directives  
138 of the membership and the actions of the Board of Directors are carried into effect, and for

139 reporting to the members and to the Board of Directors on the conduct and management of the  
140 operations and governance of the AMA Alliance.

141 The president shall be a voting ex-officio member of all councils and committees, with the  
142 exception of the Nominating Committee, but shall not be counted in determining number  
143 required for a quorum. The president shall perform such other duties as are assigned by the  
144 Board of Directors or prescribed elsewhere in these bylaws. The president may appoint advisors  
145 with the approval of the Board of Directors.

146 The president-elect shall assist the president in seeing that the policies and directives of the  
147 membership and the Board of Directors are carried into effect. The president-elect shall be a  
148 voting ex-officio member of all councils and committees, with the exception of the Nominating  
149 Committee, but the president-elect shall not be counted in determining the number required  
150 for a quorum. The president-elect shall perform such other duties as assigned by the Board of  
151 Directors or prescribed elsewhere in these bylaws.

152 The secretary shall be responsible for seeing that notices are issued of all meetings of the  
153 membership and Board of Directors and shall see that minutes of such meetings are kept. The  
154 secretary shall be responsible for the custody of corporate books, records, and files; shall  
155 exercise the powers and perform such other duties usually incidental to the office of secretary;  
156 and shall exercise such other powers and perform such other duties as may be assigned by the  
157 president or Board of Directors. The secretary shall chair the Bylaws Committee of the  
158 Governance Council.

159 The treasurer shall be responsible for receipt and custody of all monies of the AMA Alliance and  
160 for the disbursement thereof as authorized; keeping of accurate accounts of monies received  
161 and paid out; and preparation and issuance of financial statements and reports. The treasurer  
162 shall exercise the powers and perform such other duties usually incidental to the office of  
163 treasurer and shall exercise such other powers and perform such other duties as may be  
164 assigned by the president or Board of Directors. The treasurer shall be chair of the Finance  
165 Council.

166 All officers shall conform to the bylaws, procedure for national personnel, the parliamentary  
167 authority of the AMA Alliance, such other rules as the membership or Board of Directors shall  
168 adopt, the federal laws of the United States, and state laws of Illinois.

## 169 **Section 6. Vacancies**

170 In the event of a permanent vacancy occurring by death, resignation, or otherwise in the office  
171 of president, the president-elect shall immediately become president and serve until the close  
172 of the next annual meeting. If the president-elect succeeds to the presidency nine (9) months or  
173 more prior to the following annual meeting, the registered voting members, at the following  
174 annual meeting, shall elect another eligible person as president prior to the election of the  
175 president-elect.

176 In the event of a vacancy in the office of president-elect, the Board of Directors, at a regularly  
177 scheduled meeting or a special meeting called by the president for that purpose, shall elect a

178 president-elect from among the elected officers ~~upon the recommendation of~~ in consultation  
179 with the Nominating  
180 Committee, for a term expiring at the close of the next annual meeting of the AMA Alliance.  
181 In the event of a permanent vacancy occurring by death, resignation, or otherwise in the  
182 positions of secretary, treasurer, or director, the Board of Directors shall by a majority vote fill  
183 the positions ~~upon the recommendation of~~ in consultation with the Nominating Committee for a  
184 term expiring at  
185 the close of the next annual meeting of the AMA Alliance. Nine (9) months shall be considered a  
186 full year of service.  
187 In the event of a vacancy in the office of immediate past president, the remaining members of  
188 the Board of Directors, at a regular meeting or a special meeting called by the president for that  
189 purpose, shall elect an immediate past president, electing the most recent past president who is  
190 willing to serve. The immediate past president shall fulfill the duties prescribed for that office in  
191 these bylaws and in the AMA Alliance Procedure for National Personnel.  
192 In the event of a temporary absence or disability of the president, the president-elect shall  
193 preside at meetings of the AMA Alliance and Board of Directors. The president-elect shall have  
194 such other powers and perform such other duties as may be assigned by the president or Board  
195 of Directors. In the event of the absence of the president and the president-elect, the secretary  
196 or, in the secretary's absence, another board member shall call to order the meeting of the  
197 AMA Alliance or the Board of Directors, at which time a chair pro-tem shall be elected to  
198 preside.

## 197 **ARTICLE VIII. NOMINATIONS, ELECTIONS, APPOINTMENTS, VACANCIES**

### 198 **Section 1. Nominations**

199 The Nominating Committee shall be responsible for ~~vetting~~ evaluating nominees and slating the  
200 officers.  
201 The Nominating Committee shall present to the voting members at the annual meeting of the  
202 AMA Alliance a single slate of nominees for the officers and nominees to serve on the Bylaws  
203 Committee and Nominating Committee of the Governance Council.

### 203 **Section 2: Responsibilities**

204 The duties of the Governance Council shall be provided in the AMA Alliance Procedure for  
205 National Personnel. The Governance Council shall conform to the bylaws, policies, and  
206 procedure for national personnel, parliamentary authority of the AMA Alliance, such other rules  
207 as the registered voting members at the Annual Meeting or Board of Directors shall adopt,  
208 federal laws of the United States, and state laws of Illinois.

### 209 **Section 3: Confidentiality**

210 All activities involving ~~vetting~~ evaluating nominees and slating officers shall be confidential to the  
211 extent  
212 allowable by law.

### 212 **Section 4. Appointments**

213 All appointments shall be made in accordance with the AMA Alliance Procedure for National

214 Personnel.

215 **Section 5: Vacancies**

216 Any vacancies on the councils may be filled by the president ~~upon the recommendation of the~~  
217 ~~Nominating Committee and~~ with the approval of the Board of Directors.

218 **ARTICLE IX. BOARD OF DIRECTORS**

219 **Section 1. Powers, Responsibilities, and Accountabilities**

220 The corporate business and affairs of the AMA Alliance shall be governed by the Board of  
221 Directors except as may be otherwise provided for in these bylaws or the AMA Alliance Articles  
222 of Incorporation.

223 **Section 2. Composition**

224 The Board of Directors shall be the president, president-elect, immediate past president,  
225 secretary, treasurer, and ~~up to four (4)~~ two (2) to five (5) directors. The chair of the Alliance  
Health Education

226 Initiative shall serve, or may appoint to serve, an officer from the Alliance Health Education  
227 Initiative's Board of Trustees, as a nonvoting ex-officio member.

228 **Section 3. Term of Office and Vacancies**

229 Members of the Board of Directors shall serve for a term of one (1) year, beginning at the close  
230 of the annual meeting at which they are elected or appointed and expiring at the close of the  
231 next annual meeting. No member shall serve more than a total of eight (8) years on the Board  
232 of Directors. This term of office shall not apply to the offices of president or immediate past  
233 president.

234 **Section 4. Duties**

235 The Board of Directors shall conform to the bylaws, ~~policy~~ policies, and procedure for national  
236 personnel, parliamentary authority of the AMA Alliance, such other rules as the voting members  
237 at the annual meeting shall adopt, the federal laws of the United States, and the state laws of  
238 Illinois. A resolution regarding dissolution of the AMA Alliance may be considered by the Board  
239 of Directors at a special meeting requiring at least thirty (30) days' notice. Adoption of such a  
240 resolution requires a unanimous affirmative vote of the board members then in office, with the  
241 exception of ex-officio members. Voting may be in person, by teleconference, or by electronic  
242 means. If the Board of Directors adopts a resolution for dissolution, said resolution shall be  
243 submitted to the membership for action.

244 **Section 5. Regular Meetings**

245 The Board of Directors shall meet no less than once a year. Notice of time, place, and purpose  
246 of the meeting shall be mailed or electronically transmitted to each board member not less  
247 than ten (10) days before the meeting.

248 **Section 6. Special Meetings**

249 Special meetings may be called by the president. Special meetings shall be called by the  
250 president within fourteen (14) days upon written request of at least two-thirds (2/3) of the  
251 members of the Board of Directors. The purpose and time of such meeting shall be started with  
252 the request, and no business shall be transacted except that for which the meeting has been



253 called. The location of the meeting shall be determined by the president. Notice of the time,  
254 place, and purpose of the meeting shall be electronically transmitted to each member of the  
255 Board of Directors not less than three (3) business days before the meeting.

#### 256 **Section 7. Meetings by Remote Communication**

257 Meetings of the AMA Alliance Board of Directors may be held by use of a conference telephone  
258 or other communications equipment by means of which all persons participating in the meeting  
259 can communicate with each other. Participation in a meeting held by remote communication  
260 shall constitute presence ~~in-person~~ at the meeting for all purposes, including quorum and  
261 voting.

#### 262 **Section 8. Quorum**

~~263~~—A majority of the members of the Board of Directors must be present (~~in-person or linked by~~  
~~264~~—~~telecommunication such that all members participating in the meeting are able to hear one~~  
265 ~~another~~) to constitute a quorum.

### 266 **ARTICLE X. COUNCILS, COMMITTEES, and TASK FORCES**

#### 267 **Section 1. Designations**

##### 268 **A. Councils**

269 The standing councils shall be the Governance Council, Finance Council, Membership  
270 Council, Communications Council, Programs Council, ~~and~~ Events Council and Advocacy &  
Legislation Council.

##### 271 **B. Operating Committee**

272 Operating committees may be created by the Board of Directors to carry out the strategic  
273 goals of the Alliance.

##### 274 **C. Task Forces**

275 Task forces shall be appointed by the president and approved by the Board of Directors  
276 specific projects and time periods.

#### 277 **Section 2: Appointments**

278 Chairs, unless otherwise designated, of standing councils, task forces, and operating  
279 committees shall be appointed yearly by the president and approved by the Board of Directors.  
280 Chairs may serve unlimited consecutive terms.

#### 281 **Section 3. Composition**

282 **A. The Governance Council** shall be composed of the Nominating Committee, chaired by  
283 the immediate past president; the Bylaws Committee, chaired by the secretary; and the  
284 Strategic Planning Committee, chaired by the president.

##### 285 **1. Nominating Committee**

286 The Nominating Committee of the Governance Council shall include ~~four (4) regionally~~  
287 ~~selected members~~ a regionally selected member from each region plus two (2) at-large  
288 elected members and will be chaired by the immediate past president. Each region shall submit the names of a representative and

289 alternate to the president no less than sixty (60) days prior to the annual meeting. If  
290 none is selected, or in the event of a vacancy after the selection, the president shall  
291 appoint a representative from that region. In addition to the ~~four~~ regionally selected  
292 Nominating Committee members, additional nominations shall be accepted from the  
293 floor at the annual meeting, from which two (2) will be elected by the membership.  
294 Members must be present to be nominated from the floor. The additional two members  
295 elected by the membership shall not be from the same region. The Nominating  
296 Committee shall slate the board of directors for the upcoming year, as well as offer  
297 candidates for election to the Bylaws Committee and Nominating Committee of the  
298 Governance Council.

## 299 **2. Bylaws Committee**

300 The Bylaws Committee of the Governance Council shall include the secretary and up to  
301 four (4) elected  
302 members ~~and the secretary~~. The Governance Council shall be responsible for  
303 organizational affairs. The secretary shall chair the Bylaws Committee and shall be  
responsible for oversight of the governance documents.

~~304~~ **B. The Finance Council** shall be chaired by the treasurer and shall include ~~the chair of the~~  
305 ~~Annual Meeting Committee and~~ additional members appointed by the president.

306 **C. Additional Councils** shall be Membership, Communications, Programs, ~~and~~ Events and  
307 Advocacy & Legislation. Chairs  
and members shall be appointed by the president.

308 **D. Operating Committees and Task Forces** shall be composed of a chair and at least two (2)  
309 additional members appointed by the president.

## 310 **ARTICLE XI. PARLIAMETARY AUTHORITY**

311 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern  
312 proceedings of the AMA Alliance, subject to any special rules that have been or may be  
313 adopted.

### 314 **Section 1. Method**

## ARTICLE XII. AMENDMENTS

315

316 Proposed amendments may be submitted to the Bylaws Committee by state alliances, county  
317 alliances, individual members, the AMA Alliance Board of Directors, and AMA Alliance councils,  
318 committees, and task forces. Such proposed amendments shall be received by the secretary no  
319 less than ninety (90) days prior to the annual meeting. The bylaws of the AMA Alliance shall be  
320 amended by two-thirds (2/3) of the votes cast, provided the membership has been given notice  
321 of proposed amendment pursuant to these bylaws. Notice shall be electronically transmitted  
322 and posted to the official website of the AMA Alliance not less than thirty (30) days before the  
323 date of said meeting.

## 324 **Section 2. Presentation**

325 Only the Bylaws Committee may present proposed amendments to the members at the annual  
326 meeting.

## 327 **ARTICLE XIII. DIRECTOR CONFLICTS OF INTEREST**

328 No contract or other transaction between the AMA Alliance and one or more of its board  
329 members or any other corporation, firm, association, or entity in which one or more board  
330 members are directors or officers or are financially interested shall be either void or voidable  
331 because of such relationship or interest or because such director or directors are present at the  
332 meeting of the Board of Directors or a committee thereof which authorizes, approves, or  
333 ratifies such contract or transaction or because their votes are counted to such purpose, if:

334 **A.** the fact of such relationship or interest is disclosed or known to the Board of Directors or  
335 council which authorizes, approves, or ratifies the contract or transaction by a vote of  
336 consent sufficient for the purpose without counting the votes or consent of such interested  
337 board members, or

338 **B.** the contract or transaction is fair and reasonable as to the AMA Alliance at the time it is  
339 authorized by the Board of Directors or a council.

340 Board members may be counted in determining the presence of a quorum at a meeting of the  
341 Board of Directors or a committee thereof that authorizes, approves, or ratifies such a contract  
342 or transaction.

## 343 **ARTICLE XIV. EMERGENCY CLAUSE**

344 In case of war or other great disaster or extraordinary emergency, the functions and duties of  
345 the AMA Alliance shall be as prescribed under applicable law.

## 346 **ARTICLE XV. DISSOLUTION**

347 A resolution submitted by the Board of Directors to the membership for action regarding  
348 dissolution of the AMA Alliance shall be voted on by the membership at an in-person meeting,  
349 by electronic means, by mail, or by any combination thereof. The Board of Directors shall  
350 determine all logistics of such a vote, which shall include requirements of written notification to  
351 all members at least thirty (30) days prior to the vote being taken and at least two-thirds of the  
352 votes cast for adoption of the resolution.

## 353 **ARTICLE XVI. DISPOSITION OF ASSETS**

354 No person shall possess any property right in or to the property or assets of the AMA Alliance.  
355 Upon dissolution of the AMA Alliance and after all obligations are satisfied, all assets shall be  
356 distributed exclusively to one or more charitable organizations/foundations currently supported  
357 by the AMA Alliance.