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# BYLAWS

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American Medical Association Alliance, Inc.  
BYLAWS  
Amended June 2016

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2 **ARTICLE I. NAME**

3  
4 The name of this organization shall be the American Medical Association Alliance. \*  
5 \*Hereinafter in these Bylaws referred to as the AMA Alliance

6  
7  
8 **ARTICLE II. PURPOSES**

9  
10 The core purpose of the AMA Alliance shall be to unite and empower physician families.  
11

12  
13 **ARTICLE III. COMPOSITION**

14  
15 **Section 1. State, County and Component Alliances**

16 State and County Alliances, Components (Resident and Medical Student) and Members-  
17 at-Large shall be considered part of the AMA Alliance. Only one state Alliance to each  
18 state Medical Society or Association shall be recognized by the AMA Alliance.  
19

20 **Section 2. Bylaws**

21 Alliances and Components (Resident and Medical Student) of the AMA Alliance shall  
22 adopt their own bylaws.  
23

24  
25 **ARTICLE IV. MEMBERSHIP**

26  
27 **Section 1. Categories, Rights and Privileges**

28 The categories of membership shall be:  
29

30 A. **Regular:**

31 A regular member shall be any member of a physician or medical student couple  
32 at the time of membership. The physician or medical student must have been  
33 eligible to be a member of the AMA at the time of initial membership.  
34

35 Regular members shall have all rights and privileges of an AMA Alliance voting  
36 member.  
37

38 B. **Life Member:**

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

41  
42 Life members shall retain all rights and privileges held at the time life membership  
43 was conferred.  
44

45 \*Conferred only on national past presidents after June 1976; prior to June 1976,  
46 conferred on members who met the previous qualifications.  
47

48 C. **Honorary Member:**

49 An honorary member shall be an individual who has performed extraordinary

50 service to the AMA Alliance, upon whom honorary membership was conferred by  
51 membership.

52  
53 Honorary members shall retain all rights and privileges held at the time honorary  
54 membership was conferred.

55

56 **Section 3. Dues**

57

58 **A. Payment:**

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

61

62 **B. Amount:**

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

65

66 2. The Board of Directors shall increase dues no more than once in a three year  
67 period unless authorized by the membership.

68

69 **C. Receipt:**

70 Dues shall be receivable throughout the year.

71

72 **D. Delinquency:**

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

75

76

77

**ARTICLE V. FISCAL YEAR**

78

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

80

81

82

**ARTICLE VI. ANNUAL MEETING**

83

84 **Section 1. Definition**

85 The AMA Alliance shall hold an annual meeting of the membership to conduct the  
86 business of the AMA Alliance.

87

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

89 Voting Members shall elect the officers, directors, and members of the Governance and  
90 Member Councils, determine policies for the AMA Alliance, including but not limited to,  
91 receiving and acting upon reports of the Board of Directors, giving guidance to the Board  
92 of Directors, amending the Articles of Incorporation, Bylaws, and Annual Meeting  
93 Procedure.

94

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

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

98  
99 Notice of time, place, and purpose of the annual meeting, together with the slate of  
100 nominees for all offices and positions to be filled at such annual meeting shall be mailed  
101 or electronically transmitted, and posted to the official website of the AMA Alliance not  
102 less than thirty (30) days, nor more than 60 days, before the annual meeting.

103  
104 Special meetings of the AMA Alliance may be called by the president or the Board of  
105 Directors and shall be called upon written request of at least twenty-five (25) percent of  
106 the voting members of the AMA Alliance.

107  
108 The purpose of such special meetings shall be stated with the written request. No  
109 business shall be transacted except for that which the meeting has been called. Notice of  
110 the time, place, and purpose of the meeting shall be mailed, or electronically transmitted  
111 and posted to the official website of the AMA Alliance not more than thirty (30) days and  
112 not less than ten (10) days before the special meeting.

113

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

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

116

#### 117 **Section 5. Election Procedures.**

118

##### 119 A. Entitlement to Vote

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

121

##### 122 B. Election of Officers

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

124

125 2. There shall be no nominations from the floor for officers.

126

##### 127 C. Election of Governance Council and Member Council

128 1. Election of members of the Governance Council and Member Council shall be by  
129 ballot by a plurality vote.

130

131 2. Nominations from the floor for Governance Council and Member Council shall  
132 be in order, provided that written consent of any individual nominated has been  
133 secured and submitted to the current chair of the Nominating Committee at the time  
134 of nomination.

135

136

137

## ARTICLE VII. OFFICERS

138

### Section 1. Designations

139 The officers of the AMA Alliance shall be the president, the president-elect, the  
140 secretary, the treasurer, and two (2) to five (5) directors.

141

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

143 The officers shall be elected together in the same year by the voting members for a term  
144 of one (1) year, beginning at the close of the annual meeting at which such officers are  
145 elected and expiring at the close of the annual meeting at which such officers' successors  
146 are elected and assume office, or, if earlier, upon such individual's resignation, death, or  
147 removal from office. No officer shall serve more than two (2) consecutive years in any  
148 one office, except directors, who may serve for three (3) consecutive years in that office.

149

150 **A General Eligibility:**

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

153

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

156

157 3. All members in good standing shall be eligible for nomination as director.

158

159 **Section 3. Partial Terms**

160 A person who has served more than nine months in any office or position, shall be  
161 considered to have served the full term for the purpose of determining eligibility to serve  
162 additional terms in that office or position.

163

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

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

167

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

169 The president, who shall have the title of chair of the Board of Directors, shall be the  
170 chief corporate officer of the AMA Alliance and shall preside at all meetings of the  
171 Alliance and the Board of Directors. The president shall be responsible for seeing that  
172 the policies and directives of the membership and the actions of the Board of Directors  
173 are carried into effect, and for reporting to the members and to the Board of Directors on  
174 the conduct and management of the operations and governance of the AMA Alliance.

175 The president shall be a voting ex-officio member of all councils and committees, with  
176 the exception of the nominating committee, but shall not be counted in determining the  
177 number required for a quorum. The president shall perform such other duties as are  
178 assigned by the Board of Directors or prescribed elsewhere in these bylaws. The  
179 president may appoint advisors with the approval of the Board of Directors.

180

181 The president-elect shall assist the president in seeing that the policies and directives of  
182 the membership and the Board of Directors are carried into effect. The president-elect  
183 shall be a voting ex-officio member of all Councils and committees, with the exception of  
184 the Nominating Committee of the Governance Council, but the president-elect shall not  
185 be counted in determining the number required for a quorum. The president-elect shall  
186 perform such other duties as assigned by the Board of Directors or prescribed elsewhere  
187 in these bylaws.

188

189 The secretary shall be responsible for seeing that notices are issued of all meetings of the  
190 membership and board of directors, and shall see that minutes of such meetings are kept.  
191 The secretary shall be responsible for the custody of corporate books, records and files,  
192 and shall exercise the powers and perform such other duties usually incidental to the  
193 office of secretary, and shall exercise such other powers and perform such other duties as  
194 may be assigned by the president or Board of Directors. The Secretary shall chair the  
195 Bylaws committee of the Governance Council.

196

197 The Treasurer shall be responsible for receipt and custody of all monies of the AMA  
198 Alliance and for the disbursement thereof as authorized; keeping of accurate accounts of  
199 monies received and paid out; and preparation and issuance of financial statements and  
200 reports. The treasurer shall exercise the powers and perform such other duties usually  
201 incidental to the office of treasurer, and shall exercise such other powers and perform  
202 such other duties as may be assigned by the president or Board of Directors. The  
203 treasurer shall be chair of the Finance Council.

204

205 All officers shall conform to the Bylaws, Policy, Procedure for National Personnel, the  
206 parliamentary authority of the AMA Alliance, such other rules as the membership or  
207 Board of Directors shall adopt, the federal laws of the United States, and state laws of  
208 Illinois.

209

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

216

217 In the event of a vacancy in the office of president-elect, the Board of Directors, at a  
218 regularly scheduled meeting or a special meeting called by the president for that purpose,  
219 shall elect a president-elect from among the elected officers upon the recommendation of  
220 the Nominating Committee, for a term expiring at the close of the next annual meeting of  
221 the AMA Alliance. Nine (9) months shall be considered a full year of service.

222

223 In the event of a permanent vacancy occurring by death, resignation, or otherwise, in the  
224 positions of secretary, treasurer, or director, the Board of Directors shall by a majority  
225 vote, fill the positions upon the recommendation of the Nominating Committee for a term  
226 expiring at the close of the next annual meeting of the AMA Alliance. Nine (9) months  
227 shall be considered a full year of service.

228

229 In the event of a vacancy in the office of Immediate Past President, the remaining  
230 members of the Board of Directors, at a regular meeting or a special meeting called by  
231 the President for that purpose, shall elect an Immediate Past President, electing the most  
232 recent past president who is willing to serve. The Immediate Past President shall fulfill

233 the duties prescribed for that office in these bylaws and in the Rules of Procedure for  
234 National Personnel.

235

236 In the event of a temporary absence or disability of the president, the president-elect shall  
237 preside at meetings of the AMA Alliance and Board of Directors. The president-elect  
238 shall have such other powers and perform such other duties as may be assigned by the  
239 president or Board of Directors.

240

241

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

243

### 244 **Section 1. Nominations**

245 The Nominating Committee of the Governance Council shall be responsible for vetting  
246 candidates and slating the officers.

247

### 248 **Section 2: Responsibilities:**

249 The duties of the Governance Council shall be provided in the Procedure for National  
250 Personnel.

251

252 The Nominating Committee shall present to the voting members at the Annual Meeting  
253 of the AMA Alliance a single slate of nominees for the Officers and Directors and a  
254 ballot of members to serve on the Governance Council and Member Council.

255

256 The Governance Council shall conform to the Bylaws, Policies, and Procedure for  
257 National Personnel, parliamentary authority of the AMA Alliance, such other rules as the  
258 registered voting members at the Annual Meeting or Board of Directors shall adopt,  
259 federal laws of the United States, and state laws of Illinois.

260

### 261 **Section 3: Confidentiality:**

262 All activities involving vetting nominees and slating officers shall be confidential to the  
263 extent allowable by law.

264

### 265 **Section 4. Appointments**

266 All appointments shall be made in accordance with the Procedure for National Personnel.

267

### 268 **Section 5: Vacancies**

269 Any vacancies on the Councils may be filled by the president upon the recommendation  
270 of the Nominating Committee and with the approval of the Board of Directors.

271

272

273

## 273 **ARTICLE IX. BOARD OF DIRECTORS**

274

### 275 **Section 1. Powers, Responsibilities, and Accountabilities**

276 The corporate business and affairs of the AMA Alliance shall be governed by the Board  
277 of Directors except as may be otherwise provided in these bylaws or the Articles of  
278 Incorporation.

279



280 **Section 2. Composition**

281 The Board of Directors shall be the President, President-elect, Immediate Past President,  
282 Secretary, Treasurer and elected directors. The number of directors shall not exceed  
283 eleven (11) in total. The Chairman of the Alliance Health Education Initiative shall serve  
284 as a non-voting ex-officio member.

285

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

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

292

293 **Section 4. Duties**

294 The Board of Directors shall conform to the Bylaws, Policy, and Procedure for National  
295 Personnel, parliamentary authority of the AMA Alliance, such other rules as the voting  
296 members at the Annual Meeting shall adopt, the federal laws of the United States, and the  
297 state laws of Illinois.

298

299 **Section 5. Regular Meetings**

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

303

304 **Section 6. Special Meetings**

305 Special meetings may be called by the president. Special meetings shall be called by the  
306 president within fourteen (14) days upon written request of at least 2/3 of the members of  
307 the Board of Directors. The purpose and time of such meeting shall be stated with the  
308 request, and no business shall be transacted except for that which the meeting has been  
309 called. The location of the meeting shall be determined by the president. Notice of the  
310 time, place, and purpose of the meeting shall be mailed or electronically transmitted to  
311 each member of the Board of Directors not more than 30 days and not less than 10 days  
312 before the meeting.

313

314 **Section 7. Quorum**

315 A majority of the members of the Board of Directors must be present (in person or linked  
316 by telecommunication such that all members participating in the meeting are able to hear  
317 one another) to constitute a quorum.

318

319

320 **ARTICLE X. COUNCILS, COMMITTEES, and TASK FORCES**

321

322 **Section 1. Designations**

323 A. Councils

324 The Standing Councils shall be the Finance Council, the Governance Council, and the  
325 Member Council.

326

## 327 B. Operating Committees

328 Operating Committees may be created by the Board of Directors to carry out the strategic  
329 goals of the Alliance

330

## 331 C. Task Forces

332 Task Forces shall be appointed by the president and approved by the Board of Directors  
333 for specific projects and time periods.

334

335 **Section 2: Appointments**

336 Chairs, unless otherwise designated, of Standing Councils, Task Forces, and Operating  
337 Committees shall be appointed by the president and approved by the Board of Directors.  
338 Chairs shall be appointed for one year and shall serve no more than two consecutive  
339 years in the same position.

340

341 **Section 3. Composition**

342

343 A. The Governance Council shall be chaired by a Director. The Governance Council  
344 shall include five (5) to nine (9) members, including the Immediate Past President  
345 and the Secretary. The Governance Council shall be responsible for  
346 organizational affairs and shall include the Bylaws and Nominating Committees.

347

348 The president, in consultation with the Immediate Past President, shall assign  
349 specific duties to elected council members.

350

351 B. The Finance Council shall be chaired by the Treasurer and shall have two (2) to  
352 four (4) additional members appointed by the president.

353

354 C. The Member Council shall be chaired by a Director and shall have five (5) to  
355 eleven (11) members, who shall be elected by the voting members. The President  
356 may appoint, subject to the approval of the Board of Directors, a Regular AMA  
357 Alliance member, who is a member of a Resident Physician couple and/or a  
358 Medical Student couple to serve on the Member Council

359

360 D. Operating Committees and Task Forces shall be composed of a chair and at  
361 least two (2) additional members appointed by the President.

362

## 363 1. Nominating Committee.

364 The Immediate Past President shall chair the Nominating Committee and the  
365 additional members shall be appointed by the president, in consultation with the  
366 Immediate Past President, from among members elected to the Governance  
367 Council.

368

369 The Nominating Committee shall slate the officers for the upcoming year as well  
370 as offer candidates for election to the Governance and Member Councils.

371

372 2. Bylaws Committee

373 The Secretary shall chair the Bylaws committee and shall be responsible for  
374 oversight of the governance documents.  
375

376  
377 **ARTICLE XI. PARLIAMENTARY AUTHORITY**  
378

379 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall  
380 govern proceedings of the AMA Alliance, subject to any special rules, which have been  
381 or may be adopted.  
382

383 **ARTICLE XII. AMENDMENTS**  
384

385 **Section 1. Method**

386 Proposed amendments may be submitted to the Bylaws Committee by state alliances,  
387 county alliances, members-at-large, the AMA Alliance Board of Directors, and AMA  
388 Alliance Councils, Committees, and Task Forces. Such proposed amendments shall be  
389 received by the Secretary no less than 90 days prior to the annual meeting.  
390

391 The bylaws of the AMA Alliance shall be amended by two-thirds (2/3) of votes provided  
392 the membership has been given notice of proposed amendment pursuant to these bylaws.  
393

394 Notice shall be electronically transmitted and posted to the official website of the AMA  
395 Alliance not less than thirty (30) days before the date of said meeting.  
396

397  
398 **Section 2. Presentation**

399 Only the Bylaws Committee may present proposed amendments to the members at the  
400 Annual Meeting.  
401

402 **Section 3. Revision**

403 These Bylaws may be revised only upon authorization by those present and voting at any  
404 properly constituted Annual Meeting. A summary of the proposed revision shall be  
405 included in the Call to the Annual Meeting provided to the membership at least 30 days  
406 prior to the Annual Meeting at which action is to be taken.  
407

408  
409 **ARTICLE XIII. DIRECTOR CONFLICTS OF INTEREST**  
410

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

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- A. the fact of such relationship or interest is disclosed or known to the Board of Directors or Council which authorizes, approves or ratifies the contract or transaction by a vote of consent sufficient for the purpose without counting the votes or consent of such interested board members, or
- B. the contract or transaction is fair and reasonable as to the AMA Alliance at the time it is authorized by the Board of Directors or a Council.

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

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

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

#### **ARTICLE XV. DISPOSITION OF ASSETS**

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