

West Virginia State Medical Association Alliance, Inc.

BYLAWS

ARTICLE I. NAME

The name of this organization shall be the West Virginia State Medical Association Alliance, Incorporated (hereinafter referred to as WVSMA Alliance).

ARTICLE II. PURPOSES

The purposes of the WVSMA Alliance shall be exclusively educational and charitable. They shall be:

- to collaborate with the West Virginia State Medical Association (hereinafter referred to as WVSMA) in serving the health care needs of the people of West Virginia;
- to promote the programs of the American Medical Association Alliance;
- to promote health education;
- to assist component Alliances with their programs and projects;
- to support health-related, charitable endeavors;
- to educate the public and those in the health care professions regarding issues of importance to the delivery of health care in West Virginia.

ARTICLE III. COMPONENT ALLIANCES

Section 1. Component Alliances shall be the Alliances to the county or district medical societies or associations. These component Alliances shall be federated to form the WVSMA Alliance.

Section 2. Each component Alliance shall adopt its own bylaws which shall not conflict with the purposes and policies of the WVSMA Alliance.

Section 3. Component Alliances may obtain 501(c)(3) tax status as components of the state Alliance.

ARTICLE IV. MEMBERSHIP

Section 1. Categories

The categories of membership shall be regular, associate, physician, resident physician spouse, medical student spouse, and honorary.

- A. Regular
 - 1. A regular member shall be the spouse, widow or widower (provided that person has not remarried outside the profession) of a regular member of the WVSMA.
 - 2. Members-at-large are regular members residing where there is no component Alliance.
- B. Associate
 - 1. An associate member shall be the spouse, widow, widower of a physician who qualifies or qualified but is or was not a member of the WVSMA.
- C. Physician
 - 1. A physician member shall be a member of the WVSMA.
- D. Resident Physician Spouse
 - 1. A resident physician spouse member shall be the spouse of an intern, resident or fellow in an accredited training program. Resident physician spouses may be regular members as defined in A., above.
- E. Medical Student Spouse
 - 1. A medical student spouse member shall be the spouse of student enrolled in an accredited medical school.
- F. Honorary
 - 1. An honorary member shall be a regular member upon whom honorary membership was conferred by the House of Delegates.

Section 2. Rights and Privileges

- A. All members shall be represented in the House of Delegates, shall be eligible to attend meetings and shall receive the official publication.
- B. Regular members shall be eligible to hold office and to be members of the House of Delegates.

Section 3. Dues

A. Payment

Each member classified as regular, associate, physician, resident physician spouse medical student spouse shall pay annual dues.

B. Amount

1. Dues for regular and associate members shall be determined by the House of Delegates and shall remain in effect until changed by the House of Delegates upon recommendation of the Board of Directors. Amount shall be included in Policies & Procedures.
2. Dues for resident physician spouse and medical student spouse members shall be determined by the Board of Directors and shall remain in effect until changed by the Board of Directors upon recommendation of the Finance Committee. Amount shall be included in Policies & Procedures.

C. Receipt

1. Dues must be paid in accordance with instructions from the treasurer.

ARTICLE V. FISCAL YEAR

The fiscal year of the state Alliance shall be determined by the Board of Directors and shall be included in Policies & Procedures.

ARTICLE VI. HOUSE OF DELEGATES

Section 1. WVSMA Alliance

A. Definition

1. The Annual Session of the WVSMA Alliance House of Delegates shall be the convocation of all members for the presentation and discussion of subjects pertaining to the WVSMA Alliance.

B. Session

1. The House of Delegates shall meet annually at the time and place designated by the Board of Directors.
2. All members attending the House of Delegates shall pay a registration fee. Amount shall be included in Policies & Procedures.

3. The Annual Session may be postponed or canceled by the Board of Directors when necessitated by emergency conditions.

C. Composition

1. Delegates shall be regular members of the WVSMA Alliance.
2. Each component Alliance shall be entitled to one delegate and one alternate delegate for each 25 members or major fraction thereof, in addition to its president and president-elect. If an Alliance is governed by a committee, two members of that committee can represent that Alliance, in addition to its allocated delegates. Each component Alliance of less than 25 members is entitled to one delegate and one alternate delegate.
3. The delegates shall form the voting body of the House of Delegates.
4. Members of the WVSMA Alliance and guests may attend meetings of the House of Delegates.

D. Duties

1. Be the governing and policy-making body of the WVSMA Alliance.
2. Transact all business of the WVSMA Alliance not otherwise specifically provided for in these Bylaws.
3. Adopt a proposed budget for the ensuing year.
4. Elect the nominating committee members and the officers.

E. Privileges

1. Only delegates may introduce business or vote.

F. Quorum

1. One-third of the registered voting delegates shall constitute a quorum.

G. Call

1. The Call to the annual session of the House of Delegates shall be included in the issue of the official publication preceding the Annual Meeting.
2. A letter containing general information and specific instructions shall be sent to all the members of the board of directors from the president and the corresponding secretary two (2) months prior to the Annual Meeting.

Section 2. American Medical Association Alliance, Inc. Delegation

- A. Composition
 - 1. The state president and one delegate for each 300 members or major fraction thereof, paid, regular members of the AMA Alliance whose dues are received at AMA Alliance Headquarters by March 31 preceding the annual session of the House of Delegates; and one delegate for each 300 members or major fraction thereof whose dues are received at AMA Alliance Headquarters between April 1 and June 30 of the previous year.

- B. Alternates
 - 1. There shall be one alternate delegate for each delegate.

- C. Determination
 - 1. Delegates to the AMA Alliance, Inc., Convention are appointed by the president with the approval of the Executive Committee.

ARTICLE VII. NOMINATION, ELECTIONS, APPOINTMENTS, VACANCIES

Section 1. Nominations

- A. Nominating Committee
 - 1. Composition

The Nominating Committee shall consist of five members:

 - a. the immediate past president, who shall be chairman.
 - b. the president-elect.
 - c. three (3) members elected from the general membership.

 - 2. Election
 - a. The three regular members shall be elected at the Annual Meeting by ballot from a slate of, at least, six. The recording secretary shall record and preserve the number of votes cast for each nominee.

 - 3. Term of Office
 - a. Members of the Nominating Committee shall serve from the close of the Annual Meeting at which they are elected to the close of the next Annual Meeting.
 - b. No member of this committee shall serve two years consecutively.

 - 4. Meetings
 - a. The nominating committee shall meet at least once before the slate of officers is presented.

Section 2. Additional Nominations

Additional nominations for any office except president may be made from the floor of the House of Delegates, provided consent of the eligible nominee has been obtained.

Section 3. Elections

- A. The president-elect and vice-president shall be elected annually by the House of Delegates, and shall assume office at the close of the session at which they are elected.
- B. The secretary shall be elected for a two-year term in odd years and the treasurer for a two-year term in even years.
- C. Election shall be by ballot, except when the number of nominees does not exceed the number to be elected, in which case the election may be by voice vote.
- D. A majority vote shall elect.

Section 4. Appointments

- A. All appointments shall be approved by the Executive Committee.
- B. The president shall make special appointments in accordance with Article VI, Section 2C, and Article VIII, Section 3A, 1 c, d, e and f of these Bylaws.

Section 5. Term of Office

Officers shall serve for one year or until their successors are installed, except for the recording secretary and treasurer who shall serve a two-year term.

Section 6. Vacancies

- A. If the presidency is vacated, the president-elect shall immediately become president and serve for the remainder of the term. If the time served is less than nine months, she or he shall serve as president until the second Annual Meeting following her election as president-elect. If the president-elect succeeds to the presidency nine months or more prior to the following Annual Meeting, the House of Delegates at the following annual session shall elect an eligible person as president.
- B. If there are vacancies in the offices of both president and president-elect, the vice president shall serve as president until the next Annual Meeting, at which time the

House of Delegates shall elect an eligible person as president.

- C. If the office of president-elect becomes vacant, it shall remain vacant until the next Annual Meeting, at which time the House of Delegates shall elect an eligible person as president. The duties of the president-elect shall be assumed by the vice president during this interim period.
- D. If any elective office other than that of president or president-elect becomes vacant, the Executive Committee, by majority vote, shall elect an eligible member of the WVSMA Alliance to serve the unexpired portion of the term.
- E. In case of a vacancy in an appointive position, it shall be filled by the appointing body.

ARTICLE VIII. OFFICERS

Section 1. Designations

- A. Elected Officers
 - 1. The elected officers of the WVSMA Alliance shall be a president, a president-elect, a vice president, a recording secretary and a treasurer.
- B. Appointed Officers
 - 1. The appointed officers shall be a corresponding secretary, a parliamentarian and a historian.

Section 2. Eligibility for Office

- A. Elected Officers
 - 1. To be eligible for nomination as president-elect, a regular member have served as president or co-chairman of a component Alliance and as an elected officer or chairman of a state standing committee for two (2) years.
 - 2. To be eligible for nomination as vice president, recording secretary or treasurer, a regular member shall have served as an officer of a component Alliance.
- B. Appointed Offices
 - 1. Appointed officers shall be regular members.

Section 3. Duties

In the performance of their duties, all officers shall conform to the policy.

Bylaws, and parliamentary authority of the WVSMA Alliance, and such other rules as the House of Delegates or Board of Directors shall adopt.

A. Elected Officers

1. The president shall:

- a. be the presiding officer of the Executive Committee, the Board of Directors and House of Delegates, and shall preside at or designate a presiding officer for all other meetings under the sponsorship of the Alliance;
- b. be an ex-officio member of all committees except the nominating committee;
- c. appoint special committees and individual appointees with the approval of the Board of Directors, or as the House of Delegates or Board of Directors shall direct;
- d. appoint, with the approval of the Executive Committee, an internal auditing committee;
- e. appoint a Reading Committee for the board meetings, the Annual Meeting, and any called meeting;
- f. appoint delegates to the AMA Alliance Annual Meeting, and serve as chairman of delegation;
- g. attend WVSMA Council meetings as a voting member;
- h. be a board member of the West Virginia Medical Foundation;
- j. nominate three members to the WV Medical Foundation as Members at Large;
- i. perform such other duties as specified in the Bylaws, and Policies and Procedures.

2. The president-elect shall:

- a. serve as an active aide to the president;
- b. perform the duties of the office of president in the absence of the president;
- c. serve as president if there is a vacancy in that office;
- d. select appointees for the ensuing year in consultation with the Executive Committee;

- e. ~~serve as~~ chairman of the Membership Committee;
- f. perform such other duties as are specified in the Bylaws, and Policies and Procedures;
- g. become president upon installation and serve as president until a successor is installed;
- h. serve as an ex-officio member of all committees;
- i. shall nominate three Alliance Members to the WV Medical Foundation Board for the position of Member-At-Large;
- j. attend the WVSMA Council meetings as a voting member.

3. The vice president shall:

- a. work with the president in the implementation of the Alliance programs;
- b. assist county Alliances in areas of concern;
- c. serve on the Membership Committee as a liaison between the WVSMA Alliance and members-at-large;
- d. perform such other duties as specified in the Bylaws, and Policies & Procedures.

4. The recording secretary shall:

- a. be responsible for a record of the proceedings of the Annual Meeting and all meetings of the Board of Directors and the Executive Committee;

- 5. b. send copies of minutes of board meetings to the Executive Committee and members of the Reading Committee within thirty (30) days.

The treasurer shall:

- a. serve as member of the Finance Committee;

- b. deposit all funds in a depository approved by the Executive Committee;
 - c. disburse money upon written order according to the finance policies;
 - d. present a statement of accounts at all meetings of the Board of Directors and make a full report at the Annual Meeting;
 - e. ~~annually~~ submit the accounts for audit by appointed members of the board to do an internal audit;
 - f. submit to the president and the corresponding secretary, the delegate count for each component Alliance, according to Article VI, Sec. 1 c 2, no later than June 30;
 - g. be bonded;
 - h. transmit the AMA Alliance dues of honorary members and members-at-large to the national office;
 - i. perform such other duties as specified in the Bylaws , and Policies & Procedures.
6. The immediate past president shall:
- a. serve as a consultant to the president and the Board of Directors;
 - b. serve as chairman of the Nominating Committee.

B. Appointed Officers

- 1. The Corresponding Secretary shall:
 - a. be responsible for correspondence under the direction of the president.
- 2. The Parliamentarian shall:
 - a. be familiar with Robert's Rules of Order, Newly Revised, and the Bylaws of the WVSMA Alliance;
 - b. serve as the parliamentary authority at the Annual Meeting and at the Board of Directors meetings, and be an ex-officio member of the Executive Committee.

3. The Historian shall:
 - a. serve as custodian of the history of the WVSMA Alliance;
 - b. secure from the president and others the history of noteworthy accomplishments of the administration and retain copies for state records at the WVSMA office.

ARTICLE IX. EXECUTIVE COMMITTEE

Section 1. Composition

The voting members of the Executive Committee shall be the president, the president-elect, the vice president, the recording secretary, the treasurer and the immediate three (3) past presidents. The parliamentarian shall serve as an ex-officio member.

Section 2. Duties

- A. The Executive Committee shall:
 1. transact all business requiring action between meetings of the Board of Directors;
 2. be available for consultation and recommendations on subjects referred by the president of the Board of Directors;
 3. give consultation to the president-elect in the selection of appointees for the ensuing year;
 4. fill vacancies in elective offices except the president and the president-elect.

Section 3. Meetings

Meetings may be called by the president when necessary. The committee may vote by mail , e-mail, fax or telephone in an emergency.

Section 4. Quorum

Four members of the committee shall constitute a quorum.

Section 5. Presiding Officer

The president shall be the presiding officer of the Executive Committee.

ARTICLE X. BOARD OF DIRECTORS

Section 1. Composition

The voting members of the Board of Directors shall be the elected and appointed officers, the three (3) immediate past presidents, the chairmen of committees, and the presidents and presidents elect of the component Alliances. If any Alliance is governed by committee, two (2) members of the committee can vote at any Board of Directors meeting.

Section 2. Duties

- A. The Board of Directors shall:
1. carry out mandates and policies of the WVSMA Alliance as determined by the House of Delegates;
 2. have authority to perform all actions in the transaction for or on behalf of the WVSMA Alliance except when the House of Delegates is in session;
 3. manage property and direct activities of the WVSMA Alliance, subject to the provisions of the Bylaws and resolutions and enactments of the House of Delegates;
 4. be responsible for the financial operation of the Alliance;
 5. report to the House of Delegates concerning its activities of the past year.

Section 3. Meetings

- A. Regular meetings of the Board of Directors shall be held immediately before and after the Annual Session of the House of Delegates and at least once during the mid-term months.
- B. Special meetings may be called by the president or shall be called upon written request of five members of the Board of Directors.
- C. Regular meetings of the Board of Directors may be canceled by the Executive Committee when necessitated by emergency conditions.

- D. The Board of Directors shall be permitted in an emergency to vote by mail or other means. Any action shall be made a matter of record at the next meeting of the Board of Directors.

Section 4. Quorum

Twenty-five percent (25%) of existing members of the Board of Directors shall constitute a quorum.

Section 5. Presiding Officer

The president shall be the presiding officer of the Board of Directors.

ARTICLE XI. COMMITTEES

Section 1. Designations

The committees of the WVSMA Alliance shall be:

A. Standing Committees

1. The standing committees shall be AMA Foundation, Awards, Bylaws and Handbook, Convention, Finance, WVSMA Alliance Scholarship Fund; Health Projects, Public Policy, Long-Range Planning, Membership and Newsletter.
2. The chairmen and members of standing committees shall be regular members. Chairmen and members shall be appointed to serve for one year beginning at the close of the Annual Meeting following their appointments. They shall be appointed by the president-elect and approved by the Board of Directors.
3. Each standing committee shall be governed by the WVSMA Alliance bylaws, policy, rules of procedure, and the standing rules of that committee, which have been approved by the Board of Directors.

B. Special Committees

1. Special committees may be created by the House of Delegates or the Board of Directors.

C. Liaison Committees

1. The liaison committees shall be affiliated with the Southern Medical Association Auxiliary and other health-related organizations.
2. Unless the persons serving on the liaison committee are on the Board of Directors in some other capacity, they will be non-voting, ex-officio members of the Board of Directors.

Section 2. Term of Office

No person shall serve more than two (2) consecutive terms in the same position.

Section 3. Standing Committees

A. AMA Foundation

1. Composition
 - a. The AMA Foundation committee shall be composed of a chairman, vice-chairman and additional members as necessary.

2. Duties

The committee shall:

- a. support and promote the programs of the American Medical Association Foundation;
- b. educate members to the importance of and need for AMA Foundation programs;
- c. provide program assistance on fund raising for AMA Foundation at the county level;
- d. keep accurate state records and send funds to AMA Headquarters;
- e. serve as a liaison between the national committee and the component Alliances.

B. Awards

1. Composition
 - a. The Awards Committee shall be composed of a chairman and two

(2) other members.

2. Duties

The committee shall:

- a. communicate with component Alliances regarding awards;
- b. judge applications and present awards as needed.

C. Bylaws and Handbook

1. Composition

- a. The Bylaws and Handbook Committee shall be composed of a chairman and four (4) other members of the Board of Directors.

2. Duties

The committee shall:

- a. serve as a fact-finding and advisory committee on matters pertaining to the Bylaws;
- b. submit, in the form of resolutions, such changes in the Bylaws as it deems appropriate for action by the House of Delegates;
- c. correlate and edit resolutions pertaining to the Bylaws, submitted to the House of Delegates in accordance with Article XV of the Bylaws;
- d. present precise wording of amendments to the House of Delegates for adoption;
- e. incorporate the actions taken by the Board of Directors and the House of Delegates into the Policies and Procedures of the WVSMA Alliance.

D. Annual Convention

1. Composition

- a. The Convention Committee shall be composed of a chairman, vice-chairman, and other members as necessary.

2. Duties

The committee shall:

- a. assist the president and the Executive Director of the WVSMA in planning the convention;
- b. coordinate all convention activities.

E. Finance

1. Composition

- a. The Finance Committee shall be composed of the finance chairman, the treasurer and the president-elect.

2. Duties

The committee shall:

- a. oversee the financial operation of the Alliance;
- b. prepare and submit a proposed budget to the Board of Directors for approval before presentation to the House of Delegates for adoption.

F. WVSMA Alliance Scholarship Fund

1. Composition

- a. The WVSMA Alliance Scholarship Fund Committee shall be composed of a chairman and two (2) other members.

2. Duties

The committee shall:

- a. oversee the financial operations of the scholarship fund;
- b. receive and act on all applications for the scholarship fund;
- c. coordinate with the West Virginia Medical Foundation board.

G. Health Projects Committee

1. Composition

- a. The Health Projects Committee shall be composed of a chairman, who shall serve as contact person of the AMA Alliance, and each co-chairman of other health projects.

2. Duties

The committee shall:

- a. stimulate and assist in the development of programs to fill community health needs;
- b. promote state Alliance projects;
- c. assist in the promotion of AMA Alliance, and AMA approved health related programs;
- d. promote the use of the AMA Alliance Project Bank.

H. Public Policy Committee

1. Composition

- a. The Public Policy Committee shall be composed of a chairman and additional members as necessary.

2. Duties

The committee shall:

- a. support policy initiatives pertaining to health and health care as endorsed by the AMA or the WVSMA;
- b. educate alliance members on public health and health care policies
- c. encourage programs which will increase membership interest, knowledge and involvement in activities pertaining to health and health care;
- d. encourage programs to assist state and county medical societies or associations with activities pertaining to health and health care.

I. Long-Range Planning

1. Composition

- a. The Long-Range Planning Committee shall be composed of a chairman and additional members as necessary.

2. Duties

- a. The committee shall study and evaluate organizational functions,

future objectives, and projected resources as they relate to the purposes of the Alliance and shall make recommendations to the Executive Committee for presentation to the Board of Directors for approval.

J. Membership

1. Composition

- a. The Membership Committee shall consist of the president-elect, who shall act as chairman, the vice president, and liaisons from members-at-large and Resident Physician-/Medical Student spouses (RP/MSS).

2. Duties

The committee shall:

- a. promote membership;
- b. develop and implement programs to recruit and retain members at all levels of the federation;
- c. offer assistance to component alliances in particular areas of membership concern.

K. Newsletter

1. Composition

- a. The Newsletter Committee shall consist of a chairman, who shall act as editor, and additional members as necessary.

2. Duties

The committee shall assist the president and the executive director in the publication of the newsletter.

Section 4. Special Committees

A. The composition, the manner of appointment, and the duties of these committees shall be in accordance with the terms of motions authorizing their appointments.

B. Special committees shall not be appointed to assume any of the duties assigned by

these Bylaws to any standing committee.

ARTICLE XII. MEETINGS

Section 1. House of Delegates

- A. The Annual Session of the WVSMA Alliance House of Delegates is defined under Article VI, Section 1 of these Bylaws.

Section 2. Executive Committee Meetings

- A. The Executive Committee shall transact all business requiring action between meetings of the Board of Directors, under Article IX, Sections 2,3,4, and 5 of these Bylaws.

Section 3. Board of Directors Meetings

- A. Regular meetings of the Board of Directors shall be held immediately before and after the Annual Session of the House of Delegates, and at least once during the mid-term months, under Article X, Sections 1,2,3,4, and 5.
- B. Voting members of the House of Delegates and Board of Directors shall be designated by the Executive Committee as stated in the Policies & Procedures.

Section 4. Educational Meetings

- A. Appropriate meetings shall be conducted to disseminate information and give information on selected subjects and provide leadership training for county Alliances.
- B. The Board of Directors shall approve all educational meetings.

Section 5. Committee Meetings

- A. The president shall approve and authorize all meetings of standing and special committees.
- B. Committees shall be permitted to conduct business by mail, e-mail, fax, or telephone.

Section 6. Special Meetings

- A. The president shall state in a Call the purpose(s) for the meeting, and except for trivial matters, limit the business to the purpose(s) stated.
- B. Business of emergency meetings without prior notice must be ratified at a regular or called meeting.

ARTICLE XIII. PUBLICATIONS

The WVSMA Alliance shall issue an official publication for the membership and other publications authorized by the Board of Directors.

ARTICLE XIV. PARLIAMENTARY AUTHORITY

The rules of parliamentary practice comprised in Robert's Rules of Order Newly Revised, shall govern proceedings of the Alliance, subject to any special rules which have been or may be adopted.

ARTICLE XV. AMENDMENTS

These Bylaws may be amended at any session of the House of Delegates by two-thirds of those present and voting, a quorum being present, provided that previous notice has been given in the call to the Annual Meeting.

ARTICLE XVI. DISPOSITION OF ASSETS

Upon dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to charitable organization/foundations currently supported by the WVSMA Alliance.

Approved:
August 2003