

# KENTUCKY MEDICAL ASSOCIATION ALLIANCE, INC.

## BYLAWS

Amended April 19, 2017



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**Kentucky Medical Association Alliance, Inc.**

## BYLAWS

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## BYLAWS OF THE

# **KENTUCKY MEDICAL ASSOCIATION ALLIANCE, INC.**

## **ARTICLE I. NAME**

The name of this organization shall be the Kentucky Medical Association Alliance, Inc., hereinafter referred to as the State Alliance. It is a federation of its component alliances and is a constituent alliance of the American Medical Association Alliance.

## **ARTICLE II. OBJECTS**

The objects of the State Alliance shall be exclusively educational and charitable. They shall be:

- a. to assist in those programs of the Kentucky Medical Association that improve the health and quality of life for all people;
- b. to promote health education;
- c. to encourage participation of volunteers in activities that meet health needs;
- d. to support health-related, charitable endeavors;
- e. to coordinate and advise concerning the activities of the component alliances;
- f. to cultivate friendly relations and to promote mutual understanding among physicians' families.

## **ARTICLE III. ADVISORY COUNCIL**

The State Alliance shall function under the guidance of the Kentucky Medical Association.

## **ARTICLE IV. COMPONENT ALLIANCES**

## Section 1. Definition

Component alliances are those alliances to county or multi-county medical societies which are or shall be federated to form the State Alliance.

## Section 2. Bylaws

Each component alliance shall adopt its own bylaws provided such bylaws do not conflict with those of the State Alliance.

## **ARTICLE V. MEMBERSHIP**

### Section 1. Members

A. A Regular member shall be:

1. The spouse, divorced spouse, widow, widower, parent, child, or sibling of a physician; or
2. The spouse of a medical student; or
3. A physician or medical student.

B. An Honorary member shall be an individual upon whom an award for exceptional service is conferred by the membership upon recommendation of the Board of Directors.

### Section 2. Rights and Privileges

A. Regular members shall have all the rights and privileges of this Alliance.

B. Honorary members who meet the criteria for Regular membership shall have all the rights and privileges of this Alliance. Honorary members who do not meet the criteria for Regular membership shall have all the rights and privileges of this Alliance, with the exception of holding office.

## **ARTICLE VI. DUES AND FINANCES**

### Section 1. Dues

A. Amount

1. Regular members shall pay dues to this Alliance. Honorary members shall pay no dues to this Alliance.
2. The amount of dues shall be determined by the membership and remain in effect until changed by the membership.

## B. Payment

Dues shall be transmitted annually to the state and national treasurers according to specific instructions prescribed by the State Alliance.

## Section 2. Fiscal Year

The fiscal year shall be from May 1 through April 30.

## Section 3. Budget

- A. The Finance Committee shall prepare the budget for the ensuing year and present it for action to the membership at the Annual Meeting.
- B. During each fiscal year all officers and committee chairs shall submit bills to the Treasurer for expenses incurred in performing their duties as specified in the Budget and defined in the Policy.
- C. The Treasurer shall pay bills within the limits of the adopted budget.
- D. The Treasurer shall pay bills up to two hundred dollars (\$200) per line item in excess of the adopted budget upon approval of the Finance Committee, between two hundred dollars(\$200) and one thousand dollars (\$1,000)per line item in excess of the adopted budget upon approval of the Executive Committee, and over one thousand dollars (\$1,000) per line item in excess of the adopted budget upon prior approval of the membership.

## **ARTICLE VII. ANNUAL MEETING AND LEADERSHIP CONFERENCE**

### Section 1. Annual Meeting

#### A. Definition

The Annual Meeting shall be the convocation of all members for the consideration of subjects pertaining to the State Alliance.

#### B. Session

The Annual Meeting shall be held each year in the spring at a time and place determined by the President, in consultation with the Executive Committee.

C. Duties

The duties of the assembly at the Annual Meeting shall be to adopt a proposed budget for the ensuing year, elect the officers, and transact all other business of the State Alliance not otherwise specifically provided for in these Bylaws.

D. Quorum

Ten registered members shall constitute a quorum.

E. Call

The Call to the Annual Meeting shall be sent to the membership at least thirty days prior to the meeting.

F. Guests

Guests may attend the Annual Meeting, but shall not introduce business or vote.

G. The Board of Directors shall meet after the Annual Meeting, in accordance with Article IX Section 3.

H. Committee meetings and educational and social activities may be scheduled at the discretion of the President.

Section 2. Leadership Conference

The Leadership Conference shall be held in conjunction with the Kentucky Medical Association Annual Meeting.

**ARTICLE VIII. OFFICERS**

Section 1. Designations

A. Elected Officers

The elected officers of the State Alliance shall be President, Recording Secretary and Treasurer.

B. Appointed Officer

The appointed officer shall be a Parliamentarian, appointed by the President.

## Section 2. Eligibility

- A. All officers shall be Regular members or Honorary members who meet the criteria for Regular membership.
- B. To be eligible for election to the office of President a member shall have served on the Board of Directors for a minimum of one year.

## Section 3. Duties

In the performance of their duties, all officers shall conform to the Bylaws and Policy of the State Alliance. They shall report in writing to the membership a summary of their work for the year.

### A. Elected Officers

- 1. The President shall:
  - a. be the presiding officer of the Executive Committee, the Board of Directors, and the Annual Meeting;
  - b. appoint:
    - (1) the Parliamentarian;
    - (2) chairs and members of Standing Committees; and
    - (3) chairs of Arrangements and Administrative Committees;
  - c. appoint Special Committees authorized by the membership, the Board of Directors, or the Executive Committee;
  - d. plan with the Executive Committee the Annual Meeting and the Leadership Conference;
  - e. appoint an Election Committee to serve at the Annual Meeting;
  - f. appoint a Reading Committee to approve the minutes of each business meeting;
  - g. serve on the Finance Committee and the Planning Committee;
  - h. be an ex-officio member of all other committees with the exception of the Nominating Committee. The President shall have the same rights as the

other committee members but shall not be obligated to attend committee meetings nor be counted in determining if a quorum is present;

- i. present the Presidential report at the KMA Annual Meeting;
- j. conduct such other business of the State Alliance as directed by the Executive Committee, the Board of Directors, or the membership;
- k. perform such other duties as defined in these Bylaws.

2. The Recording Secretary shall:

- a. keep the minutes of the Annual Meeting and of meetings of the Board of Directors and the Executive Committee.

3. The Treasurer shall:

- a. be the custodian of the funds of the State Alliance, with exception of the KMAA Foundation;
- b. make disbursements within the limits of the adopted budget;
- c. pay bills up to two hundred dollars (\$200) per line item in excess of the adopted budget upon approval of the Finance Committee; between two hundred dollars (\$200) and one thousand dollars (\$1,000) per line item in excess of the adopted budget upon approval of the Executive Committee, and over one thousand dollars (\$1,000) per line item in excess of the adopted budget upon prior approval of the membership;
- d. report at the Annual Meeting and at all meetings of the Board of Directors;
- e. serve on the Finance and the Membership Development Committees;
- f. serve as a consultant to the Examination Committee.

B. Appointed Officer

The Parliamentarian shall advise the President and, when requested, other officers, committees, and members on matters



of parliamentary procedure.

#### Section 4. Nominations, Election, and Vacancies

##### A. Nominating Committee

1. The Nominating Committee shall consist of the three immediate past presidents. The Immediate Past President shall serve as chair.
2. In case of a vacancy in the committee, the President shall appoint a past president to fill the vacancy.
3. It shall be the duty of this committee to nominate a candidate for each office to be filled at the next Annual Meeting, having secured the consent of each nominee to serve if elected.
4. The names of the nominees shall be included in the Call to the Annual Meeting and shall be reported to the membership by the Nominating Committee.

##### B. Election of Officers

1. The officers shall be elected at the Annual Meeting.
2. Following the report of the Nominating Committee, nominations may be made from the floor, and voting shall not be limited to the nominees.
3. Election shall be by ballot except when there is only one nominee for an office, in which case the election shall be by voice vote. A majority vote shall be required to elect.
4. The election shall be conducted by an Election Committee appointed by the President prior to the Annual Meeting.

##### C. Term of Office

1. Officers shall assume their duties at the close of the Annual Meeting at which they are elected and shall serve for a term of one year or until their successors are elected.
2. The President may serve two consecutive terms.

3. The Recording Secretary and the Treasurer may serve unlimited consecutive terms.

#### D. Vacancies

1. If the office of President becomes vacant or is unfilled due to an incomplete election, the Board of Directors, at a regularly scheduled meeting or at a special meeting called by the Secretary, shall elect an eligible member of the Alliance to serve the unexpired portion of the term.
2. If any elective office other than that of President becomes vacant or is unfilled due to an incomplete election, the Executive Committee shall elect an eligible member of the Alliance to serve the unexpired portion of the term.
3. In case of a vacancy in an appointive position, it shall be filled by the President.

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

#### **Section 1. Composition**

The Board of Directors shall consist of the officers, the three immediate past presidents, the Members-at-large Coordinators, the chairs of all committees, and the presidents of the component alliances. Others may be invited by the President to attend open meetings.

#### **Section 2. Duties**

- A. The Board of Directors shall:
  1. carry out the mandates and policies of the Alliance as determined by the membership, subject only to (a) the provisions of the Articles of Incorporation and the Bylaws and (b) instructions from the Advisory Council;
  2. have the authority to transact all business for the State Alliance and to manage and conduct all of the property, affairs, work, and activities of the State Alliance except when the membership is in session at the Annual Meeting;
  3. fill a vacancy in the office of president in accordance with

Article VIII. Section 4.D.1.

4. report in writing to the membership concerning its activities during the year.

B. The Immediate Past President shall:

1. serve on the Executive Committee;
2. serve as chair of the Nominating Committee and serve as chair of the Planning Committee;

C. Members-at-large Coordinators shall:

1. recruit and retain members from unorganized counties;
2. serve on the Membership Development Committee.

Section 3. Meetings

The Board of Directors shall have at least two regular meetings per year, one immediately following the Annual Meeting, and the other(s) at a time and place determined by the President. The President may call a special meeting of the Board and shall do so upon the written request of five members of the Board.

Section 4. Quorum

Eight members of the Board shall constitute a quorum.

**ARTICLE X. EXECUTIVE COMMITTEE**

Section 1. Composition

The Executive Committee shall consist of the elected officers and the three immediate past presidents.

Section 2. Duties

The Executive Committee shall:

- A. transact business that arises between regular meetings of the Board of Directors;
- B. fill vacancies in accordance with Article VIII. Section 4.D.2;
- C. authorize, if deemed appropriate and recommended by the President, propose expenditures and payment of bills between two hundred dollars (\$200) and one thousand dollars (\$1,000) per line item in excess of the adopted budget.
- D. authorize publications other than the *Bluegrass News*.
- E. maintain the State Alliance's tax status with the Internal Revenue Service according to the procedures defined in the Policy.

### Section 3. Meetings

- A. The Executive Committee shall meet on the call of the President.
- B. The committee may conduct business by mail or electronic means of communication.

### Section 4. Quorum

A majority of the members of the Executive Committee shall constitute a quorum.

## **ARTICLE XI. COMMITTEES**

### Section 1. Designations

The committees of the State Alliance shall be:

#### A. Standing Committees

The Standing Committees shall be: (a) Bylaws, (b) Communications, (c) Finance/Examination, (d) Health Promotion, (e) KMAA Foundation, (f) Legislative Affairs, (g) McDowell House, (h) Membership Development, (i) Planning.

#### B. Arrangements and Administrative Committees

The Arrangements and Administrative Committees shall be: (a) Annual Meeting, (b) Leadership Conference. Other such committees may be appointed by the President as needed.

## C. Special Committees

Special Committees may be created by the membership, the Board of Directors, or the Executive Committee.

### Section 2. Committee Chairs

- A. All chairs shall be members of the Board of Directors and shall submit written reports to be published in the Annual Reports.
- B. The chair may invite resource persons to attend committee meetings.

### Section 3. Composition and Duties of Standing Committees

#### A. Bylaws Committee

##### 1. Composition

The Bylaws Committee shall consist of a chair and up to four additional members.

##### 2. Duties. The committee shall:

- a. receive and put into proper parliamentary form proposed amendments for consideration at the Annual Meeting;
- b. originate proposed amendments as needed;
- c. give notice to the membership in accordance with Article XV.

#### B. Communications Committee

##### 1. Composition

The Communications Committees shall be the *Bluegrass News*, the *E-Connection*, the *Facebook*, and the Web Development and Public Relations Committee. The chairs of the four committees shall serve on the Board of Directors. The President may appoint to each committee as many additional members as are necessary to achieve the committee's goals.

## 2. Duties

The Communications Committees shall collaborate on matters of communicating with the membership. The *Bluegrass News* Editor shall be the lead person in such collaboration.

### C. Finance/Examination Committee

#### 1. Composition

The Finance/Examination Committee shall consist of a chair, the President, and two additional members. The Treasurer shall serve as a consultant to the committee.

#### 2. Duties

- a. The Committee shall prepare the budget for the ensuing year and present it for action to the membership at the Annual Meeting.
- b. The chair shall inform officers and committee chairs of their allotted budgets for the ensuing year and outline the procedure for reimbursement.
- c. The committee shall authorize, if deemed appropriate and recommended by the President, payment of bills up to two hundred dollars (\$200) per line item in excess of the adopted budget.
- d. The Committee shall examine the KMAA books for the preceding fiscal year and report the findings to the Board of Directors at the Leadership Conference.

### D. Health Promotion Committee

#### 1. Composition

The Health Promotion Committee shall consist of a chair and up to four additional members.

#### 2. Duties

- a. The committee shall:
  - (1) stimulate and assist in the development of programs to fill

- community health needs;
- (2) assist in the promotion of State Alliance and KMAA-approved health-related programs; (3) promote the use of the AMAA Alliance Project Bank.

b. The chair shall serve on the Planning Committee.

#### E. KMAA Foundation Committee

##### 1. Composition

The KMAA Foundation Committee shall consist of a chair and the elected officers of KMAA.

##### 2. Duties

The committee shall receive and disburse funds contributed to medical schools through the KMAA Foundation.

#### F. Legislative Affairs Committee

##### 1. Composition

The Legislative Affairs Committee shall consist of a chair and up to four additional members.

##### 2. Duties

- a. The committee shall educate Alliance members on legislative issues concerning health and health care;
- b. The chair shall be responsible for educational activities concerned with legislation;
- c. The chair shall promote use of AMAA Project Bank.
- d. The chair shall serve on the Planning Committee.

#### G. McDowell House Committee

##### 1. Composition

The McDowell House Committee shall consist of a chair and the representatives from the Alliance who serve on the McDowell House Board of Managers of the KMA. Additional members may be appointed to this committee.

2. Duties. The committee shall:

- a. Encourage interest in McDowell House;
- b. Work closely with the Director of McDowell House.

H. Membership Development Committee

1. Composition

The Membership Development Committee shall consist of a chair, the Treasurer, Members-at-large Coordinators, the Liaisons to the Medical Student Spouse and Resident Physician Spouse organizations, and as many additional members as are necessary to achieve the goals of this committee.

2. Duties. The committee shall:

- a. Develop and implement programs to recruit and retain members at all levels of the federation;
- b. Assist component alliances in areas of membership concern;
- c. Encourage the organization of component alliances;
- d. Recruit members-at-large;
- e. Promote use of AMAA Project Bank.
- f. The chair shall serve on the Planning Committee.

I. Planning Committee

1. Composition



The Planning Committee shall consist of the three immediate KMAA past presidents, the presidents of component alliances, and the chairs of the following committees: Health Promotion, Legislative Affairs, and Membership Development. The Immediate Past President shall serve as chair.

## 2. Duties

The committee shall study and evaluate organizational functions, future objectives and programs, and projected resources and shall make appropriate recommendations to the Board of Directors.

### Section 4. Composition and Duties of Arrangements and Administrative Committees

#### A. Annual Meeting and Leadership Conference Committees

##### 1. Composition

The Annual Meeting and Leadership Conference Committees shall each consist of a chair and as many additional members as needed.

##### 2. Duties

Each committee shall be responsible for making the related arrangements and handling the smooth mechanical operation of its respective meeting and associated activities, working closely with the President. The Leadership Conference shall include at least one program of an instructional nature relevant to leadership training.

### Section 5. Composition and Duties of Special Committees

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

### Section 6. Committee Meetings

A. Each committee shall meet at least once per year.

B. Committees may conduct business by mail or electronic means of communication.

## **ARTICLE XII. PUBLICATIONS**

### **Section 1. Official Publication**

The official publication of the State Alliance shall be the *Bluegrass News*, in which shall be published all official Alliance notices and the program for the Annual Meeting.

### **Section 2. Other Publications**

Other publications may be authorized by the Executive Committee.

## **ARTICLE XIII. PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order Newly Revised shall govern this organization in all cases in which they are applicable and in which they are not inconsistent with the Bylaws or the special rules of order of the State Alliance.

## **ARTICLE XIV. AMENDMENTS**

These Bylaws may be amended at the Annual Meeting by a two-thirds vote of those present and voting, a quorum being present, provided that:

- a. the proposed amendment shall have been submitted in writing to the chair of the Bylaws Committee by the close of the KMAA Leadership Conference prior to the Annual Meeting at which it is to be acted upon;
- b. the proposed amendment shall have been sent to the membership at least thirty (30) days prior to the annual Meeting.

## **ARTICLE XV. 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 non-profit charitable organizations/foundations currently supported by the State Alliance.

Amended April 19, 2017