

**Medical Society of Virginia Alliance
Bylaws
Revised 4-20-2009, amended 4-24-2010**

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MEDICAL SOCIETY OF VIRGINIA ALLIANCE BYLAWS DRAFT 4-20-09

ARTICLE I. NAME

The name of this non-profit organization shall be the Medical Society of Virginia Alliance (MSVA).^{*} It is a federation of its components and is a constituent component of the American Medical Association Alliance (AMAA).^{**}

** Hereinafter in these Bylaws the Medical Society of Virginia Alliance shall be referred to as MSVA.*

*** Hereinafter in these Bylaws the American Medical Association Alliance shall be referred to as AMAA.*

ARTICLE II. MISSION AND CORE VALUES

Section 1. Mission

The MSVA is committed to supporting the family of medicine and to promote the health of our communities.

Section 2. Core Values

- To provide friendship and support of the medical family;
- To collaborate with the MSV in advancing its goals;
- To provide support to local components and members at large;
- To provide personal and professional growth opportunities for our membership;
- To act as a liaison in support of the efforts of the AMAA and Virginia Alliance components;
- To advocate for sound health care legislation;
- To support health-related charitable endeavors;
- To respect the diversity of the components.

ARTICLE III. STRUCTURE

Section 1. National Affiliation

The MSVA State Alliance shall be an affiliate of the American Medical Association Alliance and is composed of component alliances.

Section 2. Tax Status

The MSVA shall be a tax-exempt 501(c)(3) organization.

Section 3. Component Alliances.

- A. A component bears the same relationship to the MSVA as the MSVA does to the AMAA; hence, the local component is patterned after that of the state in plan of organization, standards, policies, and basic principles.
- B. Component alliances are those chartered as components to constituent medical societies or in association with a training program or medical school approved by an appropriate accrediting agency except where no constituent medical societies, training programs, or medical schools exist or the medical society is inactive. A close working relationship with their local medical society is encouraged.

C. Bylaws

Each component alliance shall adopt its own bylaws, which shall be submitted to the Executive Committee of the State Alliance.

Section 4. Regions

The state shall be divided into geographical regions as determined by the Board of Directors.

ARTICLE IV: MEMBERSHIP

Section 1. Membership in MSVA shall include those persons who meet the qualifications of a regular, life, resident physician/medical student spouse, or honorary member.

Section 2. Classifications

A. Regular Members

(1) A regular member shall be:

- (a) the spouse, widow, widower or domestic partner of a physician eligible to be a member of the MSV and a member in good standing of a component of the MSVA, or
- (b) A member-at-large, who resides in a county where there is no component alliance/auxiliary but who meets the other qualifications listed above.
- (c) A physician member, who is eligible for membership in the MSV/AMA
- (d) The divorced spouse who was an MSV Alliance member at the time of the divorce and has not remarried outside of the profession.

(2) A regular member shall be eligible to vote, hold office, and participate in all MSVA/AMAA leadership activities.

B. Resident Physician Spouse or Domestic Partner Members and Medical Student Spouse or Domestic Partner Members

(1) Resident physician spouse or domestic partner and medical student spouse or domestic partner members shall be eligible to vote, but shall be ineligible to hold office.

C. Life Members

(1) Life membership shall be conferred by the House of Delegates, after recommendation by the Board of Directors, upon a member who has rendered long and significant service to the MSVA. The name of the member proposed for life membership shall be submitted to the Membership Development Committee for presentation at a Board of Directors Meeting.

(2) A life member shall retain all previous rights and privileges.

D. Honorary Members

(1) The House of Delegates shall confer honorary membership, after recommendation by the Membership Development Committee to the Board of Directors, upon an individual who has performed extraordinary service to the MSV Alliance.

(2) An honorary member shall retain all previous rights and privileges.

ARTICLE V. DUES

Section 1. The amount of MSVA dues shall be determined by the House of Delegates upon recommendation of the Board of Directors, at the Annual Meeting, and shall remain in effect until changed by the House of Delegates upon recommendation by the Board of Directors.

Section 2. Life and Honorary members shall be under no obligation to pay MSVA dues.

ARTICLE VI. FISCAL YEAR

Section 1. The MSVA fiscal year shall be from July 1 to June 30.

ARTICLE VII. OFFICERS

Section 1. Designations

- A. The elected officers of the MSVA shall be a president, president-elect, a first vice president, regional vice presidents, a corresponding secretary, a recording secretary, a treasurer, and three (3) advisors.
- B. The appointed officer shall be a parliamentarian.
- C. The sole non-elected and/or non-appointed officer shall be immediate past president of the MSVA by virtue of his/her position.
- D. The officers shall constitute the Executive Committee (Article X)

Section 2. Eligibility for Office

A. Elective Offices

- (1) To be eligible for nomination for president, president-elect, and first vice president, a regular or life member shall have served as president of a component and an elected officer of the MSVA.
- (2) To be eligible for nomination for advisor, a member shall have served as state alliance president.
- (3) To be eligible for nomination as a regional vice president, recording secretary, corresponding secretary, or treasurer, a regular or life member shall have served as president of a component.
- (4) All elected officers shall be dues paying members of their local component, MSVA and AMAA. Their spouses shall be eligible as dues paying members of their local components and the MSV; or have been a member in good standing at the time of his/her retirement or death.

B. Appointed Office

- (1) The parliamentarian is not required to be an alliance member.

Section 3. Term of Office

The officers shall assume the duties of their respective offices at the close of the MSVA Annual Meetings at which they are elected or appointed, and shall continue in office for one year, or until qualified successors are elected or appointed.

Section 4. Duties of Officers

A. Elected Officers

PRESIDENT

The president shall be the presiding officer of the Executive Committee, the Board of Directors, and the Annual Meeting.

PRESIDENT-ELECT

In the event of the absence, incapacity, or death of the President, the President-Elect shall have all of the rights, powers, and authority and perform all duties of the president.

THE FIRST VICE PRESIDENT

The first vice president shall be chairman of the Membership Committee.

REGIONAL VICE PRESIDENTS

The regional vice presidents shall assist the president in the implementation of the entire Alliance program by becoming well informed about programs/projects, strengths/weaknesses of alliances in their region, and developing a good working relationship through regular communication and a strong show of support.

RECORDING SECRETARY

The recording secretary shall maintain an accurate record of the proceedings of all general membership, board of directors, and executive committee meetings, and the Annual Convention.

CORRESPONDING SECRETARY

The corresponding secretary shall execute any MSVA communication which the president or Board of Directors may authorize, including the annual report.

TREASURER

The treasurer shall be the custodian of the funds of the MSVA.

IMMEDIATE PAST PRESIDENT

The immediate past president shall serve as Chairman of the Gavel Club.

ADVISORS

There shall be three (3) advisors who shall serve as consultants when requested by the president or Board of Directors.

B. Appointed Officer

PARLIAMENTARIAN

The Parliamentarian shall advise when requested on parliamentary questions concerning procedure in the alliance.

C. Non-elected and/or Non-appointed Officer

IMMEDIATE PAST PRESIDENT

The Immediate Past president shall serve in an advisory capacity and provide institutional history and continuity.

ARTICLE VIII. NOMINATION AND ELECTION OF OFFICERS

Section 1. Nominations.

A. Nominating Committee

(1) Composition

The Nominating Committee shall consist of five (5) members: the chairman (customarily the immediate past MSVA president or another past MSVA president) appointed by the president, and four (4) members (customarily one from each region), one to include the President-Elect, elected by the Board of Directors at the first Board of Directors Meeting immediately following the Annual Convention. No member shall serve 2 consecutive years on the nominating committee.

(2) Duties

The nominating committee shall prepare a slate of candidates for elected office, present this slate at the fall Board of Directors Meeting for information, publish the slate in MSVA communications, and present the slate to the MSVA House of Delegates for election.

Section 2. Election

A. The president, president-elect, first vice president, regional vice presidents, recording secretary,

corresponding secretary, treasurer, and three (3) advisors shall be elected by the House of Delegates at the Annual Convention.

- B. 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. A majority vote shall elect.
- C. The Board of Directors shall be authorized to conduct an election by mail or electronic modes if the annual session of the House of Delegates is cancelled due to emergency conditions.

Section 3. Appointed Positions

- A. All appointments shall be approved by the Executive Committee. (Article X, Section 1A)
- B. The president and president-elect shall make such appointments as deemed necessary in accordance with these Bylaws.

Section 4. Voting by the House of Delegates (Article XII, Section 3C)

There shall be no voting by proxy.

Section 5. Vacancies

- A. If the office of the President becomes vacant, the President-Elect shall immediately become president and serve for the remainder of the term.
- B. If there are vacancies in the offices of both president and president-elect, the First Vice President shall serve as president until the next annual session, 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 session at which time the House of Delegates shall elect an eligible person as president. The first vice president shall assume the duties of the president-elect during this interim period.
- D. The Executive Committee shall fill a vacancy occurring in any other office or any vacancy due to the failure of the above process.
- E. In case of vacancy in an appointed position, it shall be filled by the president.

ARTICLE IX. BOARD OF DIRECTORS

Section 1. Composition

- . The voting members of the Board of Directors shall be the Executive Committee, committee chairmen, the presidents, and presidents-elect of components. The parliamentarian shall have voting privileges, provided she/he is a member in good standing of the MSVA.

Section 2. Duties

The Board of Directors shall:

- A. have the authority to carry out mandates and policies, on behalf of the MSVA as determined by the House of Delegates;
- B. have authority to perform all actions in the transactions of business for or on behalf of the MSVA, according to these Bylaws, resolutions, and enactments of the House of Delegates, except when the House of Delegates is in session;

Section 3. Meetings

- A. The Board of Directors shall meet at least 3 times per year: immediately following the annual meeting, at the membership meeting held in conjunction with the MSV House of Delegates, and again immediately prior to the annual meeting.
- B. Special meetings may be called by the President or called on the written request of 3 members of the Board of Directors.
- C. Regular meetings of the Board of Directors may be cancelled by the Executive Committee.
- D. Fifteen members of the Board of Directors shall constitute a quorum and a simple majority vote carries unless otherwise stated in these Bylaws.

ARTICLE X. EXECUTIVE COMMITTEE

Section 1. Composition and Voting Rights

- A. The Executive Committee shall be composed of both the elected and appointed officers and the immediate past president.
- B. The voting members of the Executive Committee shall be the president, president-elect, first vice president, four (4) regional vice presidents, recording secretary, corresponding secretary, treasurer, immediate past president and directors. The parliamentarian shall also have a vote if she/he is a member of MSVA.
- C. The parliamentarian shall attend all meetings. She/He does not have to attend for there to be a quorum.

Section 2. Duties

The Executive Committee shall:

- transact business requiring action between meetings of the Board of Directors;
- approve all appointed positions; and
- report committee actions to the Board of Directors for ratification.

Section 3. Meetings

- A. A meeting of the Executive Committee may be called by the president when necessary.
- B. A majority of members shall constitute a quorum and a two thirds majority vote carries.
- C. In an emergency, the committee may vote by mail or electronic modes, but shall verify such votes in writing. Decisions must be ratified at the next board of directors meeting.

ARTICLE XI. COMMITTEES

Section 1. Designations

The committees of the MSV Alliance shall be:

- A. Standing Committees

- B. Special Committees
 - (1) The president shall appoint such other committees as are deemed necessary to carry out other objectives of the MSVA.
 - (2) Special committees shall not be appointed to assume any of the duties assigned to any other committee.
 - (3) A special committee automatically ceases to exist when its task is completed.

Section 2. Chairs

- A. Chairs of Standing and Special Committees shall be members in good standing of the MSV Alliance.
- B. Committee chairmen shall be appointed by the president.

Section 3. Members of the Committee

Chairs of all committees shall be responsible for selecting members of their own committees in consultation with the President.

Section 4. Voting

All members of the committee shall have a vote.

ARTICLE XII. MSV ALLIANCE ANNUAL CONVENTION AND HOUSE OF DELEGATES

Section 1. Definition

The Convention shall be the convocation of all members of the MSVA for the presentation and discussion of subjects pertaining to the MSVA.

Section 2. Session

The annual convention shall meet annually at a date and time determined by the Executive Committee.

Section 3. House of Delegates

A. Session

The House of Delegates shall be a general membership meeting that convenes during the annual convention.

B. Duties

The House of Delegates shall:

- (1) be the legislative body of the MSVA;
- (2) transact all business of the MSVA and otherwise provided for in these Bylaws;
- (3) adopt a proposed budget for the ensuing year; and
- (4) elect the officers (Article VIII, Section 2).

C. Voting

- (1) All registered members shall form the voting body.
- (2) Provided that a quorum is present, a simple majority vote carries unless otherwise indicated in these Bylaws.
- (3) There shall be no proxy voting.

D. Quorum

The quorum for the annual meeting shall be a majority of those registered for the meeting, with at least 4 being elected officers.

ARTICLE XIII. PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Newly Revised, latest edition, shall govern the proceedings of the MSVA except where they may be in conflict with these Bylaws.

ARTICLE XIV. 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, if the following criteria are met:

Proposed changes in the Bylaws shall be presented to the Bylaws committee for consideration and sent to the membership at least 14 days prior to the session.

ARTICLE XV. DISPOSITION OF ASSETS

No person shall possess any property right in or to the property or assets of the organization. Upon dissolution of the corporation and after all obligations are satisfied, all assets shall be distributed exclusively to charitable organizations or foundations currently supported by the MSV Alliance which are exempt as organizations described by section 501(c)3 of the Internal Revenue Code.

Bylaws revised April 2009