

## ALLIANCE MEMBERS –

Please look over these Bylaws changes. The original Bylaws were published in the back of the 2001 Yearbook DIRECTORY. This Directory is part of our archives since that date. **The new Bylaws will be published on our website ([dcmsonline.org/alliance](http://dcmsonline.org/alliance)) and sent to you via e-mail or by postage (for those without an e-mail address) this year. These changes were approved at our last scheduled general meeting on April 23, 2008.**

For any questions, please contact Shar Donovan at [shardonovan@comcast.net](mailto:shardonovan@comcast.net)/730-0054 or Joan Harmon at [harmonwa@bellsouth.net](mailto:harmonwa@bellsouth.net)/399-8930

These Bylaws were originally revised in 1993, 1998 and 2000. All 2008 revisions are bolded.

# Duval County Society Alliance Constitution & Bylaws

## CONSTITUTION

### ARTICLE I – Name of our Organization and Principal Office

The name of this organization shall be the Duval County Medical Society Alliance abbreviated as DCMSA. This organization is located at the Duval County Medical Society Office at 555 Bishopgate Lane, Jacksonville, FL 32204.

### ARTICLE II – Purpose

1. To extend the aims of the medical profession to all organizations that **look** to the advancement of **community** education.
2. To cultivate friendly relations and **promote mutual understanding** among physicians' families.
3. To encourage participation in any endeavor at the request of national, state and county medical societies.

### Article III – Assets and Earnings

The corporation is a not for profit organization under Chapter 617, Florida Statutes. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons. The corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for in Article II hereof and except to the extent permissible under these Articles, under applicable law and under Section 501(c)(3) of the Code. No substantial part of the activities of the corporation shall be used for propaganda, or attempt to influence legislation. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidates for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities:

- a) By a corporation exempt from Federal income tax under section 501 © (3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) or
- b) By a corporation, contributions to which are deductible under section

170© (2) of the Code (or corresponding provision of any future United States Internal Revenue Law).

## **Article IV – Membership**

The corporation will have members as provided for by in the bylaws. The designation of one or more classes of membership, the qualifications and rights of the members of each class, and the manner of their admission to membership shall be regulated by the bylaws of the corporation.

## **ARTICLE IV – Officers**

The officers of the corporation consist of the President, President-Elect, one or more Vice Presidents, Secretary, Treasurer, and other such officers as may be provided in the bylaws or by resolution of the Board of Directors. Each officer shall be elected (and may be removed) at such time and in such manner as may be prescribed by the bylaws or by applicable law.

## **ARTICLE V – Directors**

The affairs of the corporation shall be managed by the Board of Directors, the number of which may be either increased or decreased from time to time in accordance with the bylaws, but shall consist of not less than THREE members. The Board of Directors shall be elected, any Director may be removed and any vacancies may be filled in the manner provided in the bylaws.

## **ARTICLE VI – Amendments**

The Constitution may be amended by the voting members in the manner provided by the Florida Not for Profit Corporation Act. Any amendment shall require a majority (51%) affirmative vote at a meeting at which at least 10% of all voting members are present.

## **ARTICLE VII – Term**

This corporation shall have perpetual existence.

## **Article VIII – Dissolution**

In the event of the dissolution or final liquidation of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively only for the purpose of the corporation. In addition, all funds which operate exclusively for educational and charitable purposes as contemplated by section 501© (3) of the Code (or corresponding provision of any future United States Internal Revenue Law) shall be disposed of as the Board of Directors shall determine.

# **BYLAWS**

**(Some of this information has been taken from the original Constitution and appropriately placed into the bylaws)**

## **Chapter I – Membership**

Members shall be divided into four classes: Active, Associate, Life and Resident Physician Spouses.

- A. Active – Spouses of physicians who are eligible to be members in the Duval County Medical Society who shall pay dues and have the privilege to vote and hold office.
- B. Associate – Former spouses of Duval County Medical Society members who shall pay dues and have the privilege to vote and hold office unless the former physician spouse remarries and the new spouse requests membership in our organization. The new spouse would be eligible to vote and hold office and the former spouse would relinquish these rights but still be eligible to be a non-voting member.
- C. Life – Spouses of Life members of the Duval County Medical Society and widows of physicians who are or were members in good standing in the Duval County Medical Society. These spouses will pay one half the county membership dues but all the state and national dues. Life members will have the privilege to vote and hold office.
- D. Resident Physician Spouses – Spouses of a Resident or Fellow who are eligible for membership in the Duval County Medical Society. Resident Physician spouses can vote and hold office. They shall pay one half the County active Membership dues, one third the state dues and one fourth the national dues.

## **Chapter II – Dues**

Section 1. The fiscal year is from January 1<sup>st</sup> to December 31<sup>st</sup> inclusive.  
(this was #3 in the 2000 revised Bylaws)

Section 2. The annual dues may be paid through the County Alliance Treasurer, the Medical Society Office, or the Florida Medical Association Alliance.

Section 3. When dues are received locally, the Treasurer will transmit and send the state and national portion of these dues to the Florida Medical Association Alliance for each Active, Associate, Life and Resident Physician spouse member each fiscal year. If the Medical Association Alliance collects these dues, they will in turn send the local portion of the dues back to our county.  
(this was #4 in the 2000 revised Bylaws)

Section 4. Dues become delinquent after January 1<sup>st</sup>. A reminder for lapsed

membership dues will be mailed out in January of each year by the Membership Chairman and/or the Treasurer.  
(this was #1 in the 2000 revised Bylaws)

### **Chapter III – Officers and Directors**

- Section 1. The elected officers and chairmen of standing and special committees shall constitute the Board of Directors. Only dues paying members shall constitute voting members of this board.
- Section 2. The elected Officers may be the President, President-Elect, Vice President(s), Recording Secretary, and Treasurer. If two or more Vice Presidents are nominated and selected in any given year (with division of duties), each Vice President will have the privilege to have a separate vote on the Executive Board. If any vacancy occurs in any said office between the Annual meetings in any given year, the Executive Board shall assume these positions on a rotating basis for the new year.
- Section 3. The President at his or her discretion shall appoint a Corresponding Secretary, Parliamentarian, and Committee Chairmen.
- Section 4. The President shall appoint chairmen of the standing and special committees. Each chairman shall submit a written annual report to the President.
- Section 5. The finance committee shall consist of the President, President-Elect, Treasurer, Immediate Past Treasurer, and two members Elected from the general membership.
- Section 4. The three immediate Past Presidents may serve as Directors. If Any of these Past Presidents is unable to fill the position, the President can appoint another Past President to serve.
- Section 5. The term of office shall begin at the close of the Duval County Medical Society Annual meeting in January. (to coincide with the County Medical Society's Officers' terms of office)

### **Chapter IV – Election of Officers**

- Section 1. A nominating committee of no more than five members shall be selected from volunteers on the floor at the Spring General meeting. The Immediate Past President should serve as the Nominating Committee Chairman. It

shall be the duty of the committee to present a slate of candidates to the Board of Directors at the next board meeting and posted at least 10 days prior to the Fall General meeting.

Section 2. Officers shall be elected at the November meeting **for the new calendar year. Opportunity to e-mail or post the ballots will be provided at least 10 days prior to this date. Nominations may be made from the floor for any office following the reading of the slate presented by the Chairman of the Nominating Committee and with the consent of the nominees.**

Section 3. **New Officers will be installed at the first General meeting of the new year.**

Section 4. **To be eligible for the office of President, President-Elect, and Vice President(s), it is recommended that an active member serve at least ONE year on the Board as an officer or chairman of a committee.**

Section 5. If positions for elected officers cannot be filled, the previously elected Board shall assume these positions for the new year. If any of the previously elected Board members choose not to resume any of these positions, the remaining Board will assume the functions of this position on a rotating basis except for the position of treasurer which should be taken by one Board member for the entire fiscal year.

## **Chapter V –Duties of the Officers and Chairmen**

Section 1. The President shall preside at all Board and General meetings. He/she shall be a member ex-officio of all standing committees except the Nominating Committee. He/she shall appoint such special committees as He/she may deem necessary provided they do not duplicate or assume any duties of any standing committee. **In addition, he/she coordinates all active programs via chairmen for the calendar year. He/she also proposes strategic planning for future programs and/or activities. If the President is unable attend any of the scheduled meetings, he/she may appoint another officer to preside (in standing order).**

Section 2. The President-Elect shall be an active aid to the President and learn the affairs of the President. **In addition, he/she assists the President in all aspects of this Alliance. If for any reason the office of President becomes vacant, the President-Elect shall serve this term and assume the functions of the President.**

Section 3. The Vice President shall serve as Program Chairman for the general Meetings. **He/she assists, directs and advises the meeting Chairmen for coordination of the scheduled general meetings/gatherings during**

**the year. He/she also directs and advises the Membership chairman (unless this role has been designated as another Vice President position)**

Section 4. The Recording Secretary shall keep the minutes of the board meetings. **He/she will send minutes of each board meeting via e-mail or postage for review prior to the next meeting to all board members. These minutes can be distributed to the membership at the discretion of the Board. Hard copies of the minutes will be presented at each board meeting. Notices of all General meetings will be archived by the Recording Secretary as well.**

Section 5. The Treasurer shall be the custodian of the funds. He/she shall make a statement of accounts at all the meetings. The Treasurer shall transmit dues to the Florida Medical Association Alliance. He/she shall make deposits of all the funds raised by the Alliance. He/she may make disbursements only upon receipt of specific written vouchers and with the permission of the President. He/she shall serve as the Chairman of the Finance Committee. It shall be the duty of this committee to prepare an annual budget for the presentation to the Board of Directors at the first Board meeting of the fiscal year. This committee shall contact all officers and chairmen for the funding requirements for the ensuing year before this budget is finalized.

Section 6. The Corresponding Secretary shall send out notices of all board, general and special meetings. He/she shall also conduct the correspondence of the Alliance.

Section 7. The Parliamentarian shall attend all meetings and advise the President on parliamentary procedures.

Section 8. The three Directors (Past Presidents) shall act in an advisory capacity to the Alliance and/or the Executive Board and shall perform any duties assigned by the President.

Section 9. The President shall appoint all other committee chairmen of standing and special committees. These committees will be designated by the Board according to the needs and desires of its membership.

## **Chapter VI– Meetings**

Section 1. General meetings of the Alliance shall be held at regular intervals to be determined by the Executive Board with due notification to the membership. The installation of officers will be the first General meeting of the

new year.

Special meetings may be called by the President upon five days notice.

Section 2. The Executive Board will meet monthly unless otherwise designated by a majority vote of its membership. **Board meetings are open to ALL members. A quorum is defined as 51% of the Executive Board and other members present at board meetings.**

Section 3. A quorum is defined as 51% of the **members present** (at least 10 % of the active membership) at General meetings.

Section 4. The following format shall be the suggested order of business at Board Meetings:

- A. Call to Order
- B. Collect (Alliance prayer)
- C. Greetings from the presiding officer
- D. Minutes of the previous meeting which may be approved as read, or as corrected or even dispensed
- E. Treasurer's report
- F. Correspondence
- G. Reports of officers
- H. Reports of Committees
- I. Unfinished business
- J. New business
- K. Announcements
- L. Program or **Guest Speaker**
- M. Adjournment

## **Chapter VII – Policy**

Section 1. The policies and objectives of this Alliance shall be consistent with those of the Florida Medical Association Alliance.

Section 2. There shall be no endorsement of any commercial product or any political candidate by this Alliance.

Section 3. Non-dues income may be solicited and used for Alliance Board approved purposes. These solicited funds can **only** be raised by Alliance or Medical Society members.

Section 4. The Immediate Past President shall be responsible for procuring and presenting the current President's gift. The amount of the purchase will be determined by the budget.