

OKLAHOMA STATE MEDICAL ASSOCIATION ALLIANCE

Revised: January 2007

Adopted: May 2007

BYLAWS

ARTICLE I - Name

The name of this organization is the Oklahoma State Medical Association Alliance.

ARTICLE II – Purpose

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

- to partner with the Oklahoma State Medical Association (OSMA) to achieve mutually agreed health care goals for members and the public;
- to build healthy communities through health promotion programs, partnerships, advocacy and fundraising;
- to foster personal and professional development of members; and,
- to raise funds for student medical education assistance and community health programs that meet the health needs of the public.

ARTICLE III - Policy

Section 1. The policy of the state alliance shall be determined by the Oklahoma State Medical Association.

Section 2. The state alliance will recognize as a component alliance, and accord representation and vote to any alliance of a county society whose purpose, bylaws, and policies are consistent with those of the state alliance.

Section 3. Each component alliance shall request its county medical society to appoint a committee of three of its members to act as an advisory board to the alliance.

Section 4. The component alliance shall send dues and names of members as collected to the treasurer of the state alliance. The number of paid memberships remitted two months prior to the date of the convention will determine the representation and right to vote of each component alliance.

Section 5. Five members shall be a minimum membership for the organization of a component alliance. They shall meet at least four times a year.

Section 6. A charter shall be issued to a component alliance upon application to and approval by the Board of Directors; such charters shall be signed by the president and recording secretary of the state alliance. Upon recommendation of the

Board of Directors, the convention may suspend or revoke a charter when the requirements are not met for two consecutive years.

Section 7. The state, county and component alliances shall be federated to form the AMA Alliance.

Section 8. Resident Physician Spouse (RPS) Medical Student Spouse (MSS) component organizations shall be considered part of the OSMA and AMA Alliance federation.

ARTICLE IV - Membership

Section 1. The categories of membership in the state alliance shall be:

- A. Regular
- B. Associate
- C. Resident Physician Spouse (RPS)
- D. Medical Student Spouse (MSS)
- E. Life

A. Regular

A regular member shall be:

- i) the spouse of a physician who is eligible for membership in good standing of a component county or district society of the OSMA, or
- ii) the spouse of a retired physician who at the time of his/her retirement was an active member in his/her county medical society, or
- iii) the widow or widower who is a regular member at the time of death of their spouse, provided that person has not remarried outside the profession, or
- iv) a physician who is eligible for membership in good standing of a component county or district society of the OSMA.

B. Associate

An associate member shall be:

- i) the spouse, widow, or widower (provided that person has not remarried outside the profession) of a physician who qualifies or qualified but is not or was not a member of the OSMA
- ii) the divorced spouse (who was an OSMA Alliance member at the time of the divorce and provided that person has not remarried outside the profession) of a physician who qualified or was a member of the OSMA.

C. Resident Physician Spouse (RPS)

A resident physician spouse shall

- i) be the spouse of a physician who is a resident or fellow in a training program approved by an appropriate accrediting agency
- ii) pay dues set annually, and
- iii) be eligible to hold office

D. Medical Student Spouse (MSS)

A medical student spouse shall

- i) be the spouse of a student enrolled in a program accredited by the AMA Liaison Committee on Medical Education or the American Osteopathic Association.
- E. Life – Life Membership is granted to a national president upon completion of term of office.

Section 2. Rights and Privileges

A. All members

- (1) shall be represented at the annual meeting as provided in Article VI, Section 3 of these Bylaws;
- (2) shall receive the official publication;
- (3) shall be able to attend Alliance meetings.

B. Regular members shall be eligible to hold elective or appointive office and to be delegates to the state convention.

a. Life members shall retain all rights and privileges held at the time life membership was conferred

Section 3. Dues

a. Payment

Annual dues shall be paid by each member classified as regular, associate, resident physician spouse, and medical student spouse as provided in Article V Finances of these bylaws.

b. Amount

Dues for members shall be determined by the Board of Directors in consultation with the Finance Committee. The Board of Directors shall increase dues not more than once in a three year period unless authorized by the House of Delegates.

ARTICLE V - Finances

Section 1. Funds shall be obtained for the state alliance from:

- a. dues.
- b. special assessments as the convention deems advisable.
- c. voluntary contributions requested by resolution of the convention.
- d. assistance and services rendered by the Oklahoma State Medical Association whenever possible.
- e. any other means approved by the convention.

Section 2. The fiscal year shall be from July 1 through June 30.

Section 3. A budget shall be prepared by the finance committee for the ensuing year from estimates and reports submitted by officers and committee chairman whose work entails expenditures. The budget shall be submitted to the Board of Directors for approval and presented to the convention for adoption.

Section 4. State and National dues must be paid for all active members carried on county membership rolls and the members-at-large roll. The Vice President of MAL's shall transmit all dues to the state alliance treasurer as soon as received.

ARTICLE VI - State Convention

Section 1. The convention shall be the annual meeting of all members of the state alliance. The date and place shall be designated by the Board of Directors of the alliance, keeping in mind the time and place of the annual session of the Oklahoma State Medical Association.

Section 2. The convention shall be composed of (a) delegates, (b) all members of state alliance, and (c) guests. Only voting delegates may present a motion and vote. One-third of the voting delegates registered at the convention shall be a quorum.

Section 3. Delegate Composition

a. Oklahoma State Medical Association Alliance Delegates:

(1) Oklahoma State Medical Association Alliance delegates shall be: Oklahoma State Medical Association Alliance past presidents, Oklahoma State Medical Association Alliance officers, and chairmen of Oklahoma State Medical Association Alliance standing committees.

b. County Alliance Presidential Delegates:

(1) County alliance presidential delegates shall be the president of each county alliance, or the county president-elect, if the president is unable to attend.

c. County Alliance Delegates:

(1) Each county alliance shall be entitled to one delegate for each 25 members or fraction thereof, in addition to the county presidential delegate and state delegates. Two months prior to convention, the state treasurer shall send notification of the number of voting delegates to which each constituent alliance is entitled according to membership rolls.

d. Members-At-Large (MAL) Delegates

(1) Members-at-large shall be entitled to a delegate for every 25 members or fraction thereof. The president shall appoint the delegates and alternates to the State Convention from the MAL not already serving on the board.

Section 4. The call to convention shall be printed in the JOURNAL of the Oklahoma State Medical Association and the "SOONER HEARTBEAT", together with the program of events scheduled. A letter containing general information and specific

instructions shall be sent to the state officers, committee chairmen, and county presidents at least 30 days prior to the convention.

Section 5. The legislative powers of this alliance shall reside in the convention. The voting delegates shall elect the general officers and transact all business of the alliance not otherwise specifically provided for in these Bylaws.

Section 6. The order of business shall be:

- a. Call to order by president.
- b. Roll call of voting delegates.
- c. Reading and approval of minutes.
- d. Reports of officers, chairmen, and component alliances.
- e. Unfinished business.
- f. New business.
- g. Election of officers.
- h. Installation of officers.
- i. Adjournment.

ARTICLE VII - National Convention and Fall Conference

Section 1. The president who is in office at the time of convening of the national convention shall attend as presidential delegate. If she/he is unable to attend, the president-elect shall attend as presidential delegate. In the event that neither is able to attend the national convention, the immediate past president shall attend as presidential delegate. A portion of expenses shall be allowed for the person attending as presidential delegate according to the budget allowance.

Section 2. The president-elect shall attend the national convention as an official delegate with a portion of her/his expenses paid according to the budget allowance. Other delegates shall be appointed by the president in office at the time of the national convention. These shall be named after notification of the number allowed for attendance by the national treasurer.

Section 3. The president and president-elect shall attend one National Leadership Conference in Chicago with a portion of the expenses paid according to the budget allowance and may attend additional national conferences according to budgetary limitations.

ARTICLE VIII - Officers

Section 1. The elected officers of the state alliance shall be a president, president-elect, first vice-president, vice-president/new alliance development, vice-president/MAL, vice-president/RPMSS, recording secretary, treasurer and treasurer-elect.

- a. The appointed officers shall be a historian, parliamentarian and editor of the "SOONER HEARTBEAT".

- b. The president-elect, first vice-president, vice-president/new alliance development, vice-president/MAL, vice-president/RP/MSS, recording secretary, and treasurer-elect shall be elected annually by the delegates at State Convention.
- c. All the above officers shall assume the duties of their respective offices at the close of the annual convention at which they have been elected and serve until their successors have been elected and installed.

Section 2.

- a. General Eligibility
 - 1. All candidates must be an active member in good standing of the OSMAA.
 - 2. To be eligible for nomination as president-elect, a regular member shall have served on the state board of directors of the OSMAA for a total of two years.

Section 3.

Vacancies shall be filled by appointment by the Board of Directors, except the office of president or president-elect, treasurer or treasurer-elect. If the president dies or resigns, the president-elect shall immediately become president. If the term served is less than nine months, the president-elect shall also serve the additional year as president for which he/she was elected. If the term is nine months or more before the annual convention, it will be considered a full term. The current nomination committee will present a nominee for president-elect to the Board of Directors for approval within 30 days after the vacancy occurs.

- a. If there is a vacancy in the office of both president and president-elect, the first vice-president shall act as president until the next annual convention. The current nomination committee will present a nominee for president-elect for approval to the Board of Directors within 30 days after the vacancy occurs.
- b. In the absence of the treasurer or treasurer-elect, the vacancies shall be filled by the Executive Committee. If the vacancies occur less than nine months prior to the next convention, the appointed treasurer shall serve in the capacity until the second convention following her/his appointment.

ARTICLE IX - The Board of Directors

Section 1. The Board of Directors shall consist of the Executive Committee (President, President-elect, First Vice President-Membership, Vice President-New Alliance Development, Vice President-Members-at-Large, Vice President-Resident Physician/Medical Student Spouses, Recording Secretary, Treasurer, Treasurer-elect and a past President appointed by the President), Chairmen of the Standing Committees, County Presidents and County Presidents-elect.

Section 2. The Board of Directors shall conform to the Bylaws, Rules of Procedure, parliamentary authority of the OSMA Alliance, and such other rules as the House of Delegates shall adopt. The Board of Directors shall:

- a. study, deliberate and carry out the mandates and policies of the OSMA Alliance as determined by the House of Delegates;
- b. be subject to the recommendations of the State Advisory Board and the Executive Committee;
- c. take action on behalf of the OSMA Alliance in accordance with these bylaws, including policies for the organization when the House of Delegates is not in session;
- d. maintain oversight of the property and direct activities of the OSMA Alliance, subject to the provisions of these bylaws and resolutions and enactments of the House of Delegates;
- e. be responsible for the financial integrity of the OSMA Alliance;
- f. adopt a budget for the ensuing year;
- g. transmit the books/budget to OSMA's Director of Finance for annual audit, and appoint an independent Certified Public Accountant to audit the books as deemed necessary;
- h. approve all appointments;
- i. approve times and places of meetings sponsored by the OSMA Alliance;
- j. report to the House of Delegates concerning its activities of the past year; and be authorized to elect officers if the Annual Session of the House of Delegates is cancelled due to emergency conditions.

Section 3. The Board of Directors shall meet four times a year: post-convention board meeting, fall board meeting, winter board meeting and pre-convention board meeting. Special meetings may be called by the President, or by petition to the President by at least one-third of the members of the Board of Directors. In case of a natural disaster (extensive flood, ice, tornado, etc.) a board meeting may be held via email, teleconference, chat room, or any other technique available during the natural disaster. Votes that cannot wait until the next meeting may be taken as long as there is a majority of the board participating. The OSMA Alliance board must ratify the motions made by email, teleconference, chat room, or any other technique at their next meeting so they may be recorded in the minutes.

Section 4. A majority of the members of the Board of Directors shall constitute a quorum.

Section 5. The President shall be the presiding officer of the Board of Directors.

ARTICLE X - Executive Committee

Section 1. The Executive Committee shall consist of a president, president-elect, first vice-president, vice-president/new alliance development, vice-president/MAL, vice-president/RP/MSS, recording secretary, treasurer, treasurer-elect, and a past president appointed by the president.

Section 2. The Executive Committee will meet upon call by the president in the intervals between Board of Directors meetings for discussion and preparation of plans and recommendations to be presented to the Board.

Section 3. Upon unanimous vote, the Executive Committee shall transact such emergency business as arises between the regular meetings of the Board of Directors.

Section 4. The Executive Committee shall be the elected Board of Directors for the Oklahoma State Medical Association Alliance Health Education Foundation.

ARTICLE XI – Advisory

Section 1. The Board of Trustees of the Oklahoma State Medical Association shall be requested to appoint three (3) members of the Association to act as an advisory board to the state alliance.

Section 2. The Alliance Advisory Committee shall consist of the last three past presidents. The member with seniority shall be the chairman and member of the Board of Directors.

ARTICLE XII - Alliance and Emblem

Section 1. The state alliance shall have a seal for official matters and records. The power to change the seal shall rest with the convention.

Section 2. The president's official emblem shall be a gold medallion pin crested with the state map and a caduceus.

ARTICLE XIII - Official Publication

The official publication of the state alliance shall be the "SOONER HEARTBEAT". It shall be edited and published by the editor with such assistance as she/he may request. The editor shall be appointed by the president.

ARTICLE XIV - Committees

Section 1. The standing committee chairs of the alliance shall be:

- a. AMA-Foundation
- b. Bylaws
- c. Doctors' Day
- d. Finance
- e. Health Promotion
- f. Legislative Affairs
- g. Membership Development
- h. Nomination
- i. OMPAC-AMPAC
- j. Planning and Development
- k. Project Bank and Program Development

- l. Resident Physician/Medical Student Spouse
- m. State Convention

Section 2. The Standing Committees of the Alliance shall be:

a. Finance Committee. The Finance Committee Chair shall be the immediate past treasurer and its members shall be the president, president-elect, treasurer and treasurer-elect.

b. Membership Development Committee. The Membership Development Committee shall consist of the Membership Development Chair, the president, president-elect, the treasurer, the vice president of members-at-large, the vice president of resident physician/medical student spouse and the vice president of new alliance development.

c. Nominating Committee. The Nominating Committee Chair shall be the previous year immediate past president. The Committee shall consist of seven members and shall be elected by the House of Delegates. Nomination for office or for the nominating committee may be made from the floor of the House, providing the member has consented to serve. The election shall be by ballot except where there is only one nominee for each position, in which case the election may be by vote.

d. Planning and Development Committee. The Planning and Development Committee Chair shall be the immediate past president. The committee shall consist of the president, president-elect, nominating committee chair, historian, bylaws chair, first vice president-membership, vice president-resident physician/medical student spouse and the treasurer.

e. Project Bank Coordinators and Program Development Committee. This Committee shall consist of the president, president-elect, legislative affairs chair and the health promotion chair.

f. Resident Physician/Medical Student Spouse Committee. The RP/MSS Committee shall consist of the RP/MSS Chair, the president and the president-elect.

g. State Convention Committee. The State Convention Committee shall consist of the State Convention Chair, the president, president-elect, bylaws chair and the historian.

Section 3. Special Committee – Health Education Foundation Committee. The Health Education Foundation Committee shall consist of the Health Education Foundation Steering Committee Chair, serving as Scholarship Chair, the president, president-elect, recording secretary, the Health Education Foundation Treasurer and the vice president-new alliance development.

ARTICLE XV - Amendments

Section 1. Method:

The Bylaws may be amended at any convention by a two-thirds vote of the delegates present, provided that:

- a. the proposed amendment has been submitted in writing by the Bylaws Committee to the Board of Directors at least sixty (60) days prior to the convention at which time it is voted upon, and
- b. the proposed amendments have been sent by the Bylaws Committee to each constituent alliance at least sixty (60) days prior to the convention.

A. The Bylaws Committee shall report to the House of Delegates recommending such changes in the Bylaws as it deems appropriate for action by the House of Delegates.

B. County Alliances may submit proposed amendments to the Bylaws. Such proposed amendments shall be received by the Chair of the Bylaws Committee no later than January 1 prior to the Annual Meeting at which they are to be acted upon. The Bylaws Committee shall review the proposed amendments, include them in the proper notice, and present them with the committee recommendations to the House of Delegates for action.

C. Proposed changes in the Bylaws shall be summarized and distributed in the Call to the Annual Session sent to the membership at least thirty (30) days prior to the session of the House of Delegates, and resolutions and precise wording shall be sent to all delegates at least thirty (30) days prior to the session of the House of Delegates and shall be available to all members upon request from OSMA Alliance Headquarters.

Section 2. Presentation:

Only the Bylaws Committee may present proposed amendments to the House of Delegates.

Section 3. Revision:

These Bylaws may be revised only upon authorization of the House of Delegates. A summary of the proposed revision shall be distributed in the Call to the Annual Session sent to the membership at least thirty (30) days prior to the session of the House of Delegates at which action is to be taken.

ARTICLE XVI - Parliamentary Authority

The rules contained in Robert's Rules of Order, revised, latest edition, shall govern all meetings.