
BYLAWS OF THE CLARK COUNTY MEDICAL SOCIETY ALLIANCE

A component of the Nevada State Medical Association Alliance
&
American Medical Association Alliance

REVISED APRIL 2010

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ARTICLE I

NAME

The name of the organization shall be Clark County Medical Society Alliance, Inc. (Hereinafter referred to as the Alliance.)

ARTICLE II

OBJECT

The objectives shall be:

- A. To initiate and support health related charitable programs and health projects in our county.
- B. To promote and encourage participation of volunteerism in activities that support various health needs in our county.
- C. To initiate and promote health education and health programs in various segments in our county.
- D. To support programs that encourages individuals to seek training and education in the health professions.
- E. To work in concert with the American Medical Association Alliance and the Nevada State Medical Association Alliance on programs and projects that fit the needs of our community.
- F. To assist the programs of the Clark County Medical Society that improves the health and quality of life for the people of Clark County.

ARTICLE III

MEMBERSHIP

SECTION 1. CATEGORIES

The categories of membership shall be Regular Member and Honorary Member.

A. Regular Member.

A Regular Member shall be any member of a physician or medical student couple, present or former, at least one of whom is a physician or medical student who is or was eligible to be a member of the Clark County Medical Society, or an individual physician or medical student who is eligible to be a member of the Clark County Medical Society.

Regular Members shall have all rights and privileges of the County Alliance.

B. Honorary Member.

An Honorary Member is a member who has rendered long and singular service to the County Alliance, and who, with the recommendation of the Board of Directors, and at a regularly scheduled meeting, honorary membership has been conferred by ballot of 3/4ths of the members voting.

SECTION 2. RIGHTS AND PRIVILEGES

A. Regular Members Shall be:

Eligible to vote and to hold office, and have all the rights and privileges of membership.

B. Honorary Members shall:

Retain all rights and privileges held at the time honorary membership was conferred.

SECTION 3. DUES

A. Payment.

Annual dues shall be paid by member of the County Alliance, except Honorary Members who shall be exempt from payment of county and state dues.

B. Amount

1. The amount of County dues shall be recommended by the Finance Committee annually and shall be approved by the Board of Directors. Any recommended changes in the amount of dues shall be presented to the general membership for approval.

2. A Regular Member who is a member of a (i) resident physician couple, (ii) medical student couple, or (iii) military physician couple where the physician is serve with the Armed Forces of the United States of America shall pay County dues. Their State Alliance dues may be waived by the NSMAA and their AMAA dues may be waived by the AMAA.

3. Honorary Members shall pay no County or State dues.

4. Widows, widowers or spouses of retired physicians may elect to pay only County dues.

C. Deadlines

1. All dues shall be due and payable the first day of the fiscal Alliance year. Dues become delinquent on December 31st. A member may be reinstated after December 31st by payment of current dues and may be charged a reinstatement fee.

2. State and National Alliance dues shall be sent according to State and National procedures.

ARTICLE IV

FISCAL POLICIES

SECTION 1. FISCAL YEAR

The fiscal year shall be from June 1st through May 31st.

SECTION 2. ASSESSMENTS

A. Funds may be raised in addition to the levying of dues, through assessment, voluntary contributions, bequests, legacies, devices, gifts and joint charitable activities with other nonprofit organizations.

B. Special assessments must be approved by the majority of the members present at an officially called general membership meeting and previous notice of such proposed action must have been sent to all members at least seven days in advance.

SECTION 3. ACCOUNTS AND AUDIT

The books and accounts of the Alliance shall be kept in accordance with sound accounting practices. They may be audited by a certified public accountant at the discretion of the Board of Directors. The Board of Directors may approve the auditor's report.

SECTION 4. BONDING

Any and all officers and committee chairmen may be bonded in the amount determined by the Board.

SECTION 5. SIGNATURE ON CHECKS

Officers authorized to co-sign checks are: The President, President-Elect, Treasurer and the Assistant Treasurer. Two signatures are required on each check.

SECTION 6. INDEMNIFICATION

- A. A member of the Alliance may be indemnified for any costs, expense, or liabilities incurred as result of the performance of her duties.
- B. Whenever any member shall report to the President of the Alliance that she has incurred or may incur expenses, costs, or liabilities, the Board of Directors at its next regularly scheduled meeting, or at a special meeting of the Board shall consider the matter involved and shall, in good faith, determine whether said person acted, failed to act, or refused to act reasonably and whether the Alliance shall indemnify said person.
- C. Board shall approve the amount of indemnification due and shall approve payment.

ARTICLE V

OFFICERS

SECTION 1. OFFICERS

- A. The officers of the Alliance shall be the President, President-Elect, First Vice-President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer, and Public Relations Coordinator. The immediate Past President and the Parliamentarian are also officers of the Alliance. The Parliamentarian is appointed by the President. All elected officers may be co-positions.

SECTION 2. ELECTIONS

The President-Elect, First Vice-President, Second Vice President, Recording Secretary, Corresponding Secretary, Assistant Treasurer, and Public Relations Coordinator shall be elected at the Annual Meeting in April and installed at the May meeting. The President and Treasurer shall assume their respective office's by virtue of having been elected the previous year. All new officers shall assume their duties at the close of the general meeting in May.

SECTION 3. ELIGIBILITY FOR OFFICE

- A. Elective Office
 1. To be eligible to serve as President a member shall be a Regular Member of the Alliance for two years.
 2. To be eligible for all other offices a member shall be a Regular Member.
 3. An elected officer shall hold office for one year or until her successor is elected.

SECTION 4. DUTIES

Officers shall perform the duties prescribed by these Bylaws and by the Parliamentary authority adopted by this Alliance.

- A. **The President shall:**
 1. Be the presiding officer of the Executive Committee, the Board of Directors Meeting, the General Membership meetings, and other Alliance meetings.
 2. Be an ex-officio member of all committees except the Nominating Committee.
 3. Appoint the Chairmen of Standing Committees with the approval of the Executive Board.
 4. Appoint Special Committee Chairmen and individual appointees with the approval of the Board of Directors.
 5. Be authorized to co-sign checks.
 6. Appoint the Parliamentarian.
 7. Attend CCMS Board meetings and other Society meeting as required.
- B. **The President-Elect shall:**

1. Serve as an active aide to the President.
 2. Perform the duties of the President in the absence of the President.
 3. Serve as President if there is a vacancy in that office.
 4. Be an ex-officio member of all committees.
 5. Become President at the General Membership meeting in May and serve as President until a successor is elected.
- C. **The First Vice-President shall:**
1. Perform the duties of the President-Elect in her absence.
 2. Be chairman of the Membership Committee.
 3. Be responsible for compiling and publishing the annual directory, subject to review by the Executive Committee.
 4. Keep an accurate roster of members and potential members.
- D. **The Second Vice-President shall:**
1. Perform all the duties of the First Vice-President in her absence.
 2. Work with the Program Committee to arrange programs for Alliance meetings.
 3. Be responsible for arrangements for all meetings.
 4. Be responsible for reservations for all meetings.
- E. **The Recording Secretary shall:**
1. Be responsible for the records of the proceedings of all General membership meetings, Executive Committee meetings, and the meetings of the Board of Directors.
- F. **The Corresponding Secretary shall:**
1. Conduct such correspondence as the President may direct.
 2. Be responsible for all organizational mailings.
- G. **The Treasurer shall:**
1. Collect all moneys due the Alliance.
 2. Be custodian of all general Alliance funds and deposit them in a depository approved by the Executive Committee.
 3. Present a statement of account at all meetings of the Board of Directors and full report at all regular meetings.
 4. Disperse no moneys over \$200.00 without prior approval of the Executive Committee.
 5. Disperse no moneys unless Executive Committee has approved the function.
 6. Be chairman of the Finance Committee.
 7. Submit the accounts for audit as directed by the President or Executive Committee.
 8. Be authorized to co-sign checks.
 9. Keep an accurate roster of paid members.
- H. **The Assistant Treasurer shall:**
1. Be responsible for Community Service funds.
 2. Assume the responsibilities of the Treasurer in her absence or in her inability to serve.
 3. Be expected to serve automatically as Treasurer the following year.
 4. Keep an accurate roster of members.
 5. Be authorized to co-sign checks.
- I. **The Immediate Past President:**
1. Serves as a consultant when requested to do so by the President or the Board of Directors.
 2. Serves as Chairman of the Nominating Committee.
 3. Helps with the arrangements of the May Installation Luncheon.
 4. Helps to arrange prospective/new member functions.
- J. **The Public Relations Coordinator shall:**
1. use and contact all forms of media and communication to build, maintain and manage the positive reputation of the Alliance locally, state-wide and nationally.
 2. engage in promoting good will and preparing favorable publicity material for the Alliance and releasing it through various communication channels.
 3. work with each of the Officers and the Chairpersons of each Standing Committee, as determined by the President, to promote and publicize significant events and accomplishments.

K. The Parliamentarian shall:

Advise, when requested, the President, the Executive Committee, the Board of Directors, any committee, officer or member on parliamentary questions concerning the Alliance.

ARTICLE VI

NOMINATIONS, ELECTIONS APPOINTMENTS, & VACANCIES

SECTION 1. NOMINATIONS

- A. The Nominating Committee consisting of 5 Regular members, 3 of whom are elected. The Immediate Past President shall serve as the chairman and the President-Elect shall be a member of this committee. At the regular meeting in April, at least 3 nominations shall be made from the floor. Otherwise, no currently elected officers shall serve on the committee.
- B. The Nominating Committee shall meet and nominate candidates for each office. The slate of nominees shall be announced at the April meeting each year. The Committee shall obtain the nominee's permission to place her name on the ballot. Any eligible member may submit in writing her name to the Nominating Committee for any office to which she is eligible. Additional nominations for any office may be made from the floor provided consent of the eligible member has been obtained in writing if she is not present.
- C. The Nominating Committee shall function throughout the year to submit names of candidates for any vacancies among the officers, except the President and Treasurer, and the Nominating Committee. Names shall be submitted to the Board of Directors to fill the unexpired term.
- D. Three members of the Nominating Committee shall constitute a Quorum.

SECTION 2. ELECTIONS

- A. The officers shall be elected by ballot at the April meeting to serve for one year or until their successors are elected; and their term of office begins at the close of the general membership meeting in May. If there are no contested candidates for an office then election may be by voice vote.
- B. The nominating committee shall be elected by ballot at the April meeting to serve for one year or until their successors are elected; their term of office begins at the close of the general membership meeting in May. If there are only 5 regular members on the ballot than the election may be by voice vote.

SECTION 3. APPOINTMENTS

- A. The Parliamentarian is appointed by the President.
- B. Standing Committee Chairmen are appointed by the President with the approval of the Executive Committee.
- C. All Special Committee Chairmen are appointed by the President with the approval of the Board of Directors.
- D. Chairmen attend Board meetings and other meetings as required. Missing three consecutive meetings, unexcused, may constitute replacement.

SECTION 4. VACANCIES

- A. Vacancies in elected offices, with the exception of the President and Treasurer, shall be filled by the Board of Directors within one month, from a list submitted by the Nominating Committee.
- B. Any member serving six months or more of an unexpired term shall be considered to have served a full term in that office.
- C. If the Presidency is vacant, the President-Elect shall immediately become President and serve for the remainder of the term. The President-Elect's office is then filled by the Board of Directors in consultation with the Nominating Committee. If the time served is less than six months, the person shall serve as President until the second Annual meeting following her election as President-Elect.
- D. If the office of Treasurer is vacant, the Assistant Treasurer immediately becomes the Treasurer and serves for the remainder of the term. The Assistant Treasurer's office is then filled by the Board of Directors in

consultation with the Nominating Committee. If the time served is less than six months, the person shall serve as Treasure until the second Annual meeting following her election as Assistant Treasurer.

- E. Officers shall attend Board meetings and other meeting as required. Three unexcused consecutive absences from required meetings may constitute a vacancy in the office.

ARTICLE VII

MEETINGS

SECTION 1. REGULAR MEETINGS

The regular meeting of the Alliance shall be held monthly on the third Tuesday, starting and ending in May, unless otherwise ordered by the Board of Directors.

SECTION 2. ANNUAL MEETING

The regular meeting on the third Tuesday in April shall be known as the Annual Meeting and shall be for the purpose of electing officers, electing the Nominating Committee, receiving reports of officers and committees and for other business that may arise.

SECTION 3. SPECIAL MEETINGS

Special meetings may be called by the President or upon the written request of fifteen dues paying members stating the purpose of the meeting.

- A. Notice shall be mailed to all members of record at least 7 days in advance stating the time, place and purpose.
- B. No business except that provided for in the call shall be conducted.

SECTION 4. QUORUM

Fifteen members of the Alliance shall constitute a Quorum.

ARTICLE VIII

BOARD OF DIRECTORS

SECTION 1. COMPOSITION

The Board of Directors shall consist of the elected officers, the immediate Past President, the Parliamentarian, and the Chairmen of all Standing Committees. Special Committee Chairmen shall attend meeting of the Board of Directors at the discretion of the President.

SECTION 2. DUTIES

- A. The Board shall have full power of authority over the affairs of the Alliance during the interim between meetings, except that of modifying any previous actions of the Alliance. The Board shall not take any action that shall conflict with the rules adopted or decisions made by CCMS.
- B. In the event of a vacancy in an office, the Board shall vote on the candidates submitted by the Nominating Committee. The board shall have the power to vote on disbursements of budgeted funds
- C. and shall have the power to vote on unbudgeted funds up to and including the amount of \$1000.00

SECTION 3. QUORUM

Six members of the Board shall constitute a Quorum.

ARTICLE IX

EXECUTIVE COMMITTEE

SECTION 1. COMPOSITION

There shall be an Executive Committee composed of the Elected Officers, the Immediate Past President and the Parliamentarian.

SECTION 2. DUTIES

- A. Discuss and plan business that may be presented at the next Board of Directors meeting.
- B. Transact all business requiring action between meetings of the Board of Directors.
- C. Report to the Board of Directors all actions taken.
- D. Perform other duties as requested by the Board.

SECTION 3. QUORUM

Four members of the Executive Committee shall constitute a Quorum.

ARTICLE X

COMMITTEES

SECTION 1. STANDING COMMITTEES

Standing Committees may include the following committees:

- A. FINANCE: The chairman of this committee shall be the Treasurer. The committee shall be composed of the Treasurer, the Assistant Treasurer, and two other members appointed by the President.
- B. PUBLICITY/PUBLIC RELATIONS: It shall be the duty of the chairman of the P/PR Committee to be the liaison between the Alliance and other organizations and the news media. When acting on behalf of the Alliance she must have the sanction of the Executive Committee.
- C. MEMBERSHIP: The Chairman of this committee shall be the First Vice President. Her duties shall be to encourage membership in the Alliance and to extend courtesies to new members. She shall also maintain an accurate and current roster of eligible members.
- D. AMA FOUNDATION: This committee shall be responsible for fund raising for the Foundation and disperse all funds realized through proper channels.
- E. HISTORIAN: The Historian shall catalog all publicity and articles of interest to the Alliance. She shall be responsible for compiling an Alliance scrapbook.
- F. LEGISLATIVE AFFAIRS: The Legislative Affairs Committee shall keep the Alliance informed concerning proposed Federal, State and Local Legislation in the fields of medicine and health care.
- G. COMMUNITY HEALTH PROJECTS/FUNDS: This Committee shall investigate projects relating to health care needs in Clark County and report recommendations to the Board of Directors.
- H. WAYS AND MEANS: This committee shall inaugurate and propose plans for the raising of moneys.
- I. BYLAWS, STANDING RULES AND MANUAL: The chairman of the committee shall be the Parliamentarian. The committee shall review the bylaws, standing rules and procedure and policy manual and make recommendations to the Board of Directors and Membership. The Board and members may also submit recommendations to the committee for changes to the bylaws, standing rules and manual.
- J. CRISIS: May give assistance, help or support as needed to members or families of physicians in Clark County in need or who are affected by an emergency.
- K. STRATEGIC PLANNING: The committee is chaired by the President-elect and the committee shall explore both short and long term goals for the Alliance.
- L. CALLING TREE: The calling tree is used to contact all current members when the President and/or the Board of Directors determine the necessity.
- M. DIRECTORY: The Chairman of the Committee is the First Vice President. This committee shall be responsible for the compiling, publishing and distribution of the annual membership directory.

- N. PROGRAM: The Chairman of this Committee is the Second Vice President. The Committee is responsible for planning programs that the committee feels would be of benefit to the membership. All programs must be presented to the Board of Directors for approval.
- O. SUNSHINE: The Chairman of the Committee is the Corresponding Secretary. The Committee shall send out appropriate cards to members and families of Physicians of Clark County.
- P. WEBMASTER: The Webmaster shall update the CCMSA website in a timely manner. Update the email addresses of members on our current email account. Send out email reminders to members of upcoming Alliance events.
- Q. NEWSLETTER: Shall be either mailed or emailed to all members in a timely manner. The President and the Executive Committee have the final say as to what shall be published in the Alliance newsletter.
- R. NOMINATING COMMITTEE: See ARTICLE VI
- S. RESIDENT/MEDICAL STUDENT LIAISON: The committee works with the First Vice President to determine the resident and medical student spouses in Clark County and to encourage their participation in all compounds of the Alliance.

SECTION 2. SPECIAL COMMITTEES

- A. The composition, the manner of appointment, and other duties of these committees shall be in accordance with motions authorizing their appointment.
- B. Special Committees shall not be appointed to assume any of the duties assigned by these Bylaws to any Officer or Standing Committee.

SECTION 3. OTHER COMMITTEES

Other Standing Committees shall be created by the Alliance and Special Committees shall be created by the President with the approval of the Board of Directors, as deemed necessary to carry out the work of the Alliance.

SECTION 4. EX-OFFICIO MEMBERS

The President shall be ex-officio members of all committees, except the Nominating Committee.

ARTICLE XI

DIRECTOR CONFLICTS OF INTEREST

No contract or other transaction between the Alliance and one or more of its board members or any other corporation, firm, association or entity in which one or more board members are directors or officer or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because their votes are counted to such purpose, if:

- A. the fact of such relationship or interest is fully disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose (without counting the votes or consent of such interested board members), or
- B. the contract or transaction is fair and reasonable as to the Alliance at the time it is authorized by the board of directors or a committee.

Interested board members may be counted in determining the presence of a quorum at a meeting of the board of director or a committee thereof, which authorizes, approves or ratifies such a contract or transaction.

ARTICLE XII

EMERGENCY CLAUSE

In case of war or other great disaster or extraordinary emergency, the functions, powers and duties of the Alliance shall be as prescribed under applicable law.

ARTICLE XIII

RULES OF ORDER

The rules contained in the latest edition of *Roberts Rules of Order Newly Revised* Shall govern this Alliance in cases in which they are applicable and in which they are not inconsistent with these Bylaws and any Special Rules of Order that the Alliance may adopt.

ARTICLE XIV

AMENDMENTS

These Bylaws may be amended at any meeting of the Alliance by a 2/3 vote of the members present and voting, providing knowledge of the proposed amendment has been submitted in writing to all members at least twenty-one days prior to the meeting. If any portion of these Bylaws is required to be changed by either the American Medical Association Alliance or the Nevada State Medical Association Alliance, the Board of Directors is empowered to make such changes and the membership shall be so notified.

ARTICLE XV

PROPERTY AND DISSOLUTION

No individual member shall have any proprietary interest in the property and funds of the Alliance. In the event of a dissolution of the Clark County Medical Society Alliance, a non-profit, Nevada Corporation, such funds and property remaining after all obligations of the Alliance have been paid or satisfied, shall be distributed to a non-profit charity or organization which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code or any then applicable code section Further, notwithstanding any other provision of these Articles, the Alliance shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954.

Revision approved 1993-94

Amended 2003-2004

Amended 2004-2005

Amended 2007-2008

Amended 2009-2010

Amended 2010-2011

STANDING RULES

- A. The regular Board meeting of the Alliance shall be on the Tuesday following the regular monthly membership meeting of each month at 9:30 a.m., unless changed by the Board or the President.
- B. All items for the Alliance newsletter and for the website are due on the day of the regular monthly Board meeting.
- C. Officers and Committee Chairmen may submit their reports to the Newsletter Editor so that they do not have to make a report at the membership meeting.
- D. The Past President is responsible for purchasing a gift for the outgoing President. The gift shall be presented at the Annual Meeting.
- E. The membership directory should be available by the November membership meeting.
- F. The method of publishing the membership directory shall be the responsibility of the 1st Vice President with the approval of the Executive Committee.
- G. All officers and chairmen shall make three copies of their year-end report which shall be due at the joint board meeting following the Annual May Meeting. One copy shall be given to the incoming President, one to the incoming officer or chairman and one to be filed with the secretary.
- H. All Executive Committee members shall be either chairman of committees or have particular chairman report to them.
- I. All expenditures greater than \$250 must be reviewed and approved by the Executive Committee.

Amended 2004-2005