



# South Carolina Medical Association Alliance

## Bylaws

Revised 5/2/08, 5/24/09, 4/30/10, 4/29/11, 4/26/13, 5/2/14, 4/27/18

Table of Contents

<b>Policies .....</b>	<b>4</b>
<b>Constitution/Bylaws .....</b>	<b>5</b>
<b>ARTICLE I.    Name .....</b>	<b>5</b>
<b>ARTICLE II.   Purposes .....</b>	<b>5</b>
<b>ARTICLE III.  State Alliance and County Alliances .....</b>	<b>5</b>
Section 1. National Affiliation .....	5
Section 2. Tax Status .....	5
Section 3. Bylaws .....	5
Section 4. Geographical Regions .....	5
<b>ARTICLE IV.   Membership .....</b>	<b>6</b>
Section 1. Categories .....	6
Section 2. Rights and Privileges .....	6
Section 3. Dues .....	6
<b>ARTICLE V.   SCMA Alliance Annual Meeting .....</b>	<b>7</b>
Section 1. Definition .....	7
Section 2. Composition .....	7
Section 3. Session .....	7
Section 4. Duties .....	7
Section 5. Voting .....	7
<b>ARTICLE VI.   Officers .....</b>	<b>7</b>
Section 1. Designations .....	7
Section 2. Eligibility for Office .....	7
Section 3. Duties .....	8
<b>ARTICLE VII.  Nominations, Elections, Appointments, Vacancies .....</b>	<b>9</b>
Section 1. Nominations .....	9
Section 2. Election of Officers .....	10
Section 3. Term of Office .....	10
Section 4. Appointments .....	10
Section 5. Vacancies .....	10
<b>ARTICLE VIII.  Executive Board .....</b>	<b>11</b>
Section 1. Composition .....	11
Section 2. Duties .....	11
Section 3. Meetings .....	11

	Section 4. Quorum .....	11
<b>ARTICLE IX.</b>	<b>Executive Committee .....</b>	<b>11</b>
	Section 1. Composition.....	11
	Section 2. Duties .....	11
	Section 3. Meetings .....	12
	Section 4. Quorum .....	12
	Section 5. Voting .....	12
<b>ARTICLE X.</b>	<b>Committees .....</b>	<b>12</b>
	Section 1. Establishment .....	12
	A. Standing Committees .....	12
	B. Special Committees .....	13
<b>ARTICLE XI.</b>	<b>Executive Board Nominations and Appointments.....</b>	<b>13</b>
<b>ARTICLE XII.</b>	<b>Publications .....</b>	<b>13</b>
<b>ARTICLE XIII.</b>	<b>Parliamentary Authority .....</b>	<b>13</b>
<b>ARTICLE XIV.</b>	<b>Amendments .....</b>	<b>13</b>
	Section 1. Method .....	13
	Section 2. Presentation .....	13
	Section 3. Revision .....	14
<b>ARTICLE XV.</b>	<b>Disposition of Assets .....</b>	<b>14</b>

11

## **SOUTH CAROLINA MEDICAL ASSOCIATION ALLIANCE**

### **POLICIES**

1. All state officers and committee chairmen must clear **new** plans and communications being sent to the membership with the State president. The State president shall in turn obtain approval from the South Carolina Medical Association.
2. Alliance leaders must obtain permission from the State president to fill requests for official speaking engagements on behalf of the SCMA Alliance.
3. The President of the SCMA shall be an ex-officio member of the SCMA Alliance executive board.
4. SCMA Alliance mailing lists and email lists shall be used **ONLY** in connection with SCMA Alliance official business.
5. SCMA Alliance shall not be officially represented on boards of other organizations without the approval of the CEO and SCMA Alliance Advisory Council; nor may representatives from other organizations be appointed to the SCMA Alliance board.
6. SCMA Alliance shall sponsor only speakers approved by the South Carolina Medical Association.
7. No commercial interest nor any candidate for public office shall be endorsed by the SCMA Alliance. The SCMA Alliance may endorse or oppose pending legislation and assume a stand on matters of public policy if so advised by the South Carolina Medical Association.
8. A representative from the SCMA Alliance appointed by the president to an agency or committee shall bring back information from the same to the SCMA Alliance President. The representative shall not vote without the approval of the SCMA and SCMA Alliance.
9. Each new SCMA Alliance policy shall be adopted by a majority vote of the Executive Board. Each SCMA Alliance policy shall be reviewed for relevancy periodically by the SCMA Alliance Bylaws Committee. All policies may be amended by the Executive Board by a two thirds vote without previous notice or by a majority vote with such notice.

## **Constitution/Bylaws**

### **ARTICLE I. NAME**

The name of this organization shall be the South Carolina Medical Association Alliance.\*

### **ARTICLE II. PURPOSES** (Revised 5/5/07)

The purpose of the South Carolina Medical Association Alliance\* shall be to educate, advocate and provide charitable support for the family of medicine and to partner with the South Carolina Medical Association\*\* to improve the health and quality of life for citizens of South Carolina by:

- ♦ supporting the family of medicine;
- ♦ promoting health education and encouraging participation in health-related projects and charitable endeavors;
- ♦ promoting legislative awareness and advocacy;
- ♦ encouraging, supporting and providing resources to the county alliances; and
- ♦ communicating the mission and goals of the SCMAA to the membership and the public at large.

### **ARTICLE III. STATE ALLIANCE AND COUNTY ALLIANCES**

#### **Section 1. National Affiliation**

The SCMA Alliance shall be an affiliate of the American Medical Association Alliance\*\*\* and is composed of component alliances.

#### **Section 2. Tax Status**

The SCMA Alliance shall be a tax-exempt 501©(3) organization.

#### **Section 3. Bylaws**

The SCMA Alliance and each county Alliance shall adopt its own bylaws.

#### **Section 4. Geographical Regions**

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

\*Hereinafter in these Bylaws referred to as the SCMA Alliance

\*\*Hereinafter in these Bylaws referred to as the SCMA  
\*\*\*Hereinafter in these Bylaws referred to as the AMA Alliance

## **ARTICLE IV. MEMBERSHIP**

### **Section 1. Categories**

The categories of membership shall be regular, resident physician spouse, medical student spouse, life, honorary, and member-at-large.

A. Regular

A regular member shall be the spouse, widow, widower, or divorced spouse (provided that person was a member in good standing of the State Alliance at the time of the divorce and has not remarried outside the profession) of:

- a. a physician eligible to be a member of the SCMA; or
- b. a physician who was a member in good standing of another state's medical association at the time of retirement or death.

B. Resident Physician Spouse

A resident physician spouse member shall be the spouse of an intern, resident or fellow in a training program approved by the SCMA. Resident physician spouses may be regular members as defined in A, above.

C. Medical Student Spouse

A medical student spouse member shall be the spouse of a student enrolled in a medical school approved by the SCMA.

D. Life

A life member shall be State presidents who have completed his/her term of office.

E. Honorary

An honorary member shall be a regular member upon whom honorary membership was conferred at the Annual Meeting.

F. Member-at-Large

A member-at-large shall be a person who resides in a county where there is no county Alliance but meets the qualifications as a regular member.

### **Section 2. Rights and Privileges**

A. All members shall receive the official publications and be eligible to attend SCMA Alliance meetings unless otherwise restricted.

B. Regular members shall be eligible to hold office.

C. Life and honorary members shall retain all privileges as stated in the Bylaws.

### **Section 3. Dues**

A. Payment

Dues shall be determined at the Annual Membership Meeting, and shall remain in effect until changed at the Annual Membership Meeting upon recommendation of the Executive Board.

**ARTICLE V. SCMA ALLIANCE ANNUAL MEETING**

**Section 1. Definition**

The SCMA Alliance shall hold an annual meeting of the membership. Voting members shall be the business, elective and legislative body of the SCMA Alliance.

**Section 2. Composition**

- A. All regular registered members of the SCMA Alliance.
- B. The Annual Meeting may be postponed or cancelled by the Executive Board when necessitated by emergency conditions.
- C. Only registered members at the Annual Meeting may introduce business.

**Section 3. Session**

- A. The SCMA Alliance Annual Meeting shall be held at the time and place of the Annual Session of the SCMA House of Delegates.

**Section 4. Duties**

Registered members at the Annual Meeting shall transact all business of the SCMA Alliance not otherwise specifically provided for in these bylaws, adopt a proposed budget for the ensuing year; and elect the Nominating Committee and the officers.

**Section 5. Voting**

- A. Quorum  
One-third of the registered members shall constitute a quorum.
- B. Vote  
Only registered members at the Annual Meeting may vote.

**ARTICLE VI. OFFICERS**

**Section 1. Designations (Revised 5/2/08, 5/2/14)**

- A. Elected Officers  
  
The officers of the SCMA Alliance shall be a president, a president-elect, a vice president, a recording secretary, a treasurer, and the immediate past president.
- B. Appointed Officers  
  
The appointed officers of the SCMA Alliance shall be a historian and parliamentarian.

**Section 2. Eligibility for Office**

- A. Elected Offices (Revised 4/21/05, 5/2/08, 5/2/14)

1. To be eligible for nomination as president-elect, a regular member shall have served as president of a county Alliance and at least four additional years as a voting member of the Executive Board of the SCMA Alliance.
  2. To be eligible for nomination as vice-president, a regular member shall have served as president of a county Alliance and at least three additional years as a voting member of the Executive Board of the SCMA Alliance.
  3. To be eligible for nomination to the office of secretary or treasurer, a regular member shall have served as president of a county Alliance and at least one additional year as a voting member of the Executive Board of the SCMA Alliance.
  5. Two years on a committee constitutes one year for board requirement.
  6. In the event that the requirements regarding years of service, as stated in Section 2. A. Elected Offices 1-4, on the SCMAA Board cannot be fulfilled, the Nominating Committee shall have the power to nominate the most qualified person.
- B. Appointed Offices

To be eligible for an appointed office a regular member shall have served as president of a county Alliance.

**Section 3. Duties**

In the performance of their duties, all officers shall conform to the Bylaws, Policies, Rules of Procedure for Elected and Appointed Representatives of the SCMA Alliance, and parliamentary authority of the SCMA Alliance, and such other rules as adopted at the Annual Meeting or by the Executive Board.

A. Elected Officers

1. The president shall:
  - a. be the presiding officer of the Executive Board, Executive Committee and the Annual Meeting and shall preside at or designate a presiding officer for all other meetings under the sponsorship of the SCMA Alliance;
  - b. be an ex-officio member of all committees except the Nominating Committee;
  - c. appoint special committees and individual appointees as directed by the Annual Meeting, the Executive Board, or the SCMA Board of Trustees.
2. The president-elect shall:
  - a. perform the duties of the office of president in the absence of the president;
  - b. select appointees for the ensuing year to include the following: historian, parliamentarian, chairmen and members of standing committees, and other necessary appointees;
  - c. be an ex-officio member of all committees except the Nominating Committee.
3. The vice president shall:
  - a. be chairman of the Membership Committee; and member of the Reading Committee;
  - b. if there is a vacancy in the offices of both the president and the president-elect, serve as president until the next Annual Meeting.



4. The recording secretary shall:
  - a. be responsible for a record of the proceedings of the Annual Meeting and all meetings of the Executive Board and the Executive Committee, including roll call and Bylaws changes;
  - b. Be chairman of the Reading Committee.
6. The treasurer shall:
  - a. be chairman of the Finance Committee;
  - b. be a member of the Executive Committee and the Membership Committee;
  - c. be custodian of the funds of the SCMA Alliance.
7. The immediate past president shall:
  - a. serve as chairman of the Nominating Committee.

B. Appointed Officers

1. The historian shall:
  - a. be responsible for the preservation and collection of historical memorabilia for the current year and place it on file in the SCMA office.
  - b. maintain and keep up to date the biography file of deceased members of the SCMA Alliance to be used in the Annual Meeting Memorial Service.
2. The parliamentarian shall:
  - a. be a member of the Reading Committee;
  - b. advise, when requested, the president, the Executive Board, the Executive Committee, any committee, officer or member on parliamentary questions concerning the alliance.

**ARTICLE VII. NOMINATIONS, ELECTIONS, APPOINTMENTS, VACANCIES**

**Section 1. Nominations**

A. Nominations

**1. Nominating Committee**

**a. Composition**

The Nominating Committee shall consist of seven members and two alternates;

- (1) the outgoing president, who shall serve as chairman, and one other from the current Executive Board who shall not be a nominee for office; and
- (2) seven from the general membership who shall not be members of the Executive Committee or newly appointed Standing Committee Chairs. Five shall serve as members and two as alternates.

(3) Upon election, the chair and members of the Nominating Committee shall sign an agreement that they shall keep all discussions confidential.

(4) Those counting ballots shall be the members of the prior year's Nominating Committee.  
Tellers shall not be among those nominated.

**b. Term of Office**

(1) Members of the Nominating Committee shall serve from the close of the Annual Meeting at which they are elected to the close of the next Annual Meeting.

(2) No more than two of the elected members may have served the prior year.

**c. Election of Committee**

(1) During the Annual Meeting at a time designated by the Executive Board, the registered members of the Annual Meeting shall nominate eligible individuals for election to the Nominating Committee.

(2) The previous consent of all nominees must have been obtained prior to nomination.

**d. Duties**

(1) The Nominating Committee shall prepare a slate of candidates for elected office. When the slate is complete it shall be sent to the Executive Board and included in SCMA Alliance communications. The slate shall be presented for election at the Annual Meeting.

**Section 2. Election of Officers**

- A. Nominations for any office may be made from the floor at the Annual Meeting, provided consent of the eligible nominee has been obtained in writing.
- 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.
- C. A majority vote shall elect.
- D. The Executive Board shall be authorized to elect officers by mail or electronic communication if the Annual Meeting is cancelled due to emergency conditions.

**Section 3. Term of Office**

All officers shall serve for one year or until their successors are elected.

**Section 4. Appointments**

- A. The president shall make appointments in accordance with the Bylaws.
- B. The president-elect shall make appointments in accordance with the Bylaws.

**Section 5. Vacancies**

- A. If the office of 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 vice president shall serve as

president until the next Annual Meeting at which time voting members shall elect an eligible person as president.

- C. If the office of president-elect becomes vacant, it shall remain vacant until the next Annual Meeting. The duties of the president-elect shall be assumed by the vice president during this interim period.
- D. If any elective office other than that of president or president-elect becomes vacant, the Executive Board, by majority vote, shall elect an eligible member of the Alliance to serve the unexpired portion of the term.

## **ARTICLE VIII. EXECUTIVE BOARD**

### **Section 1. Composition**

The members of the Executive Board shall be officers, all past state presidents who are regular members, the presidents of the county Alliances, the committee chairmen, and their co-chairmen, the historian, the parliamentarian and the President of the SCMA.

### **Section 2. Duties**

The Executive Board shall:

- A. carry out mandates and policies of the SCMA Alliance as determined by the voting members at the Annual Meeting;
- B. have authority to perform all actions in the transaction of business for or on behalf of the SCMA Alliance except during the Annual Meeting;
- C. approve the budget before it is presented at the Annual Meeting for adoption.
- D. fill vacancies in elective offices; and
- E. be authorized to elect officers by mail or electronic communication if the Annual Meeting is cancelled due to emergency conditions.

### **Section 3. Meetings**

- A. The Executive Board shall meet immediately before the Annual Meeting, at least once during the fall; and at other times as deemed necessary by the president.
- B. Special meetings may be called upon written request of five members of the Executive Board. Notice of such meetings shall be given at least one week in advance.
- C. Regular meetings of the Executive Board may be postponed or cancelled by the Executive Committee when necessitated by emergency conditions.
- D. The Executive Board shall be permitted in an emergency to vote by mail or electronic communication. Any actions shall be ratified at the next meeting of the Executive Board.

### **Section 4. Quorum**

One-third of the registered Executive Board shall constitute a quorum. (revised 4/27/18)

## **ARTICLE IX. EXECUTIVE COMMITTEE**

### **Section 1. Composition**

The voting members of the Executive Committee shall be the president, president-elect, vice president, recording

secretary, treasurer, and the immediate past president.

**Section 2. Duties**

The Executive Committee shall:

- A. transact all business requiring action between meetings of the Executive Board;
- B. be responsible for the financial operation of the SCMA Alliance; and
- C. perform other duties deemed necessary for the Committee.

**Section 3. Meetings**

- A. Meetings may be called by the president.

**Section 4. Quorum**

Four members of the committee shall constitute a quorum.

**Section 5. Voting**

The Executive Committee shall be permitted in an emergency to vote by mail or electronic communication. Any actions shall be ratified at the next meeting of the Executive Board.

**ARTICLE X. COMMITTEES**

**Section 1. Establishment**

**A. Standing Committees**

The standing committees of the SCMA Alliance shall be: Bylaws, Finance, Health Promotion, Legislation, Planning and Development, Membership, and Reading.

The chairman of standing committees, unless expressly stipulated in the SCMA Alliance Bylaws, shall be regular members in good standing. Members and consultants shall be regular members. Chairman, members and consultants shall be appointed to serve for one year beginning at the close of the Annual Meeting following their appointment.

Each standing committee shall be governed by the SCMA Alliance Bylaws, Policies and Rules of Procedure for Elected and Appointed Representatives of the SCMA Alliance.

The majority of voting members present constitute a quorum.

**1. Bylaws Committee**

The Bylaws Committee shall be composed of a chairman, who is a past state president, and a minimum of three additional past state presidents.

**2. Finance Committee**

The Finance Committee shall be composed of the treasurer, who shall be the chairman, the immediate past president and one other member of the Executive Board. The committee shall work together with a person designated by the SCMA.

**3. Health Promotion Committee**

The Health Promotion Committee shall be composed of a chairman, a co-chairman and other members as needed. Additional committees may be appointed under the Health Promotion Committee as deemed necessary.

**4. Legislation Committee**

The Legislation Committee shall be composed of a chairman, a co-chairman and other members as needed.

**5. Planning and Development Committee**

The Planning & Development Committee shall be composed of seven members: Two members (one past president and one member-at-large) shall be appointed by the president each year to serve for three years. The chairman of the bylaws committee shall serve as the seventh member. The past president who is serving his/her third term shall serve as chairman. Should the chairman have to resign, the other member who is serving his/her third term shall act as chairman.

**6. Membership Committee**

The Membership Committee shall be composed of the vice-president, as chairman, the president-elect, the treasurer, and one representative from the upstate, midlands and lowcountry selected by the membership chairman. Other members may be appointed as needed. (revised 4/27/18)

**7. Reading Committee**

The Reading Committee shall consist of the recording secretary, chairman, the president, the president-elect, the vice president and the parliamentarian.

**B. Special Committees**

- A. Special committees may be established by the Executive Board.
- B. The composition, the manner of appointment, and the duties of these committees shall be specific to the issue or project.
- C. A Special Committee automatically ceases to exist when its task is complete.

**ARTICLE XI. EXECUTIVE BOARD NOMINATIONS AND APPOINTMENTS**

No member may serve more than three consecutive years in the same position.

**ARTICLE XII. PUBLICATIONS**

The SCMA Alliance shall issue an official publication for the membership and other publications authorized by the Executive Committee or the Executive Board.

**ARTICLE XIII. PARLIAMENTARY AUTHORITY**

The rules of parliamentary practice comprised in Robert's Rules of Order, Newly Revised, shall govern proceedings of the SCMA Alliance, subject to any special rules which have been or may be adopted.

**ARTICLE XIV. AMENDMENTS**

**Section 1. Method**

The Bylaws may be amended by two-thirds of those present and voting at the Annual Meeting, provided that all

proposed changes in the Bylaws shall be summarized and distributed to Alliance members at least thirty days prior to the Annual Meeting at which action is to be taken.

**Section 2. Presentation**

Only the Bylaws Committee may present proposed amendments at the Annual Meeting.

**Section 3. Revision**

These Bylaws may be revised only upon authorization by two-thirds of those present and voting at the Annual Meeting. A copy of the proposed revision shall be distributed to Alliance members at least thirty days prior to the Annual Meeting at which action is to be taken.

**ARTICLE XV. DISPOSITION OF ASSETS**

No person shall possess any property right in or to the property or assets of the corporation. Upon dissolution of the SCMA Alliance and after all obligations are satisfied, all assets shall be distributed to charitable organizations/ foundations currently supported by the SCMA Alliance or to the federal, state, or local government for exclusively public purposes. The organizations/foundations shall themselves be exempt from Federal Income Tax as organizations described in section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any prior or future Internal Revenue Code.