

**THE ACADEMY OF MEDICINE  
OF TOLEDO AND LUCAS COUNTY ALLIANCE**

**BYLAWS**

**ARTICLE I. Name**

The name of the organization shall be The Academy of Medicine of Toledo and Lucas County Alliance (*hereinafter referred to as the Alliance*).

**ARTICLE II. Purposes**

The Alliance is a volunteer organization of physicians' spouses that promotes the health of the community through health education and philanthropic activities.

The purposes of the Alliance shall be:

- to assist in those programs of The Academy of Medicine of Toledo and Lucas County (*hereinafter referred to as The Academy*) that improve the health and quality of life for all people;
- to uphold the programs of the Ohio State Medical Association Alliance and the American Medical Association Alliance;
- to promote health education and services;
- to encourage participation of volunteers in activities that meet health needs;
- to support health-related, charitable endeavors; and
- to encourage friendliness and fellowship among the members of the medical community.

**ARTICLE III. Membership**

Section 1. Categories

The membership of the Alliance shall consist of:

A. Active Members

An Active Member shall be:

- 1) the spouse of a physician who holds active membership in The Academy; or
- 2) a widow or widower of a physician in good standing of The Academy or any other county or state Society at the time of death, unless the person remarries outside the profession.

B. Members-at-Large

A Member-at-Large shall be a physician's spouse eligible for membership and residing in a county in which there is no organized alliance.

C. Associate

An Associate member shall be:

- 1) the spouse of a physician who qualifies or was qualified but is not a member of The Academy or any other county society, provided that person has not joined any other county alliance; or
- 2) those spouses who were active members, were widowed, and have remarried outside the profession.

D. Courtesy Members

A Courtesy member shall be any person closely affiliated with The Academy or the Alliance. The spouse of the Executive Director of The Academy shall be a Courtesy member.

E. Spouses of Members in Training

Spouses of Members in Training shall be spouses of interns, residents, and fellows currently serving on the house staff of an American Medical Association (AMA) approved hospital in Lucas County; and spouses of medical students of Medical College of Ohio.

F. Charter Members

Charter Members shall be those who founded the organization and have maintained their membership since 1941.

Section 2. Rights and Privileges

- A. All members shall receive county publications and shall be eligible to attend Alliance meetings, unless otherwise restricted.
- B. Active, Members-at-Large, Associate, and Charter members may vote.
- C. Active, Charter, and Associate members may serve as committee chairs.
- D. Active and Charter members shall be eligible to hold office.

**ARTICLE IV. Fiscal Year**

The Fiscal and Membership year of the Alliance shall be from one Annual Meeting to the next.

**ARTICLE V. Dues**

Section 1. Amount

The amount of dues shall be determined by the Board of Directors and subject to the approval of the general membership, following written notification.

- A. Dues for Active, Members-at-Large, and Associate (1) members shall be county dues plus current state dues (national dues optional).
- B. Dues for Associate (2) members shall be for county only.
- C. Dues for Courtesy members and Spouses of Members in Training shall be waived at the county level.
- D. Dues for Charter members shall be waived at the county level effective with the 1992-93 fiscal year. State and National dues, however, are the responsibility of the Charter member.

Section 2. Payment

- A. Dues are payable June 1 annually and must be paid by August 1.
- B. Members whose dues are unpaid by that date shall receive final notice and be removed from the membership.
- C. Dues of new members, which are received after February 1, shall be credited to the following year.

Section 3. All resignations from the Alliance shall be sent in writing to the Treasurer before May 1.

Section 4. Names of resigned, delinquent, and deceased members shall be given to the Membership Treasurer for the record.

**ARTICLE VI. Meetings**

Section 1. The Annual Meeting of the Alliance shall be held in May each year.

Section 2. General meetings shall be held from October through April as assigned by the Board of Directors.

Section 3. Special meetings may be called by the President or the Executive Committee.

Section 4. A quorum shall be five percent of the membership, including three officers at a general meeting.

Section 5. Majority vote of the quorum present at any meeting shall be necessary for any action excluding ByLaws revisions.

**ARTICLE VII. Officers**

Section 1. Designations

- A. The elected officers of the Alliance shall be President, Vice President, President Elect, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer, Membership Treasurer, and Immediate Past President.
- B. The appointed officers of the Alliance shall be Parliamentarian and Historian.

## Section 2. Eligibility for office

- A. Elective Office. To be eligible to serve as President, President Elect, or Vice President, a member shall have been an active member of this Alliance for three years and a Board member for one year. To be eligible to serve as a Secretary or Treasurer, a member shall have been a participating active member of the Alliance.
- B. Appointive Office. To be eligible for appointive office, a member shall be an active member.

## Section 3. Term of Office

The officers of the Alliance shall be elected annually. The President, President Elect, and Vice President may not hold the same position for consecutive terms.

## Section 4. Duties of Officers

### A. President

The President shall:

1. preside at the General meetings of the Alliance, the Board of Directors, and Executive Committee meetings;
2. be an ex-officio member, without vote, on all committees except the Nominating Committee;
3. perform such duties as pertain to the principle administrative office of an organization of this character;
4. appoint special committees and individual appointees with the approval of the Board;
5. have the right to approve all correspondence relative to Alliance matters;
6. be a liaison between The Academy, The Academy office personnel and the Alliance;
7. be the presidential delegate to the OSMA Alliance Board meetings and convention.

### B. Vice President

The Vice President shall:

1. assume the duties of the President in case of absence or disability;
2. succeed to the presidency if that office becomes vacant;
3. perform other duties as stated in Standing Rules; and
4. assist in the implementation of the entire Alliance program.

### C. President Elect

The President Elect shall:

1. serve as an active aide to the President;
2. become acquainted with the administrative duties of the Alliance;
3. be an ex-officio member, without vote, on all committees except the Nominating Committee;
4. select appointees for the ensuing year; and
5. automatically succeed to the Presidency upon the expiration of the President's term of office.

### D. Recording Secretary

The Recording Secretary shall keep a record of all meetings of the Board of Directors, Executive Committee, and general membership and be the custodian of the official Minutes of the Alliance. Attendance shall be kept at all board meetings.

### E. Corresponding Secretary

The Corresponding Secretary shall carry on the official correspondence of the Alliance.

### F. Treasurer

The Treasurer shall:

1. act as Finance Chairman;
2. receive the monies and pay the bills as stipulated in the budget approved by the Board of Directors and keep an accurate account of receipts and expenditures; and
3. present a financial report at all board and general membership meetings. A written copy of the report, itemizing all deposits and disbursements, shall be given to the President and distributed to all board members with the Minutes.
4. Additional responsibilities shall include filing all tax forms, maintaining all insurance and bonding records, and filing the annual State and National Alliance financial reports.
5. The Treasurer shall be bonded.

- G. Assistant Treasurer  
The Assistant Treasurer shall:
  1. serve as an aide to the Treasurer; and
  2. be bonded.
- H. Membership Treasurer  
The Membership Treasurer shall:
  1. maintain an accurate membership list and record all dues to be deposited with the Treasurer;
  2. with the Treasurer, complete the necessary state and national reports; and
  3. update the membership list monthly and forward changes to the President and to the appropriate chairmen.
  4. The Membership Treasurer shall be bonded.
- I. Immediate Past President  
The Immediate Past President shall:
  1. serve as a member of the Board of Directors and Executive Committee for one year; and
  2. serve as Chairman of the Nominating Committee.
  3. This person may serve as a consultant when requested to do so by the President or the Board.
- J. Historian  
The Historian shall keep an accurate record of all Alliance activities and shall act as custodian of all documents.
- K. Parliamentarian  
The Parliamentarian shall:
  1. be familiar with the ByLaws;
  2. be responsible for following Article XIII, Rules of Order, of the ByLaws and be a non-voting member when acting in this capacity; and
  3. shall advise, when requested, the officers or any member on parliamentary questions.

**ARTICLE VIII. Nominations**

Section 1. Nominating Committee

The Nominating Committee shall consist of five members.

- A. Four members shall be elected at the October meeting. One member of the committee shall be elected from the Board of Directors and three from the active general membership.
- B. The Immediate Past President shall serve as Chairman.
- C. Members of the Nominating Committee shall serve from the date of their election until successors are elected.

Section 2. Nominations

- A. No name may be placed in nomination for office without the consent of the nominee.
- B. The proposed slate shall be published for the benefit of the general membership before the February meeting.
- C. The Nominating Committee shall present the slate to the general membership in February or March at which time nominations may be made from the floor. Voting shall then take place.

Section 3. Election

- A. When there is no contest, the election may be by oral vote. If there is a contest, the election must be by written ballot.
- B. A majority of votes cast constitute an election providing there is a quorum present.
- C. The elected officers shall be installed at the Annual Meeting.

Section 4. Tenure

No member shall serve two consecutive years on the Nominating Committee.

Section 5. Vacancy

- A. A vacancy in an elected office (which occurs between Annual Meetings) shall be appointed by the Board of Directors, except in the case of the office of the President and the President Elect.
- B. In case of death, resignation, or disability of the President, the Vice President shall automatically become President; the Board of Directors shall appoint the vacancy in the office of the Vice President.
- C. If the office of President Elect becomes vacant, the Nominating Committee shall meet immediately to nominate a candidate for the office of President Elect for approval by the board.

Section 6. Appointments

The Board shall approve all appointments.

**ARTICLE IX. Board of Directors and Executive Committee**

Section 1. Board of Directors

- A. Composition
  - 1. The officers of the Alliance, the Immediate Past President, the Lucas County Medical Alliance Treasurer and the chairmen of the standing committees, shall constitute the Board of Directors of the Alliance.
  - 2. The Lucas County Medical Alliance Treasurer shall be a non-voting member while the other Board members each have one vote.
- B. Duties
  - 1. The Board of Directors, acting between Annual Meetings, shall hear reports of the officers and committee chairmen, shall approve a budget prepared by the Finance Committee, and shall have the power to transact all business for, or on behalf of, the Alliance.
  - 2. All transactions shall be subject to the provisions of the ByLaws.
- C. Meetings and Quorum
  - 1. The Board of Directors shall hold at least eight meetings a year. Additional meetings may be called at the discretion of the President.
  - 2. Half the members of the Board of Directors shall constitute a quorum.

Section 2. Executive Committee

- A. Composition

The elected officers and the Immediate Past President shall constitute the Executive Committee of the Board of Directors.
- B. Duties

The Executive Committee, between meetings of the Board of Directors, shall in all emergencies, have the power and duties of the Board of Directors.
- C. Meetings and Quorum
  - 1. Meetings of the Executive Committee shall be at the call of the President.
  - 2. The Executive Committee shall report all meetings to the Board of Directors.
  - 3. Four members shall constitute a quorum.

## **ARTICLE X. Lucas County Medical Alliance**

### Section 1. Purpose

The Lucas County Medical Alliance (*hereinafter referred to as LCMA*) is an independent 501(c)(3) non-profit corporation, which is a component of the Alliance. The purposes of the LCMA are to provide scholarships, promote health in Lucas County, and support health-related endeavors by making distributions to organizations described in Section 501(c)(3) of the Internal Revenue Code which are engaged in health-related charitable activities. The LCMA is responsible for charitable activities of the Alliance and for the development of the LCMA funds.

### Section 2. Composition

- A. The Board of Directors of the Alliance shall form the Corporation.
- B. The Board of Trustees shall consist of the Alliance President, Alliance President Elect, Alliance Immediate Past President, Alliance Assistant Treasurer, and three elected trustees.

### Section 3. Duties

- A. The duties of the Corporation shall be to meet annually for the purpose of electing trustees and amend the Code of Regulations.
- B. The duties of the Board of Trustees shall be:
  - 1. to abide by the Code of Regulations;
  - 2. to determine and authorize charitable expenditures;
  - 3. to promote fund development;
  - 4. to report decisions and provide a financial statement at the regularly scheduled meetings of the Alliance Board; and
  - 5. to file timely tax forms.

## **ARTICLE XI. Committees**

Section 1. The standing committees of the Alliance shall be: Community Publicity, Community Services, Finance, Health Promotion, Legislative Affairs, Membership Development, Newsletter Editor, Planning & Development, Program, Social, Special Interest Groups, Telephone, and Ways and Means.

Section 2. Chairmen of standing committees and subcommittee chairmen shall be appointed by the President Elect from the active membership to serve for one year, beginning at the close of the annual meeting following their appointment.

Section 3. The chairman of the committee or subcommittee shall select committee members.

Section 4. New standing committees, and ad hoc committees, may be appointed by the President as needed, with the approval of the Board of Directors.

Section 5. Annual Reports. All officers and committee chairmen shall prepare and submit an annual report, in triplicate, one copy for the President, one copy for the chairman's file and one for the permanent file.

**ARTICLE XII. Advisory**

The Council of The Academy of Medicine of Toledo and Lucas County or its Executive Director shall serve as advisory to the Alliance.

**ARTICLE XIII. Rules of Order**

The Rules of Parliamentary Practice contained in *Robert's Rules of Order, Newly Revised* shall govern all the deliberations of the Alliance, subject to any special rules which have been or may be adopted.

**ARTICLE XIV. Amendments**

Section 1. Amendment of Bylaws

ByLaws of this Alliance may be amended at any general meeting by a two-thirds vote of the quorum present, providing notice shall have been given at the previous meeting and sent in writing to the membership.

Section 2. Approval of ByLaws Amendments

Before amendments may be voted upon by the general membership, they must be approved by the Council of The Academy of Medicine of Toledo and Lucas County and the Board of Directors of the Ohio State Medical Association Alliance.

Section 3. Standing Rules

Standing rules may be amended by a majority vote of the Board of Directors.

**ARTICLE XV. Dissolution**

Section 1. Procedure

The Alliance may be dissolved by a two-thirds vote of those voting members present, provided members have been given written notice of the purpose of the meeting thirty days prior.

Section 2. Disposition of Assets

In the event of the dissolution of the Alliance, and after payment of provision for the payment of all liabilities of the Alliance, all assets shall be disposed of in the following manner only: The assets shall be transferred only to or for the use of any charitable, educational, or scientific organization selected by The Academy; provided, however, that any such charitable, educational, or scientific organization shall at the time of the receipt of such funds qualify as an organization exempt from federal income tax under Section 501(a) and described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

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