

AMENDED & RESTATED BYLAWS OF THE CLARK COUNTY MEDICAL SOCIETY ALLIANCE

A COMPONENT OF THE NEVADA STATE MEDICAL ASSOCIATION ALLIANCE
&
AMERICAN MEDICAL ASSOCIATION ALLIANCE

TABLE OF CONTENTS

ARTICLE I. NAME.....	1
ARTICLE II. CORE PURPOSE & OBJECTIVES.....	1
ARTICLE III. THE NON-PROFIT CORPORATION	1
SECTION 1. FISCAL YEAR.	1
SECTION 2. ASSESSMENTS.....	1
SECTION 3. ACCOUNTS & AUDIT	2
SECTION 4. INSURANCE.....	2
SECTION 5. SIGNATURE ON CHECKS.....	2
SECTION 6. INDEMNIFICATION.....	2
SECTION 7. PRINCIPAL OFFICE.....	2
ARTICLE IV. MEMBERSHIP	2
SECTION 1. CATEGORIES.....	2
SECTION 2. RIGHTS AND PRIVILEGES	3
SECTION 3. ADJUDICATION OF ELIGIBILITY	3
SECTION 4. MEMBERSHIP DUES	3
ARTICLE V. MEETINGS OF MEMBERS	4
SECTION 1. REGULAR MEETINGS.....	4
SECTION 2. ANNUAL MEETING.....	4
SECTION 3. SPECIAL MEETINGS.....	4
SECTION 4. QUORUM	5
Article VI. BOARD OF DIRECTORS.....	5
SECTION 1. POWERS & RESPONSIBILITY	5
SECTION 2. COMPOSITION	5
SECTION 3. ATTENDANCE & MEETINGS.....	5

SECTION 4. NOMINATIONS.....	6
SECTION 5. ELECTIONS	6
SECTION 6. APPOINTMENTS.....	6
SECTION 7. TERM OF OFFICE AND VACANCIES.....	7
SECTION 8. REMOVAL	8
SECTION 9. QUORUM	8
SECTION 10. POWERS OF THE BOARD OF DIRECTORS.....	8
SECTION 11. COMPENSATION OF DIRECTORS	9
ARTICLE VII. OFFICERS.....	9
SECTION 1. ELIGIBILITY	9
SECTION 2. DUTIES.....	9
ARTICLE VIII. COMMITTEES	12
SECTION 1. STANDING COMMITTEES.....	12
SECTION 2. SPECIAL COMMITTEES.....	13
SECTION 3. OTHER COMMITTEES	14
SECTION 4. EX-OFFICIO MEMBERS.....	14
ARTICLE IX. OFFICER CONFLICT OF INTEREST	14
ARTICLE x EMERGENCY CLAUSE.....	14
ARTICLE XI PROPERTY AND DISSOLUTION	14
ARTICLE XII RULES OF ORDER	15
ARTICLE XIII AMENDMENTS	15
STANDING RULES	16

ARTICLE I. NAME

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

ARTICLE II. CORE PURPOSE & OBJECTIVES

The core purpose of the Alliance shall be exclusively educational and charitable.

To accomplish this core purpose, the Alliance shall endeavor :

- A. To support medical families through advocacy and education;
- B. To initiate and support health related charitable programs and health projects in our county.
- C. To promote and encourage participation of volunteerism in activities that support various health needs in our county.
- D. To initiate and promote health education and health programs in various segments in our county.
- E. To support programs that encourages individuals to seek training and education in the health professions.
- F. To foster personal and professional development of Alliance members.
- G. 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.
- H. 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. THE NON-PROFIT CORPORATION

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 & AUDIT

The books and accounts of the Alliance shall be kept in accordance with sound accounting practices and past records shall be maintained at the offices of the CCMS. The Board of Directors shall review the monthly reports generated by the Treasurer to ensure that the Alliance is on solid financial footing. (See Article VII, Section 2.G.) The books and accounts of the Alliance may be audited by a certified public accountant or the Finance Committee at the discretion of the Board of Directors. The Board of Directors may approve the auditor's report.

SECTION 4. INSURANCE

The Board shall obtain and maintain the appropriate directors & officer liability insurance coverage to cover the Board and its Committee Chairs.

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. Amounts exceeding \$500 must be approved by the Board of Directors at a duly noticed meeting.

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 he/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. The Board shall approve the amount of indemnification due and shall approve payment.

SECTION 7. PRINCIPAL OFFICE

The principal office of the Alliance shall be located in Clark County, Nevada and shall be located at the offices of the Clark County Medical Society ("CCMS").

ARTICLE IV. MEMBERSHIP

SECTION 1. CATEGORIES

The categories of membership shall be (i) Regular and (ii) Honorary.

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 ("CCMS"), or an individual physician or medical student who is eligible to be a member of the CCMS. A divorced spouse of a physician or medical student who was or is eligible to be a member of the CCMS at the time of divorce and who has not remarried outside of the profession may be a regular member.

Regular members shall have all rights and privileges of the 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. ADJUDICATION OF ELIGIBILITY

In the event that any question arises concerning the qualification or eligibility of an individual as a Regular or Honorary Member, the Board of Directors shall resolve all such questions and shall make a final determination, consistent with these Bylaws, as to whether such individual or entity is in good standing as a Regular or Honorary Member of the Alliance.

SECTION 4. MEMBERSHIP DUES

A. Payment.

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

B. Amount

1. Dues of Regular Members shall be determined annually by the Board of Directors in consultation with the Finance Committee. Any recommended changes in the amount of dues shall be presented to the general membership for vote and approval.

2. The Board of Directors shall increase dues no more than once in a three-year period unless authorized by the general membership.
3. A Regular Member may choose to pay only County dues provide that the Regular Member is either (i) a widow, widower or spouse of a retired physician, (ii) a member of a resident physician couple, (iii) a member of medical student couple, or (iv) a member of a military physician couple where the physician is serving with the Armed Forces of the United States of America. State Alliance dues may be waived by the NSMAA and their AMAA dues may be waived by the AMAA.
4. Honorary Members shall pay no County or State dues. Honorary Members shall pay AMAA dues.

C. Deadlines and Delinquency

1. All dues shall be due and payable the first day of the fiscal Alliance year. Dues may be collected throughout the fiscal year.
2. Annual dues owed to the NSMAA and the AMAA shall be collected by the Alliance and remitted to those entities in accordance with State and National procedures. Those dues shall be collected by the Alliance and sent by the Treasurer.

ARTICLE V. MEETINGS OF MEMBERS

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 the transaction of such other business as may properly be brought before the meeting under law, the Articles of Incorporation, or these Bylaws.

SECTION 3. SPECIAL MEETINGS

Special meetings may be called by the President or upon the written request of fifteen Regular Members in good standing 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 for general and special meeting purposes.

ARTICLE VI. BOARD OF DIRECTORS

SECTION 1. POWERS & RESPONSIBILITY

The corporate business and affairs of the Alliance shall be governed by the Board of Directors, except as may be otherwise provided in these bylaws or the Articles of Incorporation. The Board shall not take any action that shall conflict with the rules adopted or decisions made by CCMS. The Board shall have the power to vote on disbursements of budgeted funds and shall have the power to vote on unbudgeted funds up to and including the amount of \$1000.00

SECTION 2. COMPOSITION

The Board of Directors of the Alliance shall consist of the President, President-Elect, Immediate Past President, First Vice-President, Second Vice President, Recording Secretary, Corresponding Secretary, Treasurer, Assistant Treasurer, Public Relations Coordinator and Parliamentarian. All of these positions can be occupied by no more than three Regular Members serving as co-positions but such co-positions shall have only one vote, with the exception of the Parliamentarian who shall serve as a non-voting ex-officio member. The Parliamentarian is appointed by the President.

SECTION 3. ATTENDANCE & MEETINGS

- A. The Board of Directors shall meet at least monthly from September through May ("regular meetings") to conduct the affairs of the Alliance. The Board may call special meetings to conduct Alliance business. Absence at three regular meetings constitutes a vacancy and such vacancy may be filled in accordance with Article VI, Section 7.
- B. Regular meetings of the Directors may be held at such time and place as may be determined from time to time by the Board of Directors. Unless otherwise required by law, special meetings of the Board of Directors may be called by the President or not less than twenty percent (20%) of the total number of Directors then in office.
- C. Unless otherwise required by law, the Articles of Incorporation or these Bylaws, notice of each meeting of the Directors shall be given to each Director: (a) at least thirty (30) days prior to an Annual Meeting, (b) at least five (5) days prior to a regular meeting, and (c) at least two (2) days prior to a special meeting. Notice shall be given to each Director by the Recording Secretary or the President or the Directors calling the meeting.

SECTION 4. NOMINATIONS

- A. The Nominating Committee shall consist of 5 Regular members and 1 alternate. Four Regular Members, 1 of which is an alternate, shall be nominated and elected at the April Annual Meeting. The Immediate Past President shall serve as the chairman and the President-Elect shall be a member of this committee. Otherwise, no currently elected officers shall serve on the committee.
- B. The Nominating Committee shall meet and nominate candidates for each office. The Committee shall obtain each nominee's permission to place his or her name on the ballot. The Nominating Committee shall announce the slate of nominees no later than the March regular meeting and shall circulate the slate of nominees to its Regular Members via electronic mail, regular mail or newsletter no later than 14 days before the April Annual Meeting. Any eligible member may submit in writing her name to the Nominating Committee for any office to which he/she is eligible at least 2 weeks prior to the April Annual Meeting.
- 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. Members on the Nominating Committee shall serve no more than two (2) consecutive years.
- E. Three members of the Nominating Committee shall constitute a Quorum.

SECTION 5. ELECTIONS

- A. The officers shall be elected by ballot at the April Annual 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. A plurality vote shall be sufficient to elect an officer.
- 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.
- C. The current President shall report the results of the election to the membership.

SECTION 6. APPOINTMENTS

- A. The President shall appoint a Parliamentarian to the Board of Directors.

- B. The President shall appoint the Standing Committee Chairmen with the approval of the Board of Directors.
- C. The President shall appoint all Special Committee Chairmen and Special Interest Chairs with the approval of the Board of Directors.
- D. Committee Chairmen shall attend Board meetings and other Regular Meetings upon request by the President or as required. Missing three consecutive meetings, unexcused, may constitute replacement.

SECTION 7. TERM OF OFFICE AND VACANCIES

- A. Term. Members of the Board of Directors shall serve for a term of one (1) year, beginning after their installation at the May membership meeting until the following year's installation of new officers. The Board of Directors shall be elected at the Annual Meeting in April. The President and Treasurer shall assume their respective offices by virtue of having been elected the previous year (as President-Elect and Assistant Treasurer, respectively).
- B. Vacancy of Presidency. In the event of a permanent vacancy by death, resignation, illness or otherwise, in the office of the president, the president-elect shall immediately become president and serve until the close of the installation of new officers in May. If the president-elect succeeds to the presidency nine (9) months or more prior to the May installation, the general membership, at the following May meeting, shall elect another eligible member as president prior to election of the president-elect.
- C. Vacancy of President-Elect. In the event of a permanent vacancy by death, resignation, illness or otherwise, in the office of the president-elect, the Board of Directors, at a regularly-scheduled meeting or a special meeting called by the President for that purpose, shall elect a President-Elect from among the candidates recommended by the Nominating Committee for a term expiring at the close of the next May installation.
- D. Vacancy of the Treasurer. In the event of a permanent vacancy by death, resignation, illness or otherwise, in the office of the treasurer, the assistant treasurer shall immediately become the treasurer and serve until the close of installation of new officers in May. The assistant treasurer's office shall then be filled by the Board of Directors in consultation with the Nominating Committee. If the time served by the new treasurer is less than six months, the person may serve as treasurer until the second May installation following her election as Assistant Treasurer.
- E. Other Officers. In the event of a permanent vacancy by death, resignation, illness or otherwise, in the offices of first vice-president, second vice president, recording secretary, corresponding secretary, treasurer, assistant treasurer or public relations coordinator, the Board of Directors in conjunction with the Nominating Committee, at a regularly scheduled meeting or by special meeting called by the President, shall fill the position(s)

by a majority vote within 30 days of the vacancy. Permanent vacancy of the Parliamentarian shall be filled by the President by appointment. Vacancy in the office of Immediate Past President shall be filled by the Board of Directors at a regularly scheduled or special meeting by majority vote, electing the most recent past president who is willing to serve.

- F. Temporary Absence. In the event of temporary absence or disability of the President, the President-Elect shall preside at meetings and assume the duties of the President.

SECTION 8. REMOVAL

Any officer on the Board of Directors may be impeached or removed from office at any time, with or without cause, by the affirmative vote of a majority of the remaining officers on the Board of Directors. Further, an officer may be removed from office at any time, with or without cause, upon the affirmative vote of a majority of the total number of General Members then serving. Failure to attend three or more meetings of the Board of Directors or to reasonably fulfill his or her obligations as an officer of the Board constitutes cause for removal. Further, the Board may remove an officer for any other reason which may reasonably cause not less than a majority of the remaining officers on the Board to conclude that impeachment or removal of said officer would materially enhance the continued conduct and affairs of the Alliance. Any office vacated by such impeachment or removal may be filled for the balance of the term in accordance with Article VI, Section 7.

SECTION 9. QUORUM

Fifty-one percent of currently seated members of the Board constitutes a quorum.

SECTION 10. POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall manage, control and be responsible for oversight of the affairs and property of the Alliance, and at all times may exercise on behalf of the Alliance all lawful powers, rights and privileges of the Alliance under applicable law. The Board of Directors may not delegate its powers to:

- (a) change the location of the principal office of the Alliance;
- (b) adopt, amend or repeal these Bylaws;
- (c) change the number of Directors;
- (d) appoint, elect, suspend or remove Directors or officers;
- (e) authorize a sale, lease, exchange or other disposition of all or substantially all of the assets of the Alliance;
- (f) authorize a merger of the Alliance; or
- (g) authorize the dissolution of the Alliance.

Subject to these Bylaws, the Standing Rules and applicable law, the Board of Directors may authorize officers, attorneys or agents of the Alliance to act on its behalf subject to such limitations as the Board of Directors determines.

Without in any way limiting the foregoing powers, because it is the express purpose of the Corporation to maintain its status as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any future income tax law (the "Code"), including the Treasury regulations adopted thereunder, the Board of Directors shall be further deemed to have all powers reasonably necessary to cause the Corporation to qualify and maintain its status as an organization described in Section 501(c)(3) of the Code.

SECTION 11. COMPENSATION OF DIRECTORS

The Alliance shall not pay any compensation to an officer for service as a member of the Board of Directors. However, a member of the Board, solely because of being an officer, shall not be precluded from serving the Alliance in any other capacity and receiving reasonable compensation for any such other service provided that such service meets the Conflict of Interest requirements under Section Article IX.

ARTICLE VII. OFFICERS

SECTION 1. ELIGIBILITY

- A. To be eligible to serve as President, the member shall be a Regular Member of the Alliance for two consecutive years prior to serving as President and shall have served on the Board of Directors in a position other than as President-Elect.
- B. To be eligible to serve on the Board of Directors, the member shall be a Regular Member in good standing.
- C. An elected officer shall hold office for one year or until her successor is elected & installed at the general meeting in May.

SECTION 2. 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 at all meetings of the Board of Directors, 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 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 as required.
 8. Attend NSMAA Meetings as required.
 9. Communicate with the CCMS, the NSMAA and the American Medical Association Alliance as required.
 10. Attend or make reasonable efforts to send a representative for the Alliance to the AMAA House of Delegates Annual Meeting.
 11. Shall exercise general supervision and control of the affairs of the Alliance.
 12. Shall have all powers incident to the office of the President of a charitable, nonprofit corporation and not inconsistent with the Articles of Incorporation or the Bylaws of this Foundation, shall perform generally the duties customarily required of such office.
- 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 shall serve as President until a successor is elected and installed at the following General Membership meeting in May.
- 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 recruiting and welcoming new members, ensuring membership renewals, and compiling and publishing the annual directory, subject to review by the Board.
 4. Keep an accurate roster of members, past 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 monthly programs for Alliance meetings.
 3. Be responsible for arrangements and reservations for all monthly meetings.
 4. Obtain approval from the Board of arrangements, reservations and all contractual obligations related to each meeting.
- E. The Recording Secretary shall:
1. Take and distribute the minutes at all Board meetings.
 2. Keep all of the records of the proceedings of all general membership meetings and the Board meetings.
 3. Take the minutes at the Annual Meeting.

- F. The Corresponding Secretary shall:
1. Conduct such correspondence as the President may direct, including any condolence or appreciation correspondence to third parties.
 2. Coordinate all Alliance mailings to the general membership.
 3. Be responsible for the renewal of the Alliance's postage license for charitable non-profits.
- G. The Treasurer shall:
1. Collect membership dues, monthly luncheon fees, charitable donations and all other monies due to the Alliance.
 2. Collect membership dues owed to the American Medical Association Alliance and the Nevada State Medical Association Alliance and remit such funds to those entities in a timely manner.
 3. Be custodian of all general Alliance funds and deposit them in a depository approved by the Executive Board.
 4. Present a statement of account and provide a full report of income and expenses at all regular Board meetings.
 5. Present a balance sheet statement and full report of income and expenses for the year at the Annual Meeting.
 6. Disburse no moneys without a written receipt.
 7. Disburse no moneys over \$500 without prior approval of the Board.
 8. Disburse donations to charities, upon approval of the Board.
 9. Submit the accounts for audit as directed by the President or Finance Committee.
 10. Be chairman of the Finance Committee.
 11. Be authorized to co-sign checks.
 12. Coordinate with the President to file the annual tax statements or regulatory filings required by the Internal Revenue Service and the Nevada Secretary of State.
 13. Keep an accurate roster of paid members.
- H. The Assistant Treasurer shall:
1. Assist the Treasurer in collecting and accounting for all monies for charitable donations.
 2. Provide name tags at monthly meetings for paid members.
 3. Assume the responsibilities of the Treasurer in her absence or in her inability to serve.
 4. Be expected to serve automatically as Treasurer the following year.
 5. Keep an accurate roster of members.
 6. Serve on the Finance Committee.
 7. Be authorized to co-sign checks.
- I. The Immediate Past President shall:
1. Serves as a consultant when requested to do so by the President or the Executive Board.
 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 by coordinating with the First Vice-President.

- 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:
 1. Advise, when requested, the President, the Executive Committee, the Board of Directors, any committee, officer or member on parliamentary questions concerning the Alliance.
 2. Be Chairman of the Bylaws Committee.

ARTICLE VIII. 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 Board.
- 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, Section 4.
- 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.
- T. FASHION SHOW: The committee works on the production of a fashion show luncheon the proceeds of which shall be distributed to one or more charities.
- U. HOLIDAY SCHOLARSHIP: The committee works to solicit donations for medical school and/or nursing school scholarships by publishing or sending winter holiday greetings to the community at large.

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 IX. OFFICER CONFLICT OF INTEREST

No contract or other transaction between the Alliance and one or more of its Officers or Committee Chairmen, or any other corporation, firm, association or entity in which one or more Officers or Committee Chairman are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Officer or Committee Chairman is present (but does not vote) 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 and only 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 X 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 XI 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 Alliance, 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.

ARTICLE XII 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 XIII AMENDMENTS

Except as otherwise required by law, the Articles of Incorporation or these Bylaws, these Bylaws may be altered, amended or repealed, in whole or in part, by (i) an affirmative vote of a majority of the Board and (b) the affirmative vote of two-thirds of the Regular Members in good standing present and voting at a duly noticed Regular Meeting of the General Membership, provided that notice of the meeting containing a general description of the proposed alteration, amendment or repeal has been submitted in writing (by electronic mail, regular U.S. Postal mail and/or newsletter) to all Regular Members at least twenty-one days prior to the General Membership 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.

[Amended & Restated Bylaws approved in April 2015.]

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 Board.
- 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 expenditures greater than \$500.00 must be reviewed and approved by the Board. All expenditures greater than \$250.00 must be approved by the President and the Treasurer.
- I. Remittance of NSMAA and AMAA dues to date shall be completed by January 31 by the Treasurer. The Treasurer shall be responsible for remitting additional dues after January 31 on a rolling basis.
- J. The President, with the majority approval of the Board, may select a charity to which the Alliance may donate proceeds from an event (Fashion Show Luncheon) provided that the proceeds will stay in Clark County and the charity's purpose is consistent with the Alliance's core purpose and objective under Article II.
- K. As of 2015, the County Alliance dues shall be \$20.00.

[Amended April 2015]