

BYLAWS OF THE NEVADA STATE MEDICAL ASSOCIATION ALLIANCE - NSMAA -

A Component of the American Medical Association Alliance – AMAA

BYLAWS COMMITTEE, 1992-1993

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Approved by the General Membership: April 1993

AMENDED:

Annual Meeting: April 1996
Annual Meeting: May 1997
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Annual Meeting: April 2011
Annual Meeting: April 2014
Board Meeting: January 2015
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ARTICLE I

TITLE

The name of this association shall be Nevada State Medical Association Alliance (here-in-after referred to as NSMAA):
Physicians' spouses dedicated to the health of Nevada

ARTICLE II

OBJECTIVES

The objectives of NSMAA are:

1. To promote health education; to encourage membership participation as volunteers in activities that meet community and state health needs; to coordinate and promote AMAA projects and programs relevant to local community needs;
2. To coordinate and advise county alliances;
3. To act as the communication between county alliances and the AMAA;
4. To assist the Nevada State Medical Association (NSMA) in its programs for the advancement of medicine and health education to improve the health and quality of life for the people of Nevada.

ARTICLE III

NSMAA COMPONENTS

1. Components of NSMAA shall be Nevada's county alliances.
2. Components of NSMAA shall function as alliances to their county medical society and shall request representation on their county medical society board of directors.
3. Counties may enact their own Bylaws, provided only that their Bylaws do not conflict with the Bylaws of NSMAA and AMAA
4. 4 Counties shall transmit NSMAA dues to the NSMAA Treasurer as designated in Standing Rules, Section I, Article 4, No. 3, Finance.

ARTICLE IV

MEMBERSHIP

SECTION 1. MEMBERSHIP:

Membership in NSMAA shall be composed of Regular, Resident Physician Spouse (RPS), Medical Student Spouse (MSS), and Honorary members.

SECTION 2. CLASSIFICATION:

A. Regular Members:

1. Shall be a spouse of a physician member in good standing, or the spouse of a physician who qualifies to be a member, of the AMA, NSMA or a county medical society;
2. Shall be the widow/widower of a physician member, or the widow/widower of a physician who qualified to be a member, of the AMA, NSMA or a county medical society, who has not remarried outside of the medical profession;
3. Shall be the spouse of a physician who is a member of the AMA or a state society, who practices in an area where there is no medical alliance.

- B. Resident Physician Spouse (RPS) Members:
 - 1. Shall be the spouse of an intern, resident or fellow in a program approved by the AMA;
 - 2. May have their AMAA dues paid by NSMAA;
 - 3. Shall have their NSMAA dues waived;
 - 4. Shall be counted in the delegate representation allocated NSMAA in the AMAA House of Delegates;
 - 5. Shall hold all of the rights and privileges accorded to regular members but may not be nominated to an elected officer position;
 - 6. May serve on NSMAA committees and as chairs of committees.
- C. Medical Student Spouse (MSS) Members:
 - 1. Shall be spouses of medical students enrolled in a medical school approved by the AMA;
 - 2. May have their AMAA dues paid by NSMAA;
 - 3. Shall have their NSMAA dues waived;
 - 4. Shall be counted in the delegate representation allocated NSMAA in the AMAA House of Delegates;
 - 5. Delegates;
 - 6. Shall hold all of the rights and privileges accorded to regular members but may not be nominated to an elected officer position;
 - 7. May serve on NSMAA committees and as chairs of committees.
- D. RPS and MSS members shall be represented on the NSMAA Board of Directors by the Chair of the RPS/MSS Committee.
- E. Honorary Members:
 - 1. Honorary membership is conferred for the lifetime of the member so honored.
 - 2. An Honorary member shall be a member whose service to NSMAA has been exemplary, who has been recommended and approved by the Board of Directors and has been approved by the general membership at the annual meeting.
 - 3. An honorary member shall pay no State dues, but shall retain all rights and privileges of membership.
 - 4. National dues must be paid by the Honorary Member in order to be numbered as a member in the annual delegation tally.

ARTICLE V

DUES

- 1. AMAA sets the dues for national membership.
- 2. NSMAA and county alliances set their dues on approval of their membership.
- 3. NSMAA dues changes shall be recommended by the Board of Directors of NSMAA and approved by the membership prior to adoption.
- 4. County Treasurers collect County, NSMAA and AMAA dues when applicable.
- 5. Annual NSMAA dues shall be forwarded by the County Treasurers to the NSMAA Treasurer as designated in the Standing Rules, Section I, Article 4, No. 3, Finance.

ARTICLE VI

LEGISLATIVE BODY

- 1. The legislative body of the NSMAA shall consist of the officers and voting members in good standing who are present and voting at any meeting of the general membership.

2. The legislative body shall transact all business and elect the officers of NSMAA in accordance with these Bylaws and Standing Rules.

ARTICLE VII

OFFICERS

SECTION 1.

- A. The elected officers of NSMAA shall consist of:
- B. President, President-elect, Vice President, Recording Secretary, and Treasurer.
- C. The President shall appoint the Parliamentarian.
- D. The Immediate Past President may serve as an advisory member to the Board of Directors and the Executive Committee.

SECTION 2. ELIGIBILITY FOR ELECTIVE OFFICE:

- A. To be eligible for election, succession or appointment as NSMAA President or President-elect, a member's spouse shall be a member of or be qualified to be a member of the NSMA and the local County Medical Society.
- B. To be eligible for election, succession or appointment as President or President-Elect, a member must have served as a NSMAA Board of Directors member for at least one year.
- C. To be eligible for election, succession or appointment as a State Officer (other than the above), a member must have served as an officer or as chairman of a standing committee for one year in a county alliance.

SECTION 3. ELECTION OF OFFICERS:

Officers of NSMAA shall be elected at the annual meeting from a slate of candidates presented by the nominating committee.

SECTION 4. TERMS OF OFFICE:

Officers shall be elected for one year terms. An elected officer may be placed in nomination for a second year in office, but may serve no more than two consecutive terms in the same office.

SECTION 5. VACANCIES IN OFFICE:

- A. President:
Should the office of President become vacant, the President-elect shall fill out the remainder of the term of office.
- B. President-elect:
Should the office of President-elect become vacant, the Nominating Committee shall present names to the Board of Directors for election.
- C. Should both President and President-elect offices become vacant, the Vice President shall call a meeting of the Nominating Committee to nominate candidates for both offices to present to the Board of Directors for election.
- D. Vacancies in other offices:
If other officer positions become vacant, the Nominating Committee shall be called to present eligible names to the Executive Committee for election.

SECTION 6. DUTIES OF OFFICERS:

- A. The general duties of NSMAA Officers shall be such as are implied by their respective titles and as specified in these Bylaws and Standing Rules.
 1. Elected Officers shall act as the Executive Committee of NSMAA.
 2. Elected Officers shall attend all Executive Board, Board of Directors meetings and the annual meeting of NSMAA.
 3. The appointed Parliamentarian shall attend all NSMAA meetings to advise on Parliamentary Procedure.

4. Officers and Board of Directors shall each submit a written report prior to the annual NSMAA meeting.
 5. Officers and Board of Directors shall be given copies of current NSMAA Bylaws and Standing Rules by the retiring officers.
- B. The President shall:
1. Co-sign all NSMAA documents;
 2. Co-sign all checks of NSMAA with the Treasurer;
 3. Be the presiding officer at all meetings of NSMAA;
 4. Appoint chairs of all committees on approval of the Board of Directors;
 5. Be an ex-officio member of all committees, except the nominating committee;
 6. Attend or designate a qualified alternate to attend the Annual AMAA House of Delegates meeting to present the NSMAA Report;
 7. Attend an annual AMAA Confluence;
 8. Attend the Council Meetings of the Nevada State Medical Association;
 9. Attend all Executive Board, Board of Directors meetings and the Annual Meeting.
 10. Ensure the completion of timely annual filings, licensing, and any other documentation for the organization, including requirements by the State of Nevada.
- C. The President-elect shall:
1. Co-sign all NSMAA documents;
 2. Co-sign checks in the President's absence with the Treasurer;
 3. On completion of her term as President-elect automatically become President;
 4. Assist the President, and be prepared to fulfill the duties of President should the President be unable to serve or should that office become vacant;
 5. Not serve on the Nominating Committee;
 6. Attend all Executive Board, Board of Directors meetings and the Annual Meeting.;
 7. Serve as Chairman of the Health Promotion Committee.
- D. The Vice President shall:
1. Be chairman of the committee on membership;
 2. Serve as an active aid to the President;
 3. In the absence or inability of the President and the President-elect to serve, call the Nominating Committee to a special session to prepare a slate of candidates to fill those positions, and serve as President pro-tern until those offices are filled by the Board of Directors;
 4. Attend all Executive Board, Board of Directors meetings and the Annual Meeting.
- E. The Recording Secretary shall:
Attend and record the proceedings of the Executive Board, Board of Directors, membership meetings and the Annual Meeting.
- F. The Treasurer shall:
1. Co-sign all NSMAA documents;
 2. Co-Sign NSMAA checks with the President or President-elect;
 3. Be custodian of all funds and financial records of NSMAA;
 4. Present a current financial report at each Board of Directors meeting, and a final report at the annual meeting;
 5. Chair the Budget Committee;
 6. Submit the NSMAA financial records for audit at the end of the fiscal year,
 7. Attend all Executive Board, Board of Directors meetings and the Annual Meeting.
- SECTION 7. PRESIDENTIAL APPOINTMENTS:
- A. The President shall appoint the Parliamentarian, all Committee Chairs with the exception of the Nominating Committee, and the Representatives to AMAA conventions.

- B. Vacancies in appointive offices or committee chairs shall be filled by the President on approval of the Board of Directors.

ARTICLE VIII

NOMINATING COMMITTEE

- A. The Nominating Committee shall consist of four elected members plus the immediate Past President and two alternates. Four members shall constitute a quorum.
- B. Nominating Committee members shall include representatives from each county alliance.
- C. Nominating Committee members may serve no more than two terms in office.
- D. The Immediate Past President may chair the Nominating Committee.
- E. The Nominating Committee shall present a written slate of candidates for both officers and nominating committee to the general membership at the Annual Meeting.
- F. Election shall be by a majority vote.

ARTICLE IX

BOARD OF DIRECTORS

SECTION 1. COMPOSITION OF THE BOARD OF DIRECTORS:

The Board of Directors shall be comprised of the elected officers, the appointed officers, the immediate Past President, chairs of standing and appointed committees and the county alliance presidents.

SECTION 2. DUTIES OF THE BOARD OF DIRECTORS:

- A. Carry out the mandates and policies of NSMAA as determined by the General Membership;
- B. Have full authority to transact all business for or on the behalf of NSMAA between meetings of the membership.

SECTION 3. MEETINGS:

The Board of Directors shall meet at least three (3) times each year, or at the discretion of the President or the Board of Directors, to enact the business of NSMAA.

SECTION 4. THE EXECUTIVE COMMITTEE SHALL:

- A. Consist of the elected officers and may include the Immediate Past President and County Alliance Presidents;
- B. Meet as needed to conduct the affairs of NSMAA.

ARTICLE X

QUORUM

1. Six (6) members of the Board of Directors shall constitute a quorum.
2. The majority of those present and voting at a general membership meeting shall constitute a quorum.
3. Three (3) members of the Executive Committee shall constitute a quorum.

ARTICLE XI

COMMITTEES

SECTION 1. COMMITTEE DESIGNATION:

- A. Standing Committees of NSMAA may include the following:

1. Budget
2. Bylaws
3. Health Promotion
4. Historian
5. Legislative
6. Membership
7. Publications
8. Programs
9. RPS/MSS
10. Past Presidents

B. Other committees may be appointed by the President or the Board of Directors to enhance the programs of NSMAA.

ARTICLE XII

PUBLICATIONS

NSMAA shall issue an official publication. Official NSMAA notices, transactions of the Board of Directors, business of the annual meeting, the proposed budget and news of NSMAA county alliances shall be included. Other mailings shall be at the discretion of the President and the Board of Directors within the NSMAA Budget.

ARTICLE XIII

ANNUAL MEETING

SECTION 1.

The Annual Meeting shall be held in conjunction with the NSMA Annual Meeting. Other meetings may include a biennial legislative meeting and other such meetings scheduled at the discretion of the Board of Directors of NSMAA.

SECTION 2.

The Program for the annual meeting may be arranged by the President and the President-elect. The program shall include the installation of officers, and may include a presentation by an AMAA representative.

ARTICLE XIV

POLICY

SECTION 1.

Policy of NSMAA in legislative and program areas shall not conflict with that of NSMA or the AMAA. An annual report of NSMAA activities shall be made to the Board of Directors of NSMA.

SECTION 2.

NSMAA shall neither affiliate with other organizations nor have official representation on boards of other organizations, excepting in NSMA and NSMAA approved medically-related programs.

SECTION 3.

NSMAA shall not endorse any commercial interest or candidate for public office; neither shall the name of NSMAA nor any of its current officers be used in connection with any commercial concern or any political

interest or campaign. However, on NSMA approval, NSMAA may endorse or oppose pending legislation and assume a stand on matters of public policy concerning medicine.

ARTICLE XV

DISPOSITION OF ASSETS

NSMAA shall act at all times to maintain their non-profit status under 501(3)(c) of IRS Code of 1954 which governs non-profit and charitable organizations. No member(s) shall benefit from the property or funds of NSMAA. In the event of dissolution of NSMAA, registered in Nevada since 1948 as a non-profit charitable organization, such funds and property remaining after all obligations have been paid or satisfied shall be distributed to a non-profit, tax exempt, charitable organization within the State of Nevada as approved by the existing Board of Directors.

ARTICLE XVI

PARLIAMENTARY AUTHORITY

NSMAA shall observe the rules contained in the current edition of *Roberts Rules of Order Newly Revised* which shall govern NSMAA in all cases to which they are not inconsistent with these bylaws and any special rules of order that the NSMAA may adopt.

ARTICLE XVII

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 of 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 XVIII

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 XIX

AMENDMENTS

These Bylaws may be amended at any general membership meeting of NSMAA, by a majority vote of those present and voting, provided that written notice has been given concerning changes to all members at least thirty (30) days prior to the meeting.