

1 **Article I** **Name**
2 The name of this Indiana Nonprofit organization shall be the Indiana State Medical Association
3 Alliance, Incorporated (ISMA-A): Physicians' spouses dedicated to the health of Indiana.
4

5 **Article II** **Mission & Objectives**
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7 Section 1. Mission Statement
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9 The mission of the ISMA-A is to serve the needs of medical families; serve the
10 membership through a strong federation; work in partnership with the medical
11 profession and other organizations; and support and promote quality health care for the
12 citizens of Indiana.
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14 Section 2. The objectives of this Alliance shall be educational and charitable. They are:
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- 16 A. to assist the ISMA in its program for the advancement of medicine and public
17 health;
18 B. to support county alliances/auxiliaries;*
19 C. to encourage participation of volunteers in health-related activities;
20 D. and to support health-related programs.
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25 **Article III** **Policy**
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27 Section 1. The policies and objectives of this Alliance shall be consistent with those of the
28 American Medical Association Alliance, Incorporated (AMA-A).
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30 Section 2. Proxy voting shall not be permitted at meetings of the ISMA-A Annual Convention,
31 Board of Directors, Executive Committee, Standing Committees or other committee
32 meetings.
33

34 Section 3. The ISMA-A may be officially represented on the Board of other organizations, as well
35 as accept representatives of other organizations, on the Alliance Board of Directors with
36 the approval of the ISMA or the ISMA-A Board of Directors.
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38 Section 4. The Alliance shall not endorse a candidate for public office. Neither shall the name of
39 the Alliance nor the name of an officer be used in connection with a commercial concern,
40 unless it is so recommended by the Executive Committee of the ISMA-A.
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42 Section 5. Alliance projects shall be in accordance with ISMA policy.
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44 **Article IV** **County Alliances**
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46 Section 1. County alliances shall be alliances to the local medical society.
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- 1 Section 2. County alliances together constitute the ISMA-A. The ISMA-A, in conjunction with
2 other state alliances, comprise the AMA-A. These three levels of membership (county,
3 state, national) form the alliance federation.
- 4 Section 3. Spouses, widows and widowers of physicians may organize a county alliance to their
5 local county medical society.
6
- 7 Section 4. A county alliance shall be the judge of its own members, except the requirement for
8 regular membership shall conform to ISMA-A requirements (Article V, Section 1).
9
- 10 Section 5. The county alliances shall be grouped into three geographical areas: northern, central
11 and southern.
- 12
- 13 Section 6. Each county alliance shall adopt its own bylaws, which shall not be in conflict with the
14 purpose of the ISMA-A.
15
- 16 Section 7. A copy of the bylaws of organized county alliances shall be submitted for review to the
17 ISMA-A Bylaws Chair who will file them for reference.
18

19 **Article V Membership**

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21 Section 1. Membership Categories

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23 The categories of regular membership shall be:

- 24
- 25 A. the spouse of a physician who is eligible to be a member of the ISMA and resides in
26 a county where there is an organized county alliance.
- 27
- 28 B. a Member-at-Large is the spouse of a physician who is eligible to be a member of the
29 ISMA and who resides in an area where there is no organized county alliance.
- 30
- 31 C. a widow or widower of a physician who was in good standing with the ISMA or
32 other state medical association at the time of his/her death.
33
- 34 D. a senior member shall be a member 70 years or older who is the spouse of a
35 physician who eligible to be a member of the ISMA.
- 36
- 37 E. a resident physician spouse shall be the spouse of a resident or fellow in training
38 who is eligible to be a member of the ISMA.
39
- 40 F. a medical student spouse is the spouse of a student enrolled in a medical school
41 approved by the AMA.

1 G. Physician who is eligible to be a member of the ISMA.

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3 H. A divorced spouse of a physician who was in good standing with the ISMA or other
4 state medical association at the time of divorce, provided said person has not
5 remarried.

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7 Section 2. Membership Rights & Privileges

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9 Members shall be eligible to vote and hold office. They may participate in all Alliance
10 activities and shall receive Alliance publications.

11
12 **Article VI Fiscal Year & Membership Dues**

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14 Section 1. The fiscal year shall be October 1 to September 30.

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16 Section 2. Dues shall be payable by September 1 and shall be delinquent after October 1 of the
17 following calendar year.

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19 Section 3. Annual dues shall be paid by each member classified according to his/her category.
20 ISMA-A dues shall include a subscription to the state publication.

21
22 Section 4. The amount of ISMA-A dues for each category of membership shall be determined by
23 the delegates at the Annual Meeting and shall remain in effect until changed by the
24 delegates at the Annual Meeting upon recommendation of the Board of Directors.

25
26 Section 5. The current dues structure will be listed each year in the Guidelines.

27
28 **Article VII Officers & Elections**

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30 Section 1. Designation of Officers

31
32 A. The elected officers shall be President, President-elect, three Area Vice-Presidents,
33 Secretary and Treasurer.

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35 B. The appointed officers shall be Finance Secretary and the Membership Development
36 Chair.

37
38 C. The Immediate Past President

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40 Section 2. Eligibility of Elected Officers

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42 A. Candidates for the office of President-elect shall have served for one year as
43 President of a county alliance and shall have been a member of the Board of
44 Directors of the ISMA-A for three years, one of which shall have been on the
45 Executive Committee.

46
47 B. Any member-at-large who has served on the Board of
48 Directors for four years, one of which shall have been on the Executive Committee,
49 shall also be eligible for the offices of President-elect.

- 1 C. A candidate's spouse shall be a member in good standing of the ISMA and the
- 2 AMA
- 3
- 4 D. No elected officer shall serve more than three consecutive years in any one office.
- 5
- 6 E. When the above qualifications cannot be met, this Section 2 may be set aside, by
- 7 unanimous vote of the Nominating Committee, to select a person not meeting these
- 8 requirements.
- 9

10 Section 3. Nomination of Elected Officers

- 11
- 12 A. The Nominating Committee shall present the nominated slate of officers at the
- 13 Annual Meeting.
- 14
- 15 B. Nominations may be made from the floor with the consent of the nominee during
- 16 the Annual Convention.
- 17

18 Section 4. Election of Officers

- 19
- 20 A. The officers shall be elected during the Annual Meeting.
- 21
- 22 B. The term of office of the President shall begin at the close of the Annual Meeting
- 23 following the one at which that person was elected President-elect.
- 24
- 25 C. The terms of office of all other officers shall begin at the close of the Annual
- 26 Meeting at which they were elected.
- 27
- 28 D. Election shall be by ballot, except when the number of nominees does not exceed the
- 29 number to be elected, in which case the election may be by voice vote. A majority
- 30 vote shall elect.
- 31
- 32 E. No member shall hold more than one office at any one time.
- 33

34 Section 5. Vacancies in Elective Office

- 35
- 36 A. Successor to the President:
- 37
- 38 1. If the President dies, resigns or is removed from office, the President-elect shall
- 39 immediately become President and serve for the remainder of the term. If the
- 40 time served is less than nine months, the person shall serve as President until
- 41 the second Annual Meeting following election as President-elect.
- 42
- 43 2. If the President-elect succeeds to the Presidency nine months or more before the
- 44 next Annual Convention, the delegates at the Annual Meeting may elect another
- 45 eligible person as President, prior to the election of President-elect.
- 46
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- 1 B. If the office of President-elect becomes vacant, it shall remain vacant until the next
- 2 Annual Meeting, at which time the delegates shall elect an eligible person as
- 3 President. The duties of the President-elect shall be divided equally among the Area
- 4 Vice Presidents.
- 5
- 6 C. If there are vacancies in the offices of both President and President-elect, one of the
- 7 Area Vice Presidents will assume the duties of President until the next Annual
- 8 Meeting, at which time the delegates shall elect both a President and President-elect.
- 9
- 10 D. If any elected officer other than that of the President or President-elect becomes
- 11 vacant, the Executive Committee, by majority vote, shall elect an eligible member of
- 12 the ISMA-A to serve the unexpired portion of the term.
- 13

14 Section 6. Duties of Elected Officers

- 15
- 16 A. Shall be such as are implied by their respective titles and as specified in these
- 17 Bylaws:
- 18
- 19 B. The President shall:
- 20
- 21 1. Be the presiding officer of the Executive Committee, the Board of Directors and
- 22 the Annual Meeting.
- 23
- 24 2. Be a member of all committees except the Nominating Committee.
- 25
- 26 3. Appoint, subject to confirmation by the Executive Committee, the Finance
- 27 Secretary.
- 28
- 29 4. Appoint, subject to confirmation by the Executive Committee, the chairs of all
- 30 standing committees except where Bylaws provide to the contrary.
- 31
- 32 5. Appoint, with the approval of the Executive Committee, such special
- 33 committees as may be deemed necessary, provided that no special committee
- 34 shall be appointed to assume any of the duties devolved by these Bylaws of any
- 35 standing committee.
- 36
- 37 6. Be responsible for sending a list of the new officers and chairs to the
- 38 AMA-A Headquarters immediately following the Annual Meeting.
- 39
- 40 7. Approve unbudgeted disbursements with the Finance Secretary of expenditures
- 41 up to \$100.
- 42
- 43 8. Be responsible for the orientation of all board members.
- 44
- 45 9. Be responsible for ISMA-A publications and seeing that the *Leaders' Handbook* is
- 46 updated and distributed.
- 47
- 48 10. Appoint necessary personnel for the Annual Meeting.
- 49

- 1 11. Attend ISMA Board of Trustee meetings and give a quarterly report for the
2 ISMA-A
- 3
- 4 12. Serve as coordinator and host of county president-elects attending the AMA-A
5 fall meeting.
- 6
- 7 13. Make the President's annual report at the Annual Meeting and to the ISMA's
8 House of Delegates.
- 9
- 10 14. Be chair of the delegation to the AMA-A House of Delegates and appoint
11 members in good standing to serve as delegates to that convention.
- 12
- 13 15. Serve as Presidential delegate to the AMA-A House of Delegates and give the
14 annual report for the ISMA-A.
- 15
- 16 C. The President-elect shall:
- 17
- 18 1. Upon completion of the term as President-elect, become President.
- 19
- 20 2. In the event the office of President becomes vacant, immediately become
21 President for the unexpired term as well as the succeeding term for which
22 elected, if the term served is less than nine months.
- 23
- 24 3. Serve as a member of the Board of Directors, the Executive Committee and the
25 Nominating Committee.
- 26
- 27 4. Serve as an active assistant to the President.
- 28
- 29 5. Be knowledgeable of all aspects of the ISMA-A.
- 30
- 31 6. Serve as a member on all standing committees.
- 32
- 33 7. Serve as a delegate to the AMA-A House of Delegates.
- 34
- 35 8. Serve as coordinator and host of county president-elects attending the AMA-A
36 winter meeting
- 37
- 38 D. The Immediate Past-President shall:
- 39
- 40 1. Serve for one year as Advisor and chair of the Nominating Committee.
- 41
- 42 2. Serve as a member of the Board of Directors and the Executive Committee.
- 43
- 44 3. Serve as a member of the Planning & Development Committee, Membership
45 Development Committee and Bylaws and Guidelines Committee.
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- E. The Northern, Central and Southern Area Vice Presidents shall:
 - 1. Serve as members of the Board of Directors and Executive Committee.
 - 2. Serve as members of the Membership Development and Planning & Development Committees.
 - 3. Develop and supervise the organization of new county alliances.
 - 4. Maintain contact and give assistance to county alliances in their respective areas.
 - 5. In the absence of the President-elect, the duties of the President-elect will be divided equally among the Area Vice Presidents.
 - 6. In the absence of both President and President-elect, shall pick one of their number to perform the duties of the president.
 - 7. Perform other duties as assigned by the President.

- F. The Secretary shall:
 - 1. Serve as a member of the Board of Directors, the Executive Committee and Finance Committee.
 - 2. Shall be responsible for recording and filing the minutes of the ISMA-A.
 - 3. Shall file, with the advice of ISMA counsel, all required corporate reports with the Indiana Secretary of State.
 - 4. Keep a current file of all reports and minutes.
 - 5. Shall give, at year's end, the records to the ISMA-A Liaison for permanent keeping at the ISMA headquarters.
 - 6. Within 12 days, furnish the President, President-elect and ISMA-A Liaison a copy of the minutes from the Board of Directors, the Executive Committee, the Finance Committee and the Annual Meeting.
 - 7. Record the number of votes for each area candidate for the Nominating Committee during Annual Convention.

- G. The Treasurer shall:
 - 1. Serve as a member of the Board of Directors, the Executive Committee, the Finance and Membership Development Committees.
 - 2. Be accountable for the funds of the ISMA-A.
 - 3. Keep a complete and current record of all receipts and expenditures.

- 1 4. Be responsible for having a written report at each meeting of the Executive
2 Committee and the Board of Directors.
- 3
- 4 5. File and maintain, with the advice of IMA counsel, all required paperwork
5 regarding the 501c3 status of the Alliance
- 6
- 7 6. Present a written financial report of the year's activities at the Annual Meeting.
- 8
- 9 7. Work with the Finance Secretary to have the year-end report audited at the end
10 of the current fiscal year or meet the tax deadline, as required for nonprofit
11 corporations.
- 12
- 13 8. Send notice to the county alliance treasurers that dues are payable December 1
14 and shall be delinquent after January 1 of the following calendar year.
- 15

16 Section 7. Duties of Appointed Officers

- 17
- 18 A. Shall be such as are implied by the respective title and as specified in these bylaws.
- 19
- 20 B. The Finance Secretary shall:
 - 21
 - 22 1. Be a former state President or former state Treasurer.
 - 23
 - 24 2. Be chair of the Finance Committee.
 - 25
 - 26 3. Sign a written order for all disbursements at the direction of the President.
 - 27
 - 28 4. Serve as a member of the Executive Committee and the Board of Directors.
 - 29
 - 30 5. Work with the Treasurer to have the year-end report audited at the end of the
31 current fiscal year to meet the May 15 tax deadline.
 - 32
 - 33 6. Present the annual audit to the Board of Directors when completed.
 - 34
- 35 C. The Membership Development Chair shall:
 - 36
 - 37 1. Serve as chair of the Membership Development Committee.
 - 38
 - 39 2. Serve as member of the Board of Directors, Bylaws and Guidelines, Finance and
40 Planning & Development Committees.
 - 41
 - 42 3. Perform other duties required by the President.
 - 43

44 Section 8. All officers shall perform such duties as shall be required of them by the President, the
45 Executive Committee, the Board of Directors and the Delegates at the Annual Meeting.

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1 **Article VIII Board of Directors**

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3 Section 1. Composition

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5 The Board of Directors shall be composed of:

6
7 A. Elected Officers;

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9 B. Immediate Past President;

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11 C. Appointed Officers;

12
13 D. Standing Committee Chairs;

14
15 E. Organized County Alliance Representatives

16
17 1. Each organized county has 3 representatives:

18
19 a. County President

20
21 b. County President-elect

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23 c. one other county member appointed by the county president

24
25 2. If the county president or president-elect are unable to attend a board meeting,
26 the president of said county shall be allowed to appoint county members to
27 represent said county.

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29 F. The State President may appoint up to 3 members at large to serve as MAL
30 representatives

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32 Section 2. Power & Authority

33
34 The Board of Directors shall have power and authority over the business of the ISMA-A
35 between Annual Meetings, but cannot exceed the authority granted in these Bylaws.

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37 Section 3. Meetings

38
39 Shall be held with the Executive Committee at least twice a year and at the Annual
40 Meeting.

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42 Section 4. Quorum

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44 Meetings of the Board of Directors shall be official if six or more members are present.
45 A vote shall be official if passed by a majority of those present.
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1 **Article IX** **Executive Committee**

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3 Section 1. The Executive Committee shall:

- 4
5 A. Be composed of Elected Officers, the Immediate Past President and the
6 Finance Secretary.
7
8 B. Have the authority to perform the necessary business of the ISMA-A between
9 meetings of the Board of Directors and shall have the authority to authorize
10 expenditures, greater than \$100.00, not provided for in the budget, adopted at
11 the Annual Meeting.
12
13 C. Perform the following duties:
14
15 1. Supervise and determine the policies of any ISMA-A publication.
16
17 2. Elect a qualified member to fill any vacancies occurring in an elective office,
18 except as otherwise stated in these Bylaws.
19
20 3. Approve the appointments of the president.
21
22 4. Approve the Annual Meeting agenda.
23
24 5. Make recommendations and report all interim actions to the Board of Directors.
25
26 D. Hold meetings as needed at the request of the President or any three members
27 of the Executive Committee.
28

29 Section 2. Quorum

30 Meetings of the Executive Committee shall be official if five members are present.
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33 **Article X** **Annual Meeting**

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35 Section 1. Purpose

36 The Annual Meeting shall be a convocation of members for the presentation and
37 resolution of ISMA-A business.
38
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40 Section 2. Meetings shall be held concurrently with the ISMA House of Delegates.
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42 Section 3. Delegates

43 The delegates shall be all ISMA-A members registered at the Annual Meeting.
44 Each delegate present shall have one vote.
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Section 4. Duties of Delegates shall be to:

- A. Elect officers;
- B. Elect a Nominating Committee;
- C. Approve a budget; and
- D. Conduct any other business.

Section 6. Reports

Annual reports of officers, standing committees, special committees and the county alliances shall be presented during the Annual Meeting.

Section 7. Cancellation/Postponement Policy

- A. The Annual Meeting may be postponed or cancelled by the Board of Directors when necessitated by emergency conditions.
- B. If the Annual Meeting is cancelled due to emergency conditions, the business of the convention will be conducted by the Board of Directors.

Article XI Standing Committees

Section 1. Designation

The standing committees shall consist of AMA Foundation, Bylaws and Guidelines, Finance, Legislative Affairs, Membership Development, Nominating, Planning and Development and Reading.

Section 2. Selection of Chairs

Unless otherwise stated in the Bylaws, the Chair of each committee shall be appointed by the President subject to confirmation by the incoming Executive Committee.

Section 3. Composition & Duties

- A. The **AMA Foundation** Committee shall:
 - 1. Consist of a chair and all county AMA Foundation chairs.
 - 2. Encourage the raising of funds for the AMA Foundation.
 - 3. Collect and forward these funds to the AMA-A.

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B. The **Bylaws & Guidelines** Committee shall:

1. Consist of a chair who has served as a Board member for at least two years as appointed by the President. The other members of the committee are: President; President-elect; Immediate Past President; and Planning & Development Committee Chair.
2. Consider, edit and correlate proposed amendments to the Bylaws and present them with recommendations at the Annual Convention.
3. Submit proposed amendments as compiled by the committee for information to the Executive Committee and the Board of Directors at least 60 days before the Annual Convention.
4. Notify count alliances of proposed amendments at least 45 days before the Annual Convention.
5. Meet once a year to review the Alliance Guidelines.
6. Submit the Guidelines, if changed, for approval by the Board of Directors, pending approval of any Bylaw changes made at the Annual Meeting.

C. The **Finance** Committee shall:

1. Consist of the Finance Secretary as chair, President, President-elect, nominated President-elect, Secretary, Treasurer and nominated Treasurer.
2. Obtain from officers and chairs budget recommendations for the next year.
3. Prepare a budget to be presented at the Annual Meeting.

D. The **Legislative Affairs** Committee shall:

1. Consist of a chair and all county legislative affairs chairs.
2. Encourage awareness of the effect of medical legislation on medicine and encourage participation in the legislative process.

E. The **Membership Development** Committee shall:

1. Consist of a chair, President, President-elect, three Area Vice Presidents, Treasurer.. It also may included a Male Spouse Coordinator, Widow/Widower Coordinator, MAL Coordinator and International Spouse Coordinator.
2. Endeavor to increase membership.

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- F. The **Nominating** Committee shall:
1. Consist of seven members: Immediate Past President as chair, President-elect, three elected regional members, one elected past state president and one past state president appointed by the chair and President.
 2. The three regional members shall be elected during the Annual Meeting from a field of not less than six candidates (two from each regional area). The nominee from each regional area receiving the larger number of votes shall be elected to serve on the committee. The three runner-up candidates from each regional area shall serve as alternates to the committee.
 3. The one Past President to be elected shall be elected during the Annual Meeting.
 4. If the Immediate Past President is unable to serve, the President shall appoint the most recent Past President available. If the regional representative is unable to serve, the alternate will serve. In the event any of the above cannot serve, the Executive Committee shall select an eligible member of the ISMA-A to fill the vacancy.
 5. Prepare a slate of nominees who are willing to run for elected offices for the ensuing year and present the nominees' names to the Executive Committee and to the Board of Directors prior to the Annual Meeting.

- G. The **Planning & Development** Committee shall:
1. Consist of a chair, the President, the President-elect, the Immediate Past President, the Bylaws Chair and a minimum of three other members appointed by the President with all three regional areas represented.
 2. Study and evaluate present function, future objectives and projected resources as they relate to the purposes of the ISMA-A and make recommendations to the Executive Committee and the Board of Directors.
 3. Meet before March 1 each year and at other times at the discretion of the chair.

- H. The **Reading** Committee shall:
1. Consist of the President, the President-elect (who shall serve as chair), and the Immediate Past President.
 2. Review and correct, within 30 days, the minutes of the Annual Convention and return them to the ISMA Alliance Liaison for printing and distribution of the corrected copy.

Section 4. Special Committees

Special committees may be created by the President with the approval of the Executive Committee.

1 Section 5. Annual Reports
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3 Each committee chair shall submit an annual report for the Annual Meeting at
4 least 21 days before the convention and file a written copy of the report with the
5 President, Secretary and ISMA Alliance Liaison.
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7 **Article XII Parliamentary Authority**
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9 *Roberts Rules of Order*, newly revised, shall serve and govern as the parliamentary authority, except
10 where otherwise directed by these Bylaws.
11

12 **Article XIII Amendments**
13

14 These Bylaws may be amended by a two-thirds vote of the delegation at the Annual Meeting
15 providing that:
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17 A. The proposed amendments have been submitted in writing to the Chair of the
18 Bylaws Committee at least six months prior to the Annual Meeting at
19 which action is to be taken.
20

21 B. The county alliances have been notified in writing at least 45 days before the
22 Annual Convention at which action is to be taken. Notification in *The Alliance*
23 *in Action* and/or mailing to county alliances shall constitute proper notice.
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25 **Article XIV Disposition of Assets**
26

27 No person shall possess any property right in or to the property or assets of the ISMA-A
28 corporation. Upon dissolution of the ISMA-A corporation and after all obligations are satisfied, all
29 assets shall be distributed exclusively to charitable organizations/foundations currently supported
30 by the ISMA-A.
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(Revised 11/04)

(Revised 9/07)

(Revised 10/08)
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